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	2017 ELCA Synod Assemblies.pdf	
	Audit Committee Report.pdf	
	Biographies.pdf	
	Communication Plan Outline.pdf	
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	CU-TLS Assets Transfer Agreement.pdf	
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PUBLISHING HOUSE OF THE
EVANGELICAL LUTHERAN CHURCH IN AMERICA

Articles of Amendment of Articles of Incorporation

The undersigned, being the President of Publishing House of the Evangelical Lutheran Church in America, a Minnesota nonprofit corporation subject to the provisions of Minnesota Statutes, Chapter 317A, does hereby certify that the Restated Articles of Incorporation attached hereto have been duly adopted under and in accordance with the provisions of Minnesota Statutes, Chapter 317A, and the Articles of Incorporation and Bylaws of Publishing House of the Evangelical Lutheran Church in America, and shall replace and supersede in their entirety the current Articles of Incorporation of Publishing House of the Evangelical Lutheran Church in America.

Dated: _____, 2016

Beth A. Lewis
President and CEO

RESTATED
ARTICLES OF INCORPORATION
OF
PUBLISHING HOUSE OF THE
EVANGELICAL LUTHERAN CHURCH IN AMERICA

ARTICLE I

The name of this corporation shall be:

PUBLISHING HOUSE OF THE
EVANGELICAL LUTHERAN CHURCH IN AMERICA

ARTICLE II

This corporation is organized and shall be operated exclusively for religious purposes and exclusively for the benefit of and to assist in carrying out the purposes of the Evangelical Lutheran Church in America (the "ELCA"), a Minnesota nonprofit corporation. In furtherance of these purposes this corporation shall be responsible for the publishing, production and distribution of publications to be sold to accomplish the mission of the ELCA and perform such other functions for the benefit of the ELCA as may be specified from time to time by the Church Council or the Churchwide Assembly of the ELCA.

Within the framework and limitations of these purposes, this corporation is organized and shall be operated exclusively for religious purposes and shall have such powers as are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise, or otherwise, and to own, hold, expend, make gifts, grants, and contributions of, and to convey, transfer, and dispose of any funds and property and the income therefrom for the furtherance of the purposes of this corporation hereinabove set forth, or any of them, and to lease, mortgage, encumber, and use the same, and such other powers which are consistent with the foregoing purposes and which are afforded to this corporation by the Minnesota Nonprofit Corporation Act, and by any future laws amendatory thereof and supplementary thereto. Notwithstanding any provision of these Articles of Incorporation apparently to the contrary, however, all the powers of this corporation shall be exercised only so that this corporation's operations shall be exclusively within the contemplation of Section 501(c)(3) of the Internal Revenue Code. All references in these Articles of Incorporation to sections of the Internal Revenue Code are to the Internal Revenue Code of 1986 and include any provisions thereof adopted by future amendments thereto and any cognate provisions in future Internal Revenue Codes to the extent such provisions are applicable to this corporation.

In the performance of its functions, this corporation shall not act as the agent of, or otherwise obligate the income or assets of the ELCA, any congregation of the ELCA or any synod of the ELCA without the express authorization of such entity.

ARTICLE III

This corporation shall not afford pecuniary gain, incidentally or otherwise, to its members, if any, and no part of the net income or net earnings of this corporation shall inure to the benefit of any member, private shareholder, or individual, and no substantial part of its activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation. This corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

This corporation shall not lend any of its assets to any officer or trustee of this corporation or guarantee to any other person the payment of a loan made to an officer, trustee or member of this corporation.

ARTICLE IV

The period of duration of corporate existence of this corporation shall be perpetual.

ARTICLE V

The registered office of this corporation shall be located at 510 Marquette Avenue, Minneapolis, MN 55402.

ARTICLE VI

The management and direction of the business of this corporation shall be vested in a board of directors which shall be known and designated as the Board of Trustees. The number, terms of office, method of election, powers, authorities and duties of the members of the Board of Trustees, the time and place of their meetings, and such other regulations with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified from time to time in the Bylaws of this corporation. Any action required or permitted to be taken at a meeting of the Board of Trustees may be taken by written action signed by the number of trustees that would be required to take the same action at a meeting of the Board of Trustees at which all trustees were present. Any action required or permitted to be taken at a meeting of a committee may be taken by written action signed by the number of committee members that would be required to take the same action at a meeting of the committee at which all committee members were present. All trustees or committee members, as the case may be, shall be notified immediately of the text and effective date of any such written action that is duly taken.

ARTICLE VII

Except as otherwise provided in this corporation's Bylaws, this corporation shall have no members with voting rights.

ARTICLE VIII

Members, if any, and trustees and officers of this corporation shall not be personally liable for the payment of any debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of members, trustees, or officers be subject to the payments of the debts or obligations of this corporation to any extent whatsoever.

ARTICLE IX

This corporation shall have no capital stock.

ARTICLE X

In the event of the dissolution of this corporation any surplus property remaining after the payment of its debts shall be disposed of by transfer to the ELCA to be used for one or more of the purposes of this corporation. Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by this corporation upon trust or other condition, or subject to any executory or special limitation, and such property, upon dissolution of this corporation, shall be transferred in accordance with the trust, condition or limitation imposed with respect to it.

ARTICLE XI

Except as may be otherwise provided in this corporation's Bylaws, none of the following actions shall be taken by this corporation without the prior approval of the Church Council or the Churchwide Assembly of the ELCA: amendment of Articles of Incorporation; ~~amendment of Bylaws~~; merger or consolidation with any domestic or foreign corporation; sale, lease, encumbrance or other disposition of all or substantially all of this corporation's property; and voluntary dissolution. This corporation shall adopt any amendment to these Articles of Incorporation ~~or this corporation's Bylaws~~ that may be prescribed by the Church Council or the Churchwide Assembly of the ELCA, provided that in the case of an amendment prescribed by the Church Council, it shall be prescribed only after consultation with this corporation, and procedures to effect any such prescribed amendment shall be instituted promptly after adoption of such prescribed amendment by the Church Council or the Churchwide Assembly of the ELCA. This corporation shall adopt any agreement of merger or consolidation that may be prescribed by the Churchwide Assembly of the ELCA, and procedures to affect any such prescribed agreement shall be instituted promptly after adoption of such prescribed agreement by the Churchwide Assembly of the ELCA. For purposes of asserting claims based on the powers and authorities granted to it pursuant to this Article, and for such purposes only, the ELCA shall be deemed to be a member of this corporation.

PUBLISHING HOUSE OF THE
EVANGELICAL LUTHERAN CHURCH IN AMERICA

Articles of Amendment of Articles of Incorporation

The undersigned, being the President of Publishing House of the Evangelical Lutheran Church in America, a Minnesota nonprofit corporation subject to the provisions of Minnesota Statutes, Chapter 317A, does hereby certify that the Restated Articles of Incorporation attached hereto have been duly adopted under and in accordance with the provisions of Minnesota Statutes, Chapter 317A, and the Articles of Incorporation and Bylaws of Publishing House of the Evangelical Lutheran Church in America, and shall replace and supersede in their entirety the current Articles of Incorporation of Publishing House of the Evangelical Lutheran Church in America.

Dated: _____, 2016

Beth A. Lewis
President and CEO

RESTATED
ARTICLES OF INCORPORATION
OF
PUBLISHING HOUSE OF THE
EVANGELICAL LUTHERAN CHURCH IN AMERICA

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ARTICLE VI

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ARTICLE X

In the event of the dissolution of this corporation any surplus property remaining after the payment of its debts shall be disposed of by transfer to the ELCA to be used for one or more of the purposes of this corporation. Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by this corporation upon trust or other condition, or subject to any executory or special limitation, and such property, upon dissolution of this corporation, shall be transferred in accordance with the trust, condition or limitation imposed with respect to it.

ARTICLE XI

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As amended effective ~~December~~ November 4, 2016

BYLAWS
OF
PUBLISHING HOUSE OF THE
EVANGELICAL LUTHERAN CHURCH IN AMERICA

ARTICLE 1

Purpose

This corporation is established in accordance with the Constitution, Bylaws and Continuing Resolutions of the Evangelical Lutheran Church in America (the "ELCA") to carry out the purposes and perform the functions specified in this corporation's Articles of Incorporation. This corporation shall be governed by its Articles of Incorporation and these Bylaws and the provisions of the Constitution, Bylaws and Continuing Resolutions of the ELCA that are expressly made applicable to this corporation.

ARTICLE 2

Location

The principal office of this corporation, at which the general business of this corporation shall be transacted and where the records of this corporation shall be kept, shall be at such place in the State of Minnesota as shall be fixed from time to time by duly adopted resolutions of the Board of Trustees.

ARTICLE 3

Board of Trustees

SECTION 3.1 Composition. The Board of Trustees of this corporation shall be composed of persons who shall be elected in the manner and for the terms specified by the Constitution, Bylaws and Continuing Resolutions of the ELCA.

SECTION 3.2 Resignation, Removal and Vacancies. Any trustee may resign at any time by giving written notice of such resignation to the Board of Trustees or to the Chairperson. Any such resignation shall take effect immediately upon receipt of such notice or at any later time specified therein and, unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective. Any trustee may be removed from office at any time, with or without cause, by the affirmative vote of a majority of the trustees then in office. Such removal shall be effective 30 days after notice of the removal is provided to the secretary of the ELCA. ~~and after at least 30 days' prior notice to the secretary of this church. The decision to remove a director or trustee shall be reported to the Church Council by the secretary.~~

~~Any vacancy in the position of a trustee shall be filled in the manner specified by the Constitution, Bylaws and Continuing Resolutions of the ELCA.~~

ARTICLE 4

Meetings of the Board of Trustees

SECTION 4.1 Annual meeting. The annual meeting of the Board of Trustees shall be held each year at the time and place, within or without the State of Minnesota, as may be designated from time to time by the Board of Trustees. If the Board of Trustees does not fix a different time or place, such meeting shall be held at 9:00 o'clock a.m., Central time, on the second Monday in September at the registered office of this corporation.

SECTION 4.2 Other meetings. Other meetings of the Board of Trustees may be held at such time and place as are announced at a previous meeting of the Board of Trustees. Meetings of the Board of Trustees may also be called at any time (a) by the Chairperson, (b) by the Executive Director, (c) by the Board of Trustees, or (d) upon the request of five or more members of the Board of Trustees. Anyone entitled to call a meeting of the Board of Trustees may make a written request to the Secretary to call the meeting, and the Secretary shall give notice of the meeting, setting forth the time and place thereof, to be held between five and thirty days after receiving the request. If the Secretary fails to give notice of the meeting within seven days from the day on which the request was made, the person or persons who requested the meeting may fix the time and place of the meeting and give notice in the manner hereinafter provided.

SECTION 4.3 Notice of meetings. Notice of each meeting of the Board of Trustees for which notice is required, and of each annual meeting, stating the time and place thereof, shall be given to all trustees by electronic communication or in person at least two days before the meeting, or shall be mailed to each trustee at least five days before the meeting. A trustee may be given notice by electronic communication only if the trustee has previously consented to receive notice in such form of electronic communication. All such notices not given in person shall be sent to the trustee at his or her postal or electronic address according to the latest available records of this corporation. Any trustee may waive notice of a meeting before, at or after the meeting, orally, in writing, by electronic communication, or by attendance. Attendance at a meeting is deemed a waiver unless the trustee objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the trustee does not participate in the meeting.

SECTION 4.4 Quorum and voting. At all meetings of the Board of Trustees, each trustee shall be entitled to cast one vote on any question coming before the meeting. The presence of a majority of the members of the Board of Trustees shall constitute a quorum at any meeting thereof, but the trustees present at any meeting, although less than a quorum, may adjourn the meeting from time to time. A majority vote of the trustees present at any meeting, if there be a quorum, shall be sufficient to transact any business. A trustee shall not appoint a proxy for himself or vote by proxy at a meeting of the Board of Trustees. For purposes of determining whether a trustee has met his or her fiduciary duties as a trustee, but for no other purpose, a trustee who is present at a meeting of the Board of Trustees when an action is approved by the Board of Trustees is presumed to have assented to the action unless the trustee votes against the action or is prohibited from voting on the action.

SECTION 4.5 Adjourned meetings. When a meeting of the Board of Trustees is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

SECTION 4.6 Written action. Any action that could be taken at a meeting of the Board of Trustees may be taken without a meeting when authorized in writing signed by all of the trustees. Any such action may also be taken by written action signed by fewer than all of the trustees in accordance with the provisions of the Articles of Incorporation.

SECTION 4.7 Meetings held using remote communication. A trustee may participate in a meeting of the Board of Trustees by means of conference telephone or, if authorized by the Board of Trustees, by such other means of remote communication, in each case through which that trustee, other trustees so participating, and all trustees physically present at the meeting may communicate with each other on a substantially simultaneous basis. Participation in a meeting by remote communication constitutes presence at the meeting.

ARTICLE 5

Officers

SECTION 5.1 Tenure of office. The officers of this corporation shall be a Chairperson, a Vice Chairperson, an Executive Director, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as the Board of Trustees may from time to time designate. The Executive Director shall be elected to a four-year term in consultation with and with the approval of the Bishop of the ELCA and shall be eligible for re-election. Officers, other than the Executive Director and the Vice Presidents, shall be elected by the Board of Trustees to serve for terms of three years and until their respective successors are chosen and have qualified. Any officer may at any time be removed by the Board of Trustees with or without cause; provided, however, that the Executive Director may be removed only in consultation with and upon the approval of the Bishop of the ELCA. The same person may hold more than one office at the same time, except the offices of (a) Chairperson and Vice Chairperson, and (b) Executive Director and Vice President. The Chairperson, Vice Chairperson and Secretary shall be members of the Board of Trustees, but other officers need not be trustees of this corporation.

SECTION 5.2 Chairperson. The Chairperson of this corporation shall preside at all meetings of the Board of Trustees and the Executive Committee, if one is appointed. The Chairperson shall supervise the carrying out of the policies adopted or approved by the Board of Trustees. The Chairperson shall also have and may exercise such further powers and duties as from time to time may be conferred upon, or assigned to, him or her by these Bylaws or by the Board of Trustees.

SECTION 5.3 Vice Chairperson. During the absence or disability of the Chairperson, the Vice Chairperson shall perform the duties of the Chairperson.

SECTION 5.4 Executive Director. The Executive Director shall be the president and chief executive officer of this corporation. He or she shall have general supervision, direction and active management of the affairs of this corporation. He or she may execute on behalf of this

corporation any contracts, deeds, conveyances and other instruments necessary transaction of the business of the corporation.

SECTION 5.6 Vice Presidents. The authority of the Board of Trustees to appoint one or more Vice Presidents is delegated to the Executive Director. The Executive Director may appoint one or more Vice Presidents and may designate any of them as Executive Vice Presidents or Senior Vice Presidents. Unless otherwise directed by the Board of Trustees, the Executive Director may remove any Vice President from office.

SECTION 5.7 Secretary. The Secretary shall perform or properly delegate and oversee the performance of the following duties: (a) keep accurate minutes of all meetings and serve as custodian of records, documents and papers of this corporation; and (b) provide for the keeping of proper records of all transactions of this corporation. He or she shall have and may exercise any and all other powers and duties pertaining by law, regulation or practice to the office of Secretary, or imposed by these Bylaws. He or she shall also perform such other duties as may be assigned to him or her from time to time by the Board of Trustees.

SECTION 5.8 Assistant Secretary. The Board of Trustees in its discretion may elect an Assistant Secretary, who shall perform the duties and assume the responsibilities of the Secretary as above set forth under the general direction of the Secretary or Executive Director.

SECTION 5.9 Treasurer. The Treasurer shall have and may exercise such duties as may be assigned to him or her from time to time by the Board of Trustees. He or she shall present to the Board of Trustees at its annual meeting his or her report as Treasurer of this corporation, and shall from time to time make such other reports to the Board of Trustees as it may require.

SECTION 5.10 Assistant Treasurer. The Board of Trustees in its discretion may elect an Assistant Treasurer who shall perform the duties and assume the responsibilities of the Treasurer as above set forth under the general direction of the Treasurer or Executive Director.

SECTION 5.11 Additional powers. Any officer of this corporation, in addition to the powers conferred upon him or her by these Bylaws, shall have such powers and perform such additional duties as may be prescribed from time to time by the Board of Trustees.

ARTICLE 6

Committees

SECTION 6.1 Authority. The Board of Trustees may act by and through such committees as may be specified in resolutions adopted by the affirmative vote of a majority of the entire Board of Trustees. Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Trustees. Each such committee shall at all times be subject to the control and direction of the Board of Trustees.

SECTION 6.2 Executive Committee. The Board of Trustees may designate an Executive Committee composed of the Chairperson, the Vice Chairperson and at least one other trustee designated by the Board of Trustees. The Executive Committee shall have the authority of

the Board of Trustees in the management of the business of this corporation in the interval between meetings of the Board of Trustees, and the Executive Committee shall at all times be subject to the control and direction of the Board of Trustees.

SECTION 6.3 Meetings and voting. Each committee of this corporation may establish the time for its regular meetings and may change that time as it from time to time deems advisable. Special meetings of any committee of this corporation may be called by the chairman of that committee, or by the Executive Director. Notice of each committee meeting for which notice is required, stating the time and place thereof, shall be given to all committee members by electronic communication or in person at least two days before the meeting, or shall be mailed to each trustee at least five days before the meeting. A committee member may be given notice by electronic communication only if the committee member has previously consented to receive notice in such form of electronic communication. All such notices not given in person shall be sent to the committee member at his or her postal or electronic address according to the latest available records of this corporation. At all meetings of a committee of this corporation each member thereof shall be entitled to cast one vote on any question coming before such meeting. The presence of a majority of the membership of any committee of this corporation shall constitute a quorum at any meeting thereof, but the members of a committee present at any such meeting, although less than a quorum, may adjourn the meeting from time to time. A majority vote of the members of a committee of this corporation present at any meeting thereof, if there be a quorum, shall be sufficient for the transaction of the business of such committee. Any action that could be taken at a meeting of a committee may be taken without a meeting when authorized in writing in accordance with the provisions of the Articles of Incorporation.

SECTION 6.4 Meetings held using remote communication. A committee member may participate in a committee meeting by means of conference telephone or, if authorized by the Board of Trustees, by such other means of remote communication, in each case through which that committee member, other committee members so participating, and all committee members physically present at the meeting may communicate with each other on a substantially simultaneous basis. Participation in a meeting by remote communication constitutes presence at the meeting.

ARTICLE 7

Fiscal Year

The fiscal year of this corporation shall be January 1 to the last day of December.

ARTICLE 8

Miscellaneous

SECTION 8.1 Corporate seal. This corporation shall have no seal.

SECTION 8.2 Amendments. Subject to the provisions of the Constitution, Bylaws and Continuing Resolutions of the ELCA, and the Articles of Incorporation of this corporation, these Bylaws may be amended from time to time in the manner prescribed by law.

SECTION 8.3 Indemnification. To the full extent permitted by any applicable law, this corporation shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever brought, whether civil, criminal, administrative or investigative, including an action by or in the right of the corporation, by reason of the fact that such person is or was a trustee, officer, employee, agent or member of a committee of this corporation or, while a trustee, officer, employee or agent of this corporation, was serving as a director, officer, partner, trustee, employee, or agent of another organization or employee benefit plan at the request of this corporation or pursuant to his or her duties as a trustee, officer, employee or agent of this corporation, against expenses, including attorneys' fees, judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan) and amounts paid in settlement or pursuant to arbitration actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that no indemnification shall be made with respect to any claim, issue or matter as to which the person shall be adjudged by a court of law to be liable to this corporation.

Indemnification provided by this section shall continue as to a person who has ceased to be a trustee, officer, employee, agent or committee member, shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section.

This corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was trustee, officer, employee, agent or a member of a committee of this corporation against any liability asserted against such person and incurred by such person in any such capacity.

SECTION 8.4 Execution of Instruments. Deeds, mortgages, bonds, checks, contracts and other instruments pertaining to the business and affairs of this corporation may be signed on behalf of this corporation by the Executive Director, or the Chairperson, or by such other person or persons as may be designated from time to time by the Board of Trustees. If a document must be executed by persons holding different offices or functions and one person holds such offices or exercises such functions, that person may execute the document in more than one capacity if the document indicates each such capacity.

SECTION 8.5 Authority to borrow, encumber assets. No officer, agent or employee of this corporation shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Trustees. Authority may be given by the Board of Trustees for any of the above purposes and may be general or limited to specific instances.

SECTION 8.6 Deposit of funds. All funds of this corporation shall be deposited from time to time to the credit of this corporation in such banks, trust companies or other depositories as the Board of Trustees may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Trustees from time to time.

SECTION 8.7 Use of names in conduct of business. This corporation may conduct its business under such tradename or names as may be specified from time to time by the Board of Trustees. Without limiting the generality of the foregoing, this corporation may use the names “Augsburg Publishing House,” “Fortress Press,” “Augsburg-Fortress,” “1517 Media,” “Sparkhouse,” and “Sparkhouse Family.”

Date approved by Board of Trustees: ~~December~~, ~~November 4~~, 2016

Date approved by ELCA Church Council: _____ ~~November~~ _____, 2016

As amended effective December __, 2016

BYLAWS
OF
PUBLISHING HOUSE OF THE
EVANGELICAL LUTHERAN CHURCH IN AMERICA

ARTICLE 1

Purpose

This corporation is established in accordance with the Constitution, Bylaws and Continuing Resolutions of the Evangelical Lutheran Church in America (the “ELCA”) to carry out the purposes and perform the functions specified in this corporation’s Articles of Incorporation. This corporation shall be governed by its Articles of Incorporation and these Bylaws and the provisions of the Constitution, Bylaws and Continuing Resolutions of the ELCA that are expressly made applicable to this corporation.

ARTICLE 2

Location

The principal office of this corporation, at which the general business of this corporation shall be transacted and where the records of this corporation shall be kept, shall be at such place in the State of Minnesota as shall be fixed from time to time by duly adopted resolutions of the Board of Trustees.

ARTICLE 3

Board of Trustees

SECTION 3.1 Composition. The Board of Trustees of this corporation shall be composed of persons who shall be elected in the manner and for the terms specified by the Constitution, Bylaws and Continuing Resolutions of the ELCA.

SECTION 3.2 Resignation, Removal and Vacancies. Any trustee may resign at any time by giving written notice of such resignation to the Board of Trustees or to the Chairperson. Any such resignation shall take effect immediately upon receipt of such notice or at any later time specified therein and, unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective. Any trustee may be removed from office at any time, with or without cause, by the affirmative vote of a majority of the trustees then in office. Such removal shall be effective 30 days after notice of the removal is provided to the secretary of the ELCA.

Any vacancy in the position of a trustee shall be filled in the manner specified by the Constitution, Bylaws and Continuing Resolutions of the ELCA.

ARTICLE 4

Meetings of the Board of Trustees

SECTION 4.1 Annual meeting. The annual meeting of the Board of Trustees shall be held each year at the time and place, within or without the State of Minnesota, as may be designated from time to time by the Board of Trustees. If the Board of Trustees does not fix a different time or place, such meeting shall be held at 9:00 o'clock a.m., Central time, on the second Monday in September at the registered office of this corporation.

SECTION 4.2 Other meetings. Other meetings of the Board of Trustees may be held at such time and place as are announced at a previous meeting of the Board of Trustees. Meetings of the Board of Trustees may also be called at any time (a) by the Chairperson, (b) by the Executive Director, (c) by the Board of Trustees, or (d) upon the request of five or more members of the Board of Trustees. Anyone entitled to call a meeting of the Board of Trustees may make a written request to the Secretary to call the meeting, and the Secretary shall give notice of the meeting, setting forth the time and place thereof, to be held between five and thirty days after receiving the request. If the Secretary fails to give notice of the meeting within seven days from the day on which the request was made, the person or persons who requested the meeting may fix the time and place of the meeting and give notice in the manner hereinafter provided.

SECTION 4.3 Notice of meetings. Notice of each meeting of the Board of Trustees for which notice is required, and of each annual meeting, stating the time and place thereof, shall be given to all trustees by electronic communication or in person at least two days before the meeting, or shall be mailed to each trustee at least five days before the meeting. A trustee may be given notice by electronic communication only if the trustee has previously consented to receive notice in such form of electronic communication. All such notices not given in person shall be sent to the trustee at his or her postal or electronic address according to the latest available records of this corporation. Any trustee may waive notice of a meeting before, at or after the meeting, orally, in writing, by electronic communication, or by attendance. Attendance at a meeting is deemed a waiver unless the trustee objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the trustee does not participate in the meeting.

SECTION 4.4 Quorum and voting. At all meetings of the Board of Trustees, each trustee shall be entitled to cast one vote on any question coming before the meeting. The presence of a majority of the members of the Board of Trustees shall constitute a quorum at any meeting thereof, but the trustees present at any meeting, although less than a quorum, may adjourn the meeting from time to time. A majority vote of the trustees present at any meeting, if there be a quorum, shall be sufficient to transact any business. A trustee shall not appoint a proxy for himself or vote by proxy at a meeting of the Board of Trustees. For purposes of determining whether a trustee has met his or her fiduciary duties as a trustee, but for no other purpose, a trustee who is present at a meeting of the Board of Trustees when an action is approved by the Board of Trustees is presumed to have assented to the action unless the trustee votes against the action or is prohibited from voting on the action.

SECTION 4.5 Adjourned meetings. When a meeting of the Board of Trustees is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

SECTION 4.6 Written action. Any action that could be taken at a meeting of the Board of Trustees may be taken without a meeting when authorized in writing signed by all of the trustees. Any such action may also be taken by written action signed by fewer than all of the trustees in accordance with the provisions of the Articles of Incorporation.

SECTION 4.7 Meetings held using remote communication. A trustee may participate in a meeting of the Board of Trustees by means of conference telephone or, if authorized by the Board of Trustees, by such other means of remote communication, in each case through which that trustee, other trustees so participating, and all trustees physically present at the meeting may communicate with each other on a substantially simultaneous basis. Participation in a meeting by remote communication constitutes presence at the meeting.

ARTICLE 5

Officers

SECTION 5.1 Tenure of office. The officers of this corporation shall be a Chairperson, a Vice Chairperson, an Executive Director, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as the Board of Trustees may from time to time designate. The Executive Director shall be elected to a four-year term in consultation with and with the approval of the Bishop of the ELCA and shall be eligible for re-election. Officers, other than the Executive Director and the Vice Presidents, shall be elected by the Board of Trustees to serve for terms of three years and until their respective successors are chosen and have qualified. Any officer may at any time be removed by the Board of Trustees with or without cause; provided, however, that the Executive Director may be removed only in consultation with and upon the approval of the Bishop of the ELCA. The same person may hold more than one office at the same time, except the offices of (a) Chairperson and Vice Chairperson, and (b) Executive Director and Vice President. The Chairperson, Vice Chairperson and Secretary shall be members of the Board of Trustees, but other officers need not be trustees of this corporation.

SECTION 5.2 Chairperson. The Chairperson of this corporation shall preside at all meetings of the Board of Trustees and the Executive Committee, if one is appointed. The Chairperson shall supervise the carrying out of the policies adopted or approved by the Board of Trustees. The Chairperson shall also have and may exercise such further powers and duties as from time to time may be conferred upon, or assigned to, him or her by these Bylaws or by the Board of Trustees.

SECTION 5.3 Vice Chairperson. During the absence or disability of the Chairperson, the Vice Chairperson shall perform the duties of the Chairperson.

SECTION 5.4 Executive Director. The Executive Director shall be the president and chief executive officer of this corporation. He or she shall have general supervision, direction and active management of the affairs of this corporation. He or she may execute on behalf of this

corporation any contracts, deeds, conveyances and other instruments necessary transaction of the business of the corporation.

SECTION 5.6 Vice Presidents. The authority of the Board of Trustees to appoint one or more Vice Presidents is delegated to the Executive Director. The Executive Director may appoint one or more Vice Presidents and may designate any of them as Executive Vice Presidents or Senior Vice Presidents. Unless otherwise directed by the Board of Trustees, the Executive Director may remove any Vice President from office.

SECTION 5.7 Secretary. The Secretary shall perform or properly delegate and oversee the performance of the following duties: (a) keep accurate minutes of all meetings and serve as custodian of records, documents and papers of this corporation; and (b) provide for the keeping of proper records of all transactions of this corporation. He or she shall have and may exercise any and all other powers and duties pertaining by law, regulation or practice to the office of Secretary, or imposed by these Bylaws. He or she shall also perform such other duties as may be assigned to him or her from time to time by the Board of Trustees.

SECTION 5.8 Assistant Secretary. The Board of Trustees in its discretion may elect an Assistant Secretary, who shall perform the duties and assume the responsibilities of the Secretary as above set forth under the general direction of the Secretary or Executive Director.

SECTION 5.9 Treasurer. The Treasurer shall have and may exercise such duties as may be assigned to him or her from time to time by the Board of Trustees. He or she shall present to the Board of Trustees at its annual meeting his or her report as Treasurer of this corporation, and shall from time to time make such other reports to the Board of Trustees as it may require.

SECTION 5.10 Assistant Treasurer. The Board of Trustees in its discretion may elect an Assistant Treasurer who shall perform the duties and assume the responsibilities of the Treasurer as above set forth under the general direction of the Treasurer or Executive Director.

SECTION 5.11 Additional powers. Any officer of this corporation, in addition to the powers conferred upon him or her by these Bylaws, shall have such powers and perform such additional duties as may be prescribed from time to time by the Board of Trustees.

ARTICLE 6

Committees

SECTION 6.1 Authority. The Board of Trustees may act by and through such committees as may be specified in resolutions adopted by the affirmative vote of a majority of the entire Board of Trustees. Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Trustees. Each such committee shall at all times be subject to the control and direction of the Board of Trustees.

SECTION 6.2 Executive Committee. The Board of Trustees may designate an Executive Committee composed of the Chairperson, the Vice Chairperson and at least one other trustee designated by the Board of Trustees. The Executive Committee shall have the authority of

the Board of Trustees in the management of the business of this corporation in the interval between meetings of the Board of Trustees, and the Executive Committee shall at all times be subject to the control and direction of the Board of Trustees.

SECTION 6.3 Meetings and voting. Each committee of this corporation may establish the time for its regular meetings and may change that time as it from time to time deems advisable. Special meetings of any committee of this corporation may be called by the chairman of that committee, or by the Executive Director. Notice of each committee meeting for which notice is required, stating the time and place thereof, shall be given to all committee members by electronic communication or in person at least two days before the meeting, or shall be mailed to each trustee at least five days before the meeting. A committee member may be given notice by electronic communication only if the committee member has previously consented to receive notice in such form of electronic communication. All such notices not given in person shall be sent to the committee member at his or her postal or electronic address according to the latest available records of this corporation. At all meetings of a committee of this corporation each member thereof shall be entitled to cast one vote on any question coming before such meeting. The presence of a majority of the membership of any committee of this corporation shall constitute a quorum at any meeting thereof, but the members of a committee present at any such meeting, although less than a quorum, may adjourn the meeting from time to time. A majority vote of the members of a committee of this corporation present at any meeting thereof, if there be a quorum, shall be sufficient for the transaction of the business of such committee. Any action that could be taken at a meeting of a committee may be taken without a meeting when authorized in writing in accordance with the provisions of the Articles of Incorporation.

SECTION 6.4 Meetings held using remote communication. A committee member may participate in a committee meeting by means of conference telephone or, if authorized by the Board of Trustees, by such other means of remote communication, in each case through which that committee member, other committee members so participating, and all committee members physically present at the meeting may communicate with each other on a substantially simultaneous basis. Participation in a meeting by remote communication constitutes presence at the meeting.

ARTICLE 7

Fiscal Year

The fiscal year of this corporation shall be January 1 to the last day of December.

ARTICLE 8

Miscellaneous

SECTION 8.1 Corporate seal. This corporation shall have no seal.

SECTION 8.2 Amendments. Subject to the provisions of the Constitution, Bylaws and Continuing Resolutions of the ELCA, and the Articles of Incorporation of this corporation, these Bylaws may be amended from time to time in the manner prescribed by law.

SECTION 8.3 Indemnification. To the full extent permitted by any applicable law, this corporation shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever brought, whether civil, criminal, administrative or investigative, including an action by or in the right of the corporation, by reason of the fact that such person is or was a trustee, officer, employee, agent or member of a committee of this corporation or, while a trustee, officer, employee or agent of this corporation, was serving as a director, officer, partner, trustee, employee, or agent of another organization or employee benefit plan at the request of this corporation or pursuant to his or her duties as a trustee, officer, employee or agent of this corporation, against expenses, including attorneys' fees, judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan) and amounts paid in settlement or pursuant to arbitration actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that no indemnification shall be made with respect to any claim, issue or matter as to which the person shall be adjudged by a court of law to be liable to this corporation.

Indemnification provided by this section shall continue as to a person who has ceased to be a trustee, officer, employee, agent or committee member, shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section.

This corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was trustee, officer, employee, agent or a member of a committee of this corporation against any liability asserted against such person and incurred by such person in any such capacity.

SECTION 8.4 Execution of Instruments. Deeds, mortgages, bonds, checks, contracts and other instruments pertaining to the business and affairs of this corporation may be signed on behalf of this corporation by the Executive Director, or the Chairperson, or by such other person or persons as may be designated from time to time by the Board of Trustees. If a document must be executed by persons holding different offices or functions and one person holds such offices or exercises such functions, that person may execute the document in more than one capacity if the document indicates each such capacity.

SECTION 8.5 Authority to borrow, encumber assets. No officer, agent or employee of this corporation shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Trustees. Authority may be given by the Board of Trustees for any of the above purposes and may be general or limited to specific instances.

SECTION 8.6 Deposit of funds. All funds of this corporation shall be deposited from time to time to the credit of this corporation in such banks, trust companies or other depositories as the Board of Trustees may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Trustees from time to time.

SECTION 8.7 Use of names in conduct of business. This corporation may conduct its business under such tradename or names as may be specified from time to time by the Board of Trustees. Without limiting the generality of the foregoing, this corporation may use the names “Augsburg Publishing House,” “Fortress Press,” “Augsburg-Fortress,” “1517 Media,” “Sparkhouse,” and “Sparkhouse Family.”

Date approved by Board of Trustees: December ____, 2016

Date approved by ELCA Church Council: _____ ____, 2016

WE ARE CHURCH

Goal 1: Congregations are growing, vibrant in their worship life and diverse, and worshippers increase their engagement in and support for God's mission, locally and globally.

Goal No.	Objective No.	Lead Unit	Supporting Unit(s)	Objective	2016 Summary Level Indicators	2016 Summary Level Programs/Activities
Goal 1	1.1	CSM	OPB MA	Existing congregations and worship communities engage in renewal to deepen their spiritual life and faith practices, welcome and retain worshippers and refocus for effective mission in the communities	<ul style="list-style-type: none"> •80% of synods have congregational renewal tables and plans in place (CSM is looking into what type of baseline data exists) [CSM] •75% of congregations with renewal tables identify ethnic ministries and plan capacity building curriculum/activity (CSM is looking into what type of baseline data exists) [CSM] 	<ul style="list-style-type: none"> •Provide training, technical support, and resources in support of synodical mission planning for congregational renewal [CSM] •Provide, monitor and assess the impact of partnership support grants and campaign grants for strategic renewal initiatives [CSM] •Work with MA to identify and share success stories and learnings [CSM] •Plan for resources and educational-formation events for worship in the ELCA over the next five years [OB/OS] •Create additional resources for same-gender couples being married within the ELCA [OB/OS]
Goal 1	1.2	CSM		New congregations and worshipping communities established in areas where the ELCA does not currently have an active presence and in ways that enrich those faith communities and the diversity of this church.	<ul style="list-style-type: none"> •35 synods achieve one or more new start (32 in 2015) [CSM] •At least 50% of new starts within communities of color and/or experiencing poverty (58% in communities of color and 27% in communities of poverty in 2015) [CSM] •15 new starts have a young adult focus (10 in 2015) [CSM] •15 ecumenical new starts achieved (10 in 2015) [CSM] 	<ul style="list-style-type: none"> •Provide training, technical support, and resources for new congregations/worship communities [CSM] •Provide, monitor and assess the impact of partnership support for new congregations/worship communities [CSM]
Goal 1	1.3	CSM		Synods and congregations have capacity in mission planning and are effective in developing ministry strategies that are relevant due to their communities, address poverty and build the diversity of this church.	<ul style="list-style-type: none"> •6 DEMS complete 2016 ELCA community organizing training (CSM is looking into what type of baseline data exists) [CSM] •1 Spanish ELCA Coach Launch training completed and 1 Spanish coaching lab developed [CSM] •Complete revisions/updates of all ethnic-specific strategic plans for mission and ministry [CSM] •Synods and congregations increase use of One Body Many Members through 5 facilitators trained to introduce resource (There is no baseline data, but CSM will begin to track use during 2016) [CSM] 	<ul style="list-style-type: none"> •Accompany Area Ministry Strategy pilots in Aurora, CO and identify two sites for fast-track AMS process focusing on specific issues or audiences such as domestic hunger, young adults, ethnic specific or geographic (i.e. Rural, urban, etc.) [CSM] •Evaluate the processes and results from existing AMS pilots and community with DEMS and synods [CSM] •Provide training, resource enhancement, and leadership development targeting the use of "One Body, Many Members" [CSM] •Provide training as well as ongoing resources and network support for the ELCA Community Organizing Team, including ethnic-specific leaders [CSM]

WE ARE CHURCH

Goal 1: Congregations are growing, vibrant in their worship life and diverse, and worshippers increase their engagement in and support for God's mission, locally and globally.

Goal No.	Objective No.	Lead Unit	Supporting Unit(s)	Objective	2016 Summary Level Indicators	2016 Summary Level Programs/Activities
Goal 1	1.4	CSM	OPB MA	Congregations and synods grow in their understanding and commitment to gender justice and racial justice.	<ul style="list-style-type: none"> As a result of the research briefings based on the 45th anniversary of the ordination of women, some bishops (10) will take specific steps to support women clergy in their synods [OB/OS] 	<ul style="list-style-type: none"> Recruit and train young adults of color for the Peace Not Walls Initiative [CSM] Continue the work of the Women and Justice: One in Christ task force toward the development of a social statement for consideration in 2019, including the writing and distribution of a study in 2016 [OB/OS] Continue implementation and use of previously adopted social statements [OB/OS] Continue research and resource development that highlights the 45th Anniversary of the Ordination of Women (2015) [OB/OS] Engage with ecumenical partners [OB/OS]
Goal 1	1.5	GM	CSM	ELCA synods and global companion churches grow in capacity for witness and service through mutual accompaniment.	<ul style="list-style-type: none"> 50% increase in first time attendees at an Accompaniment seminar at Glocals (approx. 5,000 in 2015) [GM] 100% of Area Desk regional strategies are developed (5 total), reflected in the 2017-2019 Ops Plan objectives, and used to recommend resource alignment to maximize companion church growth in evangelical witness and service [GM] 6 students receiving International Leaders Program scholarships participate in ELCA events (10 participated in 2015) [GM] Global Service research project is completed and a three-year engagement strategy to increase the number of candidates (including People of Color/non-English as primary language) is developed and implemented [GM] 6 companion synod calls are held in 2016 (GM is looking into what type of baseline data exists) [GM] 	<ul style="list-style-type: none"> Evaluate cross-unit (GM-CSM) work to identify venues and collaboratively coordinate and carry out Glocal events with AMMPARO emphasis [GM] Strengthen capacity of companion churches for mission and ministry through relationships (including ongoing church-to-church and companion synod relationships), program support and events, and sending of global personnel [GM] Area desks use country plans and regional strategies to shape new regional initiatives for holistic evangelical witness (word and service/diakonia) that will be incorporated as new and revised objectives for the 2017-2019 Ops Plan [GM] Provide grants and scholarships to students and scholars in support of companion churches (International Leadership Development Program) [GM] Support and encourage Young Adults in Global Mission volunteers to engage in ministries that are priorities of companion churches and bring their skills and knowledge back into priority ministries of the ELCA [GM] Develop resources and offer learning modalities that increase the capacity of synods and other networks (World Hunger, Global Mission Copmanion Synods Network, youth) to engage in global and local mission using accompaniment values and practices [GM]

WE ARE CHURCH

Goal 1: Congregations are growing, vibrant in their worship life and diverse, and worshippers increase their engagement in and support for God's mission, locally and globally.

Goal No.	Objective No.	Lead Unit	Supporting Unit(s)	Objective	2016 Summary Level Indicators	2016 Summary Level Programs/Activities
Goal 1	1.6	GM	CSM MA	Youth and young adults from diverse backgrounds participate in domestic and global service and this experience deepens their faith and church engagement.	<ul style="list-style-type: none"> Place 90 YAGM volunteers in 2016, including placements in two new country programs. (Fulfillment of this indicator means we will have reached our long-term goals for growth one year ahead of schedule.) (11 country placements in 2015)[GM] 10% increase in YAGM volunteers from ethnic specific backgrounds (5 in 2015) [GM] 	<ul style="list-style-type: none"> Utilize Youth Gathering social media platforms to promote global and domestic service opportunities [CSM] Increase the capacity of and strategic opportunities for the YAGM program to recruit and support young adults of color and from different ethnic/non-English as a primary language backgrounds [GM] Increase use of ELCA World Hunger Act 2Day 4 Tomorrow through coordinated effort [MA/ELCA World Hunger] Increase ELCA World Hunger presence and collaboration with ELCA seminarians and seminaries [MA/ELCA World Hunger]
Goal 1	1.7	MA	OT GM	Communication channels and ELCA events support growing engagement of members in ELCA's local and global ministries.	<ul style="list-style-type: none"> Measure "click-throughs" on the ELCA Website (782,000 unique visitors to ELCA.org in 2015 compared to 812,000 in 2014, thru 11/17/15) [MA] 10% increase in Twitter followers and 20% increase on Facebook (1/1/15 thru 11/17/15 saw 17% and 23% year-to-date, respectively) [MA] Measure attendance at signature events or programs [MA] 20% Increase in resource downloads (1/1/15 thru 11/17/15 saw a 30% increase year-to-date) [MA] Baseline of engagement on new Living Lutheran platform, including engagement generated to/from social media platforms [OT] 12 most active community.elca.org groups using this platform for document management and sharing are migrated to my.elca.org platform [OT] Baseline utilization (various types of metrics including postings, discussions, announcements) within groups and across my.elca.org [OT] Increase in engagement percentages across social media platforms – Total posts, posts/fan or follower, total reach, impressions, mentions increase, etc [OT] 	<ul style="list-style-type: none"> AMMPARAO communication strategy is implemented [GM] Enhance the ELCA website, making it more user friendly [MA] Expand our public relations and social media presence [MA]Develop and launch a new flagship periodical [MA and OT] Launch new blogs and test pilot groups for an ELCA Community [MA] Promote and facilitate utilization and adoption of my.elca.org as work group communication platform [OT] Facilitate an integrated engagement strategy that uses improved website content, improved integration with social media (including promotion of online giving), media relations and PR, and selected events such as "God's work. Our hands. Sunday" and pilot regional Networks for Mission gatherings [OT]

WE ARE CHURCH TOGETHER

Goal 2: Members of this church are better connected with who we are as church and relationships across this church's wider ecology are deepened and strengthened for evangelical witness and service in the world.

Goal No.	Objective No.	Lead Unit	Supporting Unit(s)	Objective	2016 Summary Level Indicators	2016 Summary Level Programs/Activities
Goal 2	2.1	OPB	CSM GM MA	The ELCA continues to articulate what it means to be Lutheran in today's world and deepen its understanding of the theological basis for identity and shared mission.	<ul style="list-style-type: none"> •Theological conversation and collaboration in service of a Lutheran witness of the Gospel and service in the world is more broadly participatory, more coherent and clear in its relationship to the witness of the Lutheran confessional writings, and shows a clearer ecumenical and inter-religious self-understanding [OB/OS] 	<ul style="list-style-type: none"> •Work with LWF to build the Global Young Reformers Network [CSM] •Promote theological study and conversation that strengthens Lutheran witness through the ELCA Theological Roundtable (and related groups); through the Journal of Lutheran Ethics (JLE) published monthly or bi-monthly; and through the activities of the ELCA's Reformation 500th anniversary observance [OB/OS] •Work with CoB, LEIRN, and other networks to prepare for distribution of Inter-Religious Case Studies book and implement distribution and training strategy to launch ELCA-wide conversation on inter-religious vocation [OB/OS] •Preparing worship for the Churchwide Assembly 2016 [OB/OS]
Goal 2	2.2	CSM	OT GM MA	Youth and young adults are actively shaping our understanding of what it means to be church.	<ul style="list-style-type: none"> •2 Glocal Youth Events on Identity, Difference and Reconciliation will move teens from abstract conversations to concrete action to address "isms" (1 in 2015) [GM] 	<ul style="list-style-type: none"> •Create and implement a communications/media plan for the Youth Gathering to tell the story of how young people experience and envision being church together [CSM] •Connect young adult LIFE in Service alumni to other opportunities for leadership in the church [CSM] •Listen intentionally to the Youth Core Leadership Team, and participants in the Youth Gathering and Youth Leadership Summit when gathering input and making decisions about the future of the ELCA [CSM] •Train "anti-isms" awareness and practices among youth that attended Glocal youth events [GM] •Train young adult leaders of color to integrate racial justice into the Peace Not Walls campaign and lead trips to Jordan, Israel, and Palestine [GM] •YAGM Alumni contribute to church formation and development through their accompaniment of mission development congregations and emerging expressions and their participation in ELCA ministries [GM] •Complete development and rollout of youth data gathering extensions to the congregational leadership directory (CLD) data collection process and system. [OT]

WE ARE CHURCH TOGETHER

Goal 2: Members of this church are better connected with who we are as church and relationships across this church's wider ecology are deepened and strengthened for evangelical witness and service in the world.

Goal No.	Objective No.	Lead Unit	Supporting Unit(s)	Objective	2016 Summary Level Indicators	2016 Summary Level Programs/Activities
Goal 2	2.3	GM	OPB MA	The ELCA lives out its strong commitment to being part of a global communion of Lutheran churches journeying in faith, witness, and service.	<ul style="list-style-type: none"> •Increased knowledge and interest among seminarians in the Horizon International Internship program evidenced by an increase in the number of applications received (4 in 2015) [GM] •Global migration strategy is developed and shaping unit-wide engagement in future versions of the CWO Operational Plan [GM] 	<ul style="list-style-type: none"> •Area Desks identify shared concerns, common agendas and strategic points of engagement with the regional expressions of the LWF communion [GM] •Grow ELCA and companion church participation in LWF pre-Reformation 500 and other events and process, especially among women [GM] •Complete development of the Global migration strategy is developed and shape unit-wide engagement by incorporating the strategy into 2017-2019 Ops Plan objectives [GM] •Identify issues of mutual concern and common agendas among global companions, namely with the ELCIC as part of the North America region of the LWF, and in partnership with Latin America/Caribbean through participation in a joint pre-assembly in August 2016 [OB/OS] •Continue to support and promote programs of the LWF - specifically the "SW Detroit Cooperative Venture @ Grace in Action" and the Global Young Reformers Network - as well as resources connected with Ecumenical and Inter-Religious dialogues - specifically "From Conflict to Communion" [OB/OS] •Continue and encourage participation by ELCA staff and members in LWF [OB/OS]

WE ARE CHURCH TOGETHER

Goal 2: Members of this church are better connected with who we are as church and relationships across this church's wider ecology are deepened and strengthened for evangelical witness and service in the world.

Goal No.	Objective No.	Lead Unit	Supporting Unit(s)	Objective	2016 Summary Level Indicators	2016 Summary Level Programs/Activities
Goal 2	2.4	MA	OT	The CWO strengthens its capacity and effectiveness in directly communicating with members.	<ul style="list-style-type: none"> •5% growth in number of records in ECIS (1.2 million in 2015) [MA] •3% increase in email addresses (187,000 in 2015) [MA] •Increase the number of ELCA synods using ECIS to 25 by 2016 (21 in 2015) [MA] 	<ul style="list-style-type: none"> •Develop/launch an email newsletter subscription system, enhancing systems and workflows to support a growing and broadening communications strategy [MA] •Increase synod support to assist them in using ECIS [MA]Make signature event registration available on-line processing the registrants within 48 hours [MA] •Make the newsletter subscription information sync with ECIS for constituent acquisition [MA] •Utilize ECIS as the CRM system for the new flagship publication [MA] •Create a customized email sign-up process in collaboration with Blackbaud on the ELCA Blackbaud Internet Solutions (BBIS) site for constituents to select the types of email communications (newsletters, emails, etc.) they would like/not like to receive from a particular program area [OT] •Collaboratively with MA, develop and launch new Living Lutheran digital platform [OT] •Partner with MA on development and delivery of digital initiatives aligned with the strategy to deliver an "online community" to our constituents as well as seekers [OT]
Goal 2	2.5	OPB	CSM GM MA	Relationships between ELCA's leaders are strengthened for effective future governance and stewardship of the ELCA.	<ul style="list-style-type: none"> •Requests from CoB and Church Council to share program information and stories [GM] •Churchwide/Synodical Relations Committee reaffirms the need for a shared narrative and common vision for our mission that brings together CWO staff, bishops and the Church Council [OB/OS] 	<ul style="list-style-type: none"> •Engage and report to the CoB and Church Council using dynamic, participatory and liturgically-inspired outcomes-based methodologies that demonstrate impact [GM] •Continue to work with CoB Churchwide/Synodical Relations Committee to improve relationships [OB/OS] •Continue to connect Director of Mission Support to CoB and committees [OB/OS]

WE ARE CHURCH TOGETHER

Goal 2: Members of this church are better connected with who we are as church and relationships across this church's wider ecology are deepened and strengthened for evangelical witness and service in the world.

Goal No.	Objective No.	Lead Unit	Supporting Unit(s)	Objective	2016 Summary Level Indicators	2016 Summary Level Programs/Activities
Goal 2	2.6	OPB	CSM GM	ELCA's relationships with full communion partners are deepened for a shared faith journey, witness and service.	<ul style="list-style-type: none"> •Joint advocacy initiatives and events carried out with full-communion partners (3 in 2015 - CSM checking on this) [CSM] 	<ul style="list-style-type: none"> •Explore and engage with our ecumenical, full-communion and inter-faith partners - specifically The Episcopal Church and United Methodist Church - to develop joint mission starts, to engage in advocacy, and to develop ethnic specific ministries - specifically within the American Indian/Alaska Native communities [CSM] •Continue strategic conversations for shared local ministries to enable cooperative mission and ministry [CSM] •Explore joint mission personnel placement/support in global settings in Asia [GM] •Conduct ongoing strategic planning in partnership through the coordinating committees that the Churchwide Assembly tasked to care for the "reception" of each of our full communion agreements {OB/OS} •Communication and sharing among CWO units is continued and strengthened in order to enhance ministry [OB/OS]
Goal 2	2.7	OPB		ELCA's engagement in ecumenical dialogues and relationships contributes to the unity of Christ's people and visible expression of that unity.	<ul style="list-style-type: none"> •The ELCA Churchwide Assembly 2016 takes action on the Declaration on the Way [OB/OS] •The ELCA demonstrates a visible witness to its unity with the historic black churches, namely the AMEZ [OB/OS] 	<ul style="list-style-type: none"> •Implement distribution and dialogue strategies on ecumenical relations (Declaration on the Way) and inter-religious relations (Case Studies Book) [OB/OS]

WE ARE CHURCH FOR THE SAKE OF THE WORLD

Goal 3: Impoverished and vulnerable people, locally and globally, achieve sufficient, sustainable lives and are accompanied in addressing the challenges of poverty, injustice, and emergencies in their communities.

Goal No.	Objective No.	Lead Unit	Supporting Unit(s)	Objective	2016 Summary Level Indicators	2016 Summary Level Programs/Activities
Goal 3	3.1	GM		ELCA's international relief and development program expands and is effective in addressing priority needs identified by companion churches and local development partners.	<ul style="list-style-type: none"> •At least 500 acts of technical assistance rendered (desk review of proposals, field visits, workshops, etc.) (1341 in 2015) [GM] •At least 40% of GM 2017 WH budget allocated to bilateral companion churches (42% for 2016) [GM] •2017 WH grant applications from companion churches reflect better understanding of and facility with PME (qualitative indicator) [GM] 	<ul style="list-style-type: none"> •Trainings for companions on PME for project design(including integrated sustainable development projects), monitoring and evaluation of WH-funded projects, and for online WH grant application and project reporting and learning [GM] •Develop new PME tools for GM WH project self-monitoring & evaluation [GM]
Goal 3	3.2	GM		ELCA expands its role in international disaster response and humanitarian assistance and works effectively with its global operating partners.	<ul style="list-style-type: none"> •At least 60% of initial LDR wire disbursements for disasters/relief efforts sent within one week of ACT(Action by Churches Together) Appeal and bilateral companion requests (approx. 40% in 2015) [GM] •Core Humanitarian Standard self-evaluation of LDR-I completed [GM] 	<ul style="list-style-type: none"> •Provide timely Lutheran Disaster Response - International (LDR-I) support for direct bilateral disaster response efforts with companion churches (church to church) and through partner organization [GM] •Develop a Core Humanitarian Standard self-evaluation of LDR-I as a funding organization [GM]
Goal 3	3.3	CSM	MA	ELCA congregations are effectively contributing to alleviation of poverty, hunger and marginalization in their communities.	<ul style="list-style-type: none"> •40 congregational leaders, along with churchwide and synod staff, grow in understanding of community organizing through participation in weeklong community organizing event (CSM is looking into what type of baseline data exists)[CSM] •2-3 synods grow organizing capacity through hosting community organizing event (CSM is looking into what type of baseline data exists) [CSM] Continue and deepen partnerships and communication with GM, MA, LIRS, SMOs and synods on cross-cutting priorities that assist congregations in alleviating poverty, hunger and marginalization in their communities [CSM] •7 domestic hunger pilot projects planned or moved into implementation phase (CSM is looking into what type of baseline data exists) [CSM] 	<ul style="list-style-type: none"> •Domestic Hunger Initiative (DHI) Implementation Team coordinates and advances work in seven pilots [CSM] •Provide continued inter-unit, multi-agency (LIRS), interdisciplinary and international effort - including consultations, grant assistance, leadership development, effective bilingual communication, local community support, on-site participation and engagement for AMMPARO; enhance relationships with LDR and affiliates [CSM] •Provide training, education, engagement, network support and leadership development that will address the alleviation of poverty, hunger and marginalization in our communities - specifically focusing on implementation of the ELCA HIV/AIDS Strategy and Hunger Network development that includes Community Organizing strategies and skills [CSM]

WE ARE CHURCH FOR THE SAKE OF THE WORLD

Goal 3: Impoverished and vulnerable people, locally and globally, achieve sufficient, sustainable lives and are accompanied in addressing the challenges of poverty, injustice, and emergencies in their communities.

Goal No.	Objective No.	Lead Unit	Supporting Unit(s)	Objective	2016 Summary Level Indicators	2016 Summary Level Programs/Activities
Goal 3	3.4	CSM	OT	The Lutheran Disaster Response US and Caribbean, with its affiliates and partner synods, is effective in responding to domestic disasters and capacities for disaster preparedness and response are strengthened.	<ul style="list-style-type: none"> •Contact with synods and/or affiliates will be made within 72 hours of a disaster (CSM is looking into what type of baseline data exists) [CSM] •1 re-affiliation of an agency into LDR network (CSM is looking into what type of baseline data exists) [CSM] •Strengthen collaboration with existing affiliates through a national gathering and quarterly regional conference calls aimed at increasing capacity [CSM] 	<ul style="list-style-type: none"> •Provide timely response and consultation to disaster sites - assisting through onsite support, financial and other resources aid, monitoring and evaluation of local efforts [CSM] •Develop an enhanced and more effective approach to both the domestic and international work of LDR that leads toward greater inter-unit collaboration, communication, creative innovation and sharing best practices [CSM] •Promote and increase adoption and utilization of my.elca.org work group within the LDR community [OT and CSM] •Expand network of LDR affiliates and provide training for network capacity building [CSM]
Goal 3	3.5	GM	CSM MA	Development and humanitarian assistance reaches the most vulnerable and marginalized people in communities and embeds principles of gender and racial justice.	<ul style="list-style-type: none"> •Gender equality and Rights-based screening tool developed and piloted on 80% (approx. 64) of new and renewing GM 2017 World Hunger grant applications (2017 grant proposals are received in Oct 2016) [GM] 	<ul style="list-style-type: none"> •Implement a screening tool to ensure programs funded through World Hunger and Lutheran Disaster Response reflect commitment to gender equality and the Rights Based Approach, assisting the most vulnerable and marginalized people and addressing discrimination, gender inequity and racism [GM] •Provide opportunities for vulnerable people to directly share their voice and experience on the global stage through conferences and events [GM] •Communication of stories of AMMPARO program beneficiaries [GM]
Goal 3	3.6	GM	MA	ELCA leaders have a deeper theological understanding of the connection between witness and service and ELCA's model of accompaniment.	<ul style="list-style-type: none"> •YAGM volunteers demonstrate a deepened understanding of the connection between witness and service, and are able to articulate and live the ELCA's model of accompaniment. 	<ul style="list-style-type: none"> •Develop rich, theologically sound tools to support the development of leaders through the YAGM program [GM] •Promote the YAGM program as a model that reflects the theological connection between witness and service, and share stories across the ELCA that exemplify this [GM] •Through AMMPARO work with at least three synods to engage in global and domestic experiences that deepen their understanding of the connection between witness and service [GM]

WE ARE CHURCH FOR THE SAKE OF THE WORLD

Goal 3: Impoverished and vulnerable people, locally and globally, achieve sufficient, sustainable lives and are accompanied in addressing the challenges of poverty, injustice, and emergencies in their communities.

Goal No.	Objective No.	Lead Unit	Supporting Unit(s)	Objective	2016 Summary Level Indicators	2016 Summary Level Programs/Activities
Goal 3	3.7	GM	OT MA	The CWO improves the way it measures, communicates and accounts for the impact and effectiveness of domestic and international World Hunger programs and partnerships.	<ul style="list-style-type: none"> •Grant management system implemented for all grant applications [GM] •Multiple articles in The Lutheran on domestic and international grants and their impact [GM] 	<ul style="list-style-type: none"> •Develop a strategy for 2017 implementation of the new electronic grant application and performance monitoring and evaluation system for domestic and international World Hunger that strengthens capacity to measure, report and communicate project outcomes and impact (including roll-up indicators) [GM] •Develop a system to gather and share compelling stories from World Hunger and LDR programs that communicate the difference that grants are making in the lives of individuals and communities [GM] •Grant management system implemented for grant applications for major program areas, GM and CSM, strengthening the capacity to measure, report and communicate outcomes and impact [OT] •Grant management policies and procedures are developed and rolled out for the organization [OT]

WE ARE CHURCH FOR THE SAKE OF THE WORLD

Goal 3: Impoverished and vulnerable people, locally and globally, achieve sufficient, sustainable lives and are accompanied in addressing the challenges of poverty, injustice, and emergencies in their communities.

Goal No.	Objective No.	Lead Unit	Supporting Unit(s)	Objective	2016 Summary Level Indicators	2016 Summary Level Programs/Activities
Goal 3	3.8	MA	OT CSM GM	ELCA is known as a church committed to the eradication of hunger and poverty, and networks across this church are actively engaged in World Hunger campaign efforts, programs and advocacy.	<ul style="list-style-type: none"> •10% increase in ELCA Advocacy network (CSM is looking into what type of baseline data exists) [CSM] •2 advocacy initiatives with global companion churches and their corresponding companion synods (CSM is looking into what type of baseline data exists) [CSM] •25% growth in congregational hunger contacts in 2016 (representing 425 new contacts for a total of 2,125) [MA] •Meet the ELCA Hunger campaign goal of \$24M in 2016 (\$21.9M received in 2015) [MA] 	<ul style="list-style-type: none"> •Provide for coordinated public policy advocacy through our SPPO staff network, stronger partnership with LOWC in New York, effective communication strategies and intentional monitoring and evaluation of our impact towards the eradication of hunger and poverty [CSM] •Increase awareness and fluency of public policy, and provide enhanced advocacy efforts through ethnic and culture-specific leaders, networks and their communities [CSM] •Maintain a strategic presence and influence with UN offices in New York and Geneva on issues of concern to people in poverty and this church [CSM] •Partner with companion churches as they build capacity in advocacy [CSM] •IT will continue to partner with World Hunger in researching and potentially implementing an online community solution for their campaign efforts and future constituent engagements [OT] •Research innovative software solutions and plan measurements and metrics for success [OT] •Provide campaign focused trainings for speakers, representatives and leadership [MA] •Develop all campaign related materials [MA] •Actively ask membership to financially support the campaign goals [MA] •Accelerate communication, engagement and education with ELCA World Hunger as a standout ministry of the wider church [MA] •Ensure dynamic and prominent presence fo ELCA World Hunger at key ELCA-related events like synod assemblies, churchwide assembly and synod events [MA]

WE ARE CHURCH FOR THE SAKE OF THE WORLD

Goal 3: Impoverished and vulnerable people, locally and globally, achieve sufficient, sustainable lives and are accompanied in addressing the challenges of poverty, injustice, and emergencies in their communities.

Goal No.	Objective No.	Lead Unit	Supporting Unit(s)	Objective	2016 Summary Level Indicators	2016 Summary Level Programs/Activities
Goal 3	3.9	CSM	OPB GM MA	The CWO leads and joins with other Lutheran agencies, ecumenical and inter-religious partners for national and international advocacy, strategically leveraging expertise for maximum impact on issues of common concern.	<ul style="list-style-type: none"> •One shared advocacy alert or other engagement opportunity with an inter-religious partner (CSM is looking into what type of baseline data exists) [CSM] •One issue campaign that coordinates with key internal and external stakeholders (CSM is looking into what type of baseline data exists) [CSM] •At least one shared Hill Day of visits with all national Lutheran partners (CSM is looking into what type of baseline data exists) [CSM] 	<ul style="list-style-type: none"> •Create and implement shared advocacy plan between DC and NY office [CSM] •Work to amplify the voices of people living in poverty throughout all programs and activities [CSM] •Work with partners to build awareness of 2030 Agenda for Sustainable Development [CSM] •Coordinate with Lutheran, ecumenical, and interreligious partners [CSM] •Convene and lead discussion with companion churches and LWF about the church living in Muslim dominant contexts [GM] •Engage in inter-religious dialogues to build relationships and strengthen partnership on issues of common concern [OB/OS]

WE ARE LUTHERAN

Goal 4: Lay and rostered leaders are grounded in Lutheran theology and competent to serve the church we are becoming, and the leadership profile reflects this church's aspiration for cultural generational, and socio-economic diversity.

Goal No.	Objective No.	Lead Unit	Supporting Unit(s)	Objective	2016 Summary Level Indicators	2016 Summary Level Programs/Activities
Goal 4	4.1	CSM	OPB	Lay and rostered leaders have a deep understanding of theology in the Lutheran tradition and are equipped for ongoing discernment in this church's local and global contexts.	<ul style="list-style-type: none"> •Develop template for learning exchange (shared common platform) [CSM] •4 lay schools started (CSM is looking into what type of baseline data exists) [CSM] •Work completed on final proposals and recommendations in first quarter on Theological Education Advisory Committee [CSM] •The research provided to the Future Directions group impacts the views of synodical bishops about the importance of a strong Lutheran identity [OB/OS] 	<ul style="list-style-type: none"> •Through TEAC, address a system of networked theological education; explore financial systems and stability for theological education; and develop adaptive educational practices [CSM and OB/OS] •Develop and provide relevant ethnic and culture specific TEEM and M.Div. programs [CSM] •Through the Future Directions Table, explore the importance of a strong and distinct Lutheran identity for the sustainability and the basis of significant contributions to American religion [OB/OS]
Goal 4	4.2	CSM	OPB	Lay and rostered leaders have the range of competencies needed for leadership in a changing church.	<ul style="list-style-type: none"> •2016 CWA takes actions on Word and Service Roster recommendations [CSM] •9 regions hold training on new candidacy manual and leadership competencies [CSM] •Facilitate 1 regional and 2 national People of Color Leadership Summit [CSM] •2 ELCA Networks for Mission members (0 as of 2015) [MA] •Track number of participants at all ELCA Networks for Mission events [MA] •Less disconnection is felt among the three expressions of the ELCA in connection with the work of Systems Thinking [OB/OS] 	<ul style="list-style-type: none"> •Train bishops, regional coordinators, synod candidacy committees and seminaries in leadership characteristics and competencies for missional leaders [CSM] •Continue providing training, resources, educational opportunities and leadership development for multiple audiences - both lay and rostered, including all the ethnic communities in a variety of languages [CSM] •Coordinate and expand the Latino Lay School project [CSM] •Host ELCA Networks for Mission Events in regions 8 and 9 [MA] •Provide educational opportunities for ecumenical and inter-religious formation at 2016 Synod Assemblies and the 2016 Grace Gathering, leveraging the LEIRN reps and in partnership with Synod Bishops [OB/OS] •Continue distribution and dialogue of key resources, including Inter-Religious Case Studies book and "Why Follow Luther Past 2017..." [OS/OS] •Provide opportunities for learning Systems Thinking within the Churchwide •Organization and within synods [OB/OS] •Develop and maintain resource teams using Systems Thinking for consultation and facilitation within the CWO and synods [OB/OS]

WE ARE LUTHERAN

Goal 4: Lay and rostered leaders are grounded in Lutheran theology and competent to serve the church we are becoming, and the leadership profile reflects this church's aspiration for cultural generational, and socio-economic diversity.

Goal No.	Objective No.	Lead Unit	Supporting Unit(s)	Objective	2016 Summary Level Indicators	2016 Summary Level Programs/Activities
Goal 4	4.3	CSM	OPB OS OT MA	The ELCA roster system provides for a more flexible and responsive process for calling leaders and encourages new leadership.	<ul style="list-style-type: none"> •Assess effectiveness of present assignment process with CoB [CSM] •Long-term oversight of RLP and mobility process identified within CWO [CSM] •Favorable reports from each Synod Call Process Administrator that the relationship and communication have improved between the synod and the CWO (No baseline data exists - a survey will be sent out late Spring/early Summer) [OB/OS] 	<ul style="list-style-type: none"> •Continued partnership and conversation among churchwide units and offices on mobility and oversight of RLP process [CSM and OB/OS] •Train candidacy committees and relevant staff on the updated and revised Candidacy Manual [CSM] •Improve technology systems for updating and managing information on rostered leaders, record keeping and data security [CSM] •Expand the number synods trained and using ECIS system [CSM] •Begin revising the Roster Manual [OB/OS] •Continue relationship building with synods and synod committees [OB/OS] •IT plans to be an integral part of the Word and Service Roster creation / changes and Candidacy Manual Updates and the impact on systems. We will work with OS, OB and CSM on the scope, tasks and timing of deliverables [OT]
Goal 4	4.4	CSM	GM MA	Youth and young adults gain experiences that utilize and develop their leadership abilities and gifts.	<ul style="list-style-type: none"> •YAGM alumni with specific background, expertise, or professional interests in areas that align with strategic initiatives of the ELCA Young Adult Cohort (i.e. attendance at the International AIDS Conference, UN Conference on the Status of Women) are an active, engaged presence with the Cohort before, during, and after such events (there are 5 spaces open in ELCA Young Adult Cohort initiatives and all five have been filled with YAGM alumni) [GM] 	<ul style="list-style-type: none"> •Strengthen and grow Young Adult networks through training, education and experiential global/domestic learning opportunities - including the Peace Not Walls (PNW) initiative, young adult leaders' visit to the Holy Land, and opportunities for YAGM alumni to exercise their leadership skills in the wider ELCA [CSM] •Implement process for awarding youth and young adult campaign grants and evaluate their effectiveness [CSM] •Develop, plan and implement the ELCA Young Adult Cohort group and strategy as a collaborative space for justice-minded young people to lead the church and bridge the leaders of today and tomorrow [CSM] •YAGM program staff more effectively and efficiently foster opportunities for YAGM alumni to be leader among ELCA young adult networks and the wider church [GM]

WE ARE LUTHERAN

Goal 4: Lay and rostered leaders are grounded in Lutheran theology and competent to serve the church we are becoming, and the leadership profile reflects this church's aspiration for cultural generational, and socio-economic diversity.

Goal No.	Objective No.	Lead Unit	Supporting Unit(s)	Objective	2016 Summary Level Indicators	2016 Summary Level Programs/Activities
Goal 4	4.5	GM	CSM	Leaders in companion churches have opportunities to develop their leadership capacities, with specific strategies directed to young adults and women.	<ul style="list-style-type: none"> •35-40 young adults from partner churches participate in the International Camp Counselor Program (34 in 2015) [CSM] •A total of 20 ELCA scholarship recipients representing 11 ELCA global companions will complete their study programs in 2016 and return to their home church or institution to serve in pre-identified leadership roles (15 recipients from 13 global companions in 2015) [GM] •An increase of number of young adults of color and international musicians attending annual musicians training over 2015 (88 in 2015) [GM] •An increase of the number of women endorsed by global companions who receive ELCA scholarship awards over 2015 (30 in 2015) [GM] 	<ul style="list-style-type: none"> •Host young adults from partner churches through the International Camp Counselor Program [CSM] •The leadership capacity of ELCA's global companions will be increased through the awarding of education and training scholarships to their members [GM] •Support leadership opportunities for global women within the ELCA Campaign [GM]
Goal 4	4.6	CSM	OPB	The profile of lay and rostered leaders reflects this church's aspiration for equity and diversity with respect to gender balance, men and women of color and languages other than English and young adults and youth.	<ul style="list-style-type: none"> •African Descent and American Indian/Alaska Native associations develop strategies for lay leadership formation [CSM] •Increase number of youth and young adults identified for leadership (CSM looking into a more focused indicator that could allow for specific measurement) [CSM] •Congregations will be better able to assess their progress in becoming a reflection of their neighborhoods with regard to racial/ethnic diversity [OB/OS] 	<ul style="list-style-type: none"> •Engage and gather Ethnic Associations strategically to enhance and increase the identification of leaders from the ethnic communities, including youth and young adults [CSM] •Develop more efficient recruitment strategies [CSM] •In support of the direction of the Church Council on the racial/ethnic diversity of the ELCA, provide congregations and synods with online data on the racial/ethnic composition of each congregation's ZIP Code service area and the territory of the synods [OB/OS] •Take next steps in building links between ethnic Association Presidents/Leadership and ELCA Ecumenical and Inter-Religious Relations, including lifting up emerging leaders of color for ecumenical and inter-religious opportunities and supporting partnerships with full communion partner associations and the Black Methodist Coalition [OB/OS]

WE ARE CHURCH TOGETHER

Goal 5: Leaders across this church are working together on strategies to address future sustainability of the ELCA and the churchwide organization has a growing and sustainable revenue base for mission.

Goal No.	Objective No.	Lead Unit	Supporting Unit(s)	Objective	2016 Summary Level Indicators	2016 Summary Level Programs/Activities
Goal 5	5.1	CSM	OPB OT MA	Church leaders engage in discussion, devise and implement strategies for sustainability that meet the challenges faced by congregations, synods and the CWO.	<ul style="list-style-type: none"> •80% of synods have an active mission support/stewardship table in place (approx. 77% in 2015) [CSM] •Model for development of synod-specific mission support goals has endorsement with Conference of Bishops, Church Council and Churchwide Organization [OT] 	<ul style="list-style-type: none"> •Provide education, resources, tools, coaching and training opportunities for synod mission support/stewardship tables including culturally-appropriate materials for ethnic-specific communities [CSM] •Develop asset-based approach to stewardship among ELCA Communities/Congregations of People of Color [CSM] •Develop annual 2016 marketing/communications plan for stewardship and mission support [CSM and MA] •Coordinate and participate in the work of the ELCA Future Directions Table and the Called Forward Together in Christ process [OB/OS] •Continue the work of the Theological Education Advisory Council (TEAC) [OB/OS] •Provide support for Church Council workgroup activities in preparation for April 2016 Church Council action on Theological Education Advisory Council recommendations - for applicable approved actions, engage implementation resourcing [OT]
Goal 5	5.2	CSM	OPB OT MA	The CWO and synods collaborate in planning and action to strengthen stewardship, mission interpretation, gifting and planned giving.	<ul style="list-style-type: none"> •90% of synod mission support/stewardship tables have completed plans (currently there is no baseline data) [CSM and OT] •Mission support pilot synods achieve increased mission support dollars [OT] •Achieve FY16 mission support budget of \$45.0M (\$47.25M in 2015) [OT] •Documented consultation occurs prior to every synod assembly where mission support sharing is recommended to decrease [OT] 	<ul style="list-style-type: none"> •Implement Comprehensive Mission Support Strategy through realignment of staff, resourcing and support of synod mission support/stewardship tables in the development of synod strategies and analysis and communication of learnings from Macedonia Project [CSM] •CSM and MA develop plan to communicate the ELCA's ministry efforts around the world [CSM and MA] •Continue work with the Mission Funding Table through MA [OB/OS] <p>Implementation of the Comprehensive Mission Support Strategy, including enhanced tools for stewardship and mission interpretation [MA]</p> <ul style="list-style-type: none"> •Monitor income levels for mission support pilot synods, establish appropriate benchmark comparisons and accompany the five synod in the first year of the pilot [MA] •Assist Research and Evaluation and the mission support consultation process in developing synod financial trends/benchmarks reporting [MA]

WE ARE CHURCH TOGETHER

Goal 5	5.3	MA		<p>The ELCA Campaign is successfully launched and communication and messaging about the campaign reaches synods, congregations and members and generates a groundswell of support.</p>	<ul style="list-style-type: none"> • Campaign materials produced for year three campaign theme including Spanish materials as needed [MA] • Congregational toolkit for year three released [MA] • Synod treasurers, vice presidents and former bishops engaged in the campaign [MA] • Reach new ethnic and racial affinity groups within the church (MA is looking into what type of baseline data exists) [MA] 	<ul style="list-style-type: none"> • Successfully launch the year three campaign theme of ELCA World Hunger with release of publications, videos and media materials for use by church members and leaders [MA] • Communicate the features and benefits of the Campaign for the ELCA through a comprehensive communications/marketing, development, education and advocacy approach [MA] • Adopt strategies that equip and train key leaders in this church to be champions for the campaign (to carry the message and value the achievements for what they mean in their context and relationship with this church) [MA]
Goal 5	5.4	MA	CSM GM	<p>Responsibility for the campaign goals and strategies is shared by all churchwide offices and units and by the ELCA's three leadership tables.</p>	<ul style="list-style-type: none"> • Raise \$24 million for ELCA World Hunger in FY 2016-17 (\$22 million total for 2015)[MA] • Over 70% participation in the Campaign or payroll deduction program by CWO staff (this will require at least a 5% increase in payroll giving from 2015)[MA] 	<ul style="list-style-type: none"> • Manage and maintain existing granting processes for distributing campaign funds [CSM] • Work with Campaign Staff to shape major gift proposals [CSM] • Build collaborative and trust based relationships with our colleagues [MA] • Actively work with CSM and GM through the World Hunger Planning Team, participation on "Tables", conducting information sessions, "brown bags" and other opportunities to engage them in the campaign and understanding our work [MA]
Goal 5	5.5	MA	OT	<p>The CWO funding model optimizes the donor experience, stewards donors through different types and levels of contribution and increases giving.</p>	<ul style="list-style-type: none"> • 5% dollar increase in Major Giving (MA is waiting for final 2015 figures) [MA] • 5% increase in meaningful interactions with donors and prospects (MA is looking into what type of baseline data exists) [MA] • 3% increase in planned giving dollars raised (MA is waiting for final 2015 figures) [MA] • At least 10 donor contacts per week from each of the Regional Gift Planners (MA is looking into what type of baseline data exists) [MA] 	<ul style="list-style-type: none"> • Optimize the donor experience, steward donors through different types and levels of contribution and increase giving [MA] • Provide a multifaceted approach of appeals, major and planned giving strategies as well as a concerted effort to build mission support and stewardship [MA] • Embrace new strategies that steward engagement of constituents with multi-generational approaches to increased donor loyalty, number of donors and growth of gift size [MA] • Implement phase 2 of Merkle Response Gifts Processing transition [OT] • Continue to work with World Hunger on Peer to Peer initiatives and how it might work in conjunction with the concept of Online Community for ongoing engagement with new/existing Hunger Leaders and new/existing donors [OT] • Meet with World Hunger and other fundraising program leadership on Peer to Peer utilization and concepts for future use and growth [OT]

Goal 6: The churchwide organization is effective in fulfilling its roles and functions on behalf of the ELCA and further develops an organization culture characterized by strong leadership, accountability, competent and motivated staff, effective systems and learning.

Goal No.	Objective No.	Lead Unit	Supporting Unit(s)	Objective	2016 Summary Level Indicators	2016 Summary Level Programs/Activities
Goal 6	6.1	OPB	OS OT	Church governance structures are equipped and adequately supported to be effective in their governance roles and processes on behalf of this church.	<ul style="list-style-type: none"> •Church Council members express in their evaluations a better understanding of their role. They participate more fully in their deliberations when taking actions on behalf of the church [OB/OS] •Church Council members are more confident and supportive in their role as advisory members of the Churchwide Assembly by directly addressing questions from CWA voting members [OB/OS] •Churchwide Assembly voting members evaluations indicate that they received adequate support and information to make informed decisions as voting members [OB/OS] •Voting member guidebook completed, pre-assembly training delivered, volunteers identified, orientation scripts updated, etc. and voting member satisfaction with solution is measured at an equal or improved rating to 2013 [OT] •Church Council interaction and information sharing online is improved with utilization of my.elca.org [OT] 	<ul style="list-style-type: none"> •On going preparation and support of Church Council meetings in addition to special preparation for its advisory role at the Churchwide Assembly 2016 [OB/OS] •Prepare voting members for all aspects of Churchwide Assembly 2016 from registration to the process of communal discernment, to staff and budgetary needs, to identifying potential lay members of the ELCA to serve as Vice President [OB/OS] •Orient newly elected Church Council members in Fall 2016 [OB/OS] •Convert Church Council from community.elca.org to my.elca.org in an effort to provide a more robust tool for managing the documentation of the Council and Committees online and provide a place for online collaboration for their work [OT] •Develop, rollout, and maintain Guidebooks for Churchwide Assembly and Grace Gathering [OT] •Develop and open churchwide registration open on time and per the specifications of the Office of the Secretary [OT]

Goal No.	Objective No.	Lead Unit	Supporting Unit(s)	Objective	2016 Summary Level Indicators	2016 Summary Level Programs/Activities
Goal 6	6.2	OPB	OT	The CWO develops a stronger performance management and results culture in its operations and leaders are held accountable for budgets, plans and results.	<ul style="list-style-type: none"> •Churchwide organization begins using new Human Resources Information Systems tool during Q4 2016 for performance appraisals [OB/OS] •Churchwide organization supervisors report an increase in effectiveness of the performance appraisal process (no specific baseline data exists) [OB/OS] 	<ul style="list-style-type: none"> •Standardize approach to results oriented performance management within the CWO [OB/OS] •Educate CWO employees on ELCA culture through professional development courses designed to enhance knowledge in areas of Learning Lutheran, Gender Justice, Racial Justice, Supervisory Skills, and others [OB/OS] •The Administrative Team works with units/offices for determining measures of accountability to the CWO Operational Plan, and to the overall CWO budget [OB/OS] •Ongoing work continues with the CWO Operational Plan to connect it with staff performance goals [OB/OS] •Link and publish general ledger function codes to operational plan goals for tracking in quarterly budget reviews. Establish alignment of budget with emerging future directions priorities and FY17-19 operational plan [OT] •Project initiative and prioritization processes for the Technology Advancement Team and Capital Budget Committee are integrated through a common process flow with clear approval, escalation and measurements throughout the process through project completion [OT]
Goal 6	6.3	OPB	OT	Processes for staff recruitment, orientation and development are efficient, comprehensive and aligned to the CWO's priorities.	<ul style="list-style-type: none"> •75% of Churchwide Organization new hires in 2016 will complete all aspects of the new comprehensive orientation (the new orientation will be put into place during the first part of 2016) (There were 79 new hires in 2015) [OB/OS] 	<ul style="list-style-type: none"> •Implement new comprehensive orientation plan in 2016 which will include intro level Learning Lutheran, Gender Justice, Racial Justice courses, as well as a peer mentoring component [OB/OS] •Broaden partnerships-specifically with ethnic communities, seminaries, colleges and universities-to recruit people of color and those whose first language is other than English [OB/OS] •Implement a new employee on-boarding, change, transfer, and offboarding process [OT] •Reduce lead time to onboard an ELCA employees from five (5) business days to two (2) business days with basic user profile and access [OT] •Integrate and automate as many employee on-boarding, change, transfer, or offboarding related processes across the organization to streamline the employee experience as much as possible [OT]

Goal No.	Objective No.	Lead Unit	Supporting Unit(s)	Objective	2016 Summary Level Indicators	2016 Summary Level Programs/Activities
Goal 6	6.4	OPB	CSM GM	Common frameworks and approaches to gender justice and racial justice guide the CWO's work and its employment/workplace policies and practices.	<ul style="list-style-type: none"> •75% of Churchwide Organization new hires will be introduced to frameworks and approaches to gender and racial justice (the new frameworks will be put into place during the first part of 2016) (There were 79 new hires in 2015) [OB/OS and CSM] •A resource on race and gender frames global mission engagement [GM] 	<ul style="list-style-type: none"> •Provide racial justice training events in synods, congregation and seminaries [CSM] •Create framework for Race and Gender Justice as it applies to global mission engagement [GM] •Gender Justice and Racial Justice included in the new orientation program to be implemented in 2016 [OB/OS] •Develop and document a framework and guidance on gender justice and how this lens should be applied in different aspects of the CWO's work [OB/OS] •Develop talking points and clear messages on women and leadership to ensure positive, theologically based and affirming communication on women's leadership in this church [OB/OS]
Goal 6	6.5	OPB		CWO staff grow in their ability to articulate and communicate the theological rationales for programs, activities and decisions	<ul style="list-style-type: none"> •75% of Churchwide Organization new hires will be introduced to theological rationales for programs during new hire orientation (the new orientation process will be put into place during the first part of 2016) (There were 79 new hires in 2015) [OB/OS] •At least one-third of Churchwide Organization staff members have engaged in theological conversation that supports the work of the Churchwide Organization (There were approximately 450 Lutheran Center and deployed employees at the beginning of 2016) [OB/OS] 	<ul style="list-style-type: none"> •Lutheran history, teaching and practice are part of staff orientation and staff development [OB/OS] •Provide a variety of opportunities for theological conversation that inform and support the work of the churchwide organization for all staff [OB/OS]

Goal No.	Objective No.	Lead Unit	Supporting Unit(s)	Objective	2016 Summary Level Indicators	2016 Summary Level Programs/Activities
Goal 6	6.6	OT	OS	The CWO achieves enterprise-wide adoption of processes, systems and technologies that optimize results, increase efficiency and are adaptable to new needs.	<ul style="list-style-type: none"> •Evidence of increasing utilization by users; evaluation criteria established and measurements reported for effectiveness, efficiency and process optimizations for process and system improvements [OT] •Improved processes and tools for communication with and between all staff as measured by deeper and broader utilization and adoption of technology. Increase should be seen across the entire employee population as well as various subsets [OT] •Project management, project initiation and portfolio metrics enhanced and measured as defined by framework; project initiation and prioritization process integrated with capital budget process. Success criteria and metrics established and measured for key 2016 projects [OT] •Improved integration of key enterprise processes such as the project initiation & prioritization process between the technology advancement team and capital budget committee [OT] 	<ul style="list-style-type: none"> •New registration process is fully functional [OB/OS] •Continue Enterprise Risk Management collaboration [OB/OS] •Enhance and expand framework for and develop detailed process to support enterprise-wide strategy for pre-implementation engagement and post-implementation support and evaluation of major system and technology investments. The enterprise-wide strategy must include a mechanism for project initiation and prioritization that is integrated with other enterprise business process and tables. Launch project management SME group and introduction of a project management toolkit [OT] •Priority systems development and improvement for ELCA digital strategy as detailed in other goals and objectives and workplan details [OT] •Improve processes for, practice of, and impact reporting for grants management through implementation of new system, enterprise granting policy and cross-unit processes [OT] •Implement recommendations from IT Capacity Analysis with goal of improving service levels and technology solutions delivered to the organization and related organizations [OT] •Provide a secure computing environment with response to and remediation of audits, assessments and penetrations tests based in a collaborative process and ground in the enterprise risk management framework [OT]

2017 ELCA Synod Assemblies

#	SYNOD	START	END	ELECTION	CW REPRESENTATIVE
1A	Alaska	04/28/17	04/30/17		JODI SLATTERY
1B	Northwest Washington	05/20/17	05/20/17		DAN RIFT
1C	Southwestern Washington	06/16/17	06/17/17		ERIC WESTER
1D	Eastern Washington-Idaho	05/18/17	05/21/17	X	CHRIS BOERGER
1E	Oregon	05/05/17	05/07/17		RON GLUSENKAMP
1F	Montana	06/02/17	06/04/17		BILL HORNE
2A	Sierra Pacific	05/04/17	05/06/17		WYVETTA BULLOCK
2B	Southwest California	06/01/17	06/02/17		RON GLUSENKAMP
2C	Pacifica	05/11/17	05/13/17		KEITH MUNDY
2D	Grand Canyon	06/09/17	06/10/17		MARK OLSEN
2E	Rocky Mountain	05/05/17	05/07/17		ALAIDE VILCHIS IBARRA
3A	Western North Dakota	06/01/17	06/03/17		VICTORIA FLOOD
3B	Eastern North Dakota	06/03/17	06/04/17		RUBEN DURAN
3C	South Dakota	06/02/17	06/03/17		CHRIS BOERGER
3D	Northwestern Minnesota	06/09/17	06/10/17		MOLLY BECK DEAN
3E	Northeastern Minnesota	04/28/17	04/30/17		CHRISTINA JACKSON-SKELTON
3F	Southwestern Minnesota	06/09/17	06/10/17		VICTORIA FLOOD
3G	Minneapolis Area	05/05/17	05/06/17		RUBEN DURAN
3H	Saint Paul Area	05/19/17	05/20/17		BISHOP GUY ERWIN
3I	Southeastern Minnesota	05/06/17	05/07/17		STEPHEN BOUMAN
4A	Nebraska	06/01/17	06/03/17		BISHOP EATON
4B	Central States	06/08/17	06/10/17		BISHOP EATON
4C	Arkansas-Oklahoma	05/05/17	05/07/17	X	BILL HORNE
4D	N.Texas - N. Louisiana	04/28/17	04/30/17		BILL HORNE
4E	Southwestern Texas	05/05/17	05/07/17		ANDREW STEELE
4F	Texas-Louisiana Gulf Coast	05/18/17	05/20/17		JUDITH ROBERTS
5A	Metropolitan Chicago	06/09/17	06/10/17		KATHRYN LOHRE
5B	Northern Illinois	06/16/17	06/17/17		RAFAEL MALPICA-PADILLA
5C	Central/Southern Illinois	06/01/17	06/03/17	X	WYVETTA BULLOCK
5D	Southeastern Iowa	05/19/17	05/20/17		BILL HORNE
5E	Western Iowa	06/09/17	06/11/17		KEN INSKEEP
5F	Northeastern Iowa	06/09/17	06/11/17		LINDA NORMAN
5G	Northern Great Lakes	05/21/17	05/23/17	X	LINDA NORMAN
5H	Northwest Synod of Wisc	04/29/17	04/29/17		RON GLUSENKAMP
5I	East-Central Synod of Wisc	05/19/17	05/20/17		RON GLUSENKAMP
5J	Greater Milwaukee	06/01/17	06/03/17		STEPHEN BOUMAN
5K	South-Central Synod of Wisc	04/29/17	04/30/17		RUBEN DURAN
5L	La Crosse Area	06/09/17	06/11/17		MIKKA MCCRACKEN
6A	Southeast Michigan	05/04/17	05/06/17	X	CHRIS BOERGER
6B	North/West Lower Michigan	05/21/17	05/23/17		PRAIRIE ROSE SEMINOLE

2017 ELCA Synod Assemblies

#	SYNOD	START	END	ELECTION	CW REPRESENTATIVE
6C	Indiana-Kentucky	06/01/17	06/03/17		MIKKA MCCRACKEN
6D	Northwestern Ohio	05/19/17	05/20/17		ROGER WILLER
6E	Northeastern Ohio	06/09/17	06/10/17		JULIE ROSSATE
6F	Southern Ohio	NO ASSEMBLY			
7A	New Jersey	05/11/17	05/13/17		BRENDA SMITH
7B	New England	06/09/17	06/10/17		GABI AELABOUNI
7C	Metropolitan New York	05/11/17	05/13/17		KATHRYN JOHNSON
7D	Upstate New York	06/08/17	06/10/17		STEPHEN BOUMAN
7E	Northeastern Pennsylvania	06/02/17	06/03/17		DAN RIFT
7F	Southeastern Pennsylvania	05/04/17	05/06/17		JUDITH ROBERTS
7G	Slovak Zion	NO ASSEMBLY			
8A	Northwestern Pennsylvania	06/15/17	06/17/17		BRENDA SMITH
8B	Southwestern Pennsylvania	06/15/17	06/17/17		CHRIS BOERGER
8C	Allegheny	06/02/17	06/03/17		KATHRYN JOHNSON
8D	Lower Susquehanna	06/01/17	06/03/17		LINDA NORMAN
8E	Upper Susquehanna	06/16/17	06/17/17		SUNITHA MORTHA
8F	Delaware-Maryland	06/01/17	06/03/17		AL STARR
8G	Metropolitan Washington, DC	06/16/17	06/17/17		BISHOP EATON
8H	West Virginia-Western MD	06/02/17	06/03/17		ANDREW STEELE
9A	Virginia	06/09/17	06/11/17	X	RAFAEL MALPICA-PADILLA
9B	North Carolina	06/02/17	06/03/17		HEIDI TORGERSON-MARTINEZ
9C	South Carolina	05/21/17	05/23/17		RUBEN DURAN
9D	Southeastern	05/26/17	05/28/17		KEVIN STRICKLAND
9E	Florida-Bahamas	10/12/17	10/14/17		CHRIS BOERGER
9F	Caribbean	06/22/17	06/24/17		BISHOP EATON

**Budget and Finance Committee
Evangelical Lutheran Church in America
Audit Committee Report**

March 22, 2017 meeting:

This meeting was held by conference call.

Diane Snopek reviewed the financial statements of the Endowment Fund Pooled Trust as of December 31, 2016. She noted the following: total assets increased to \$634.7 million, including a cash balance of \$4.1 million. Investments increased to \$630.5 million, an increase of 4 percent from December 31, 2015. Total assets increased by \$43.3 million from December 31, 2015.

Liabilities (primarily amounts due to the church for management fees) increased in proportion to the growth in market value. Participants' equity increased by approximately 7.3 percent, the combination of a 4.9 percent growth in units outstanding and a 2.3 percent increase in unit price. At December 31, 2016, the unit price was \$1,187.32.

In reference to the disclosure of the financial statements, it was noted that as the Trust is invested in the Portico Pools which reports on a Net Asset Value basis; the ELCA is not required to classify these investments within the fair value hierarchy structure.

Bryan Zygmunt, Partner from Crowe Horwath, reviewed the conduct of the audit and thanked the ELCA staff in supporting the completion of the audit and for being well prepared, responsive and transparent, with all the requests for information completed on a timely basis. He then reviewed the SAS 114 letter to the Audit Committee and noted: the opinion of the auditors will be unqualified; management's judgments and accounting estimates; that there were no audit adjustments or waived audit adjustments; that there were no difficulties encountered during the audit, no disagreements with management, no consultations with other auditors by management, and no other significant findings or issues. He also reported that Crowe Horwath received no fees from the ELCA for non-audit services and that there are no relationships that would impair the objectivity or independence of the auditor and that there has not been any update to the most recent peer review.

He then indicated that no formal management letter would be issued, but that one deficiency in internal controls relative to Terminated Employee Network Access was discussed orally with management. The auditors explained that Management indicated that the employees identified were discovered in advance of the organization implementing a new MACD System for onboarding and offboarding.

The Audit Committee approved the financial statements and the accompanying audit report on the financial statements of the Endowment Fund Pooled Trust as of December 31, 2016.

There was no executive session. The meeting was adjourned.

Theological Education Advisory Committee III ***Communication Plan Outline***

2016-2018

Background

The *Theological Education Advisory Committee*, now in its third iteration, has been charged by the Church Council to provide periodic reporting on its recommendations received by the Council in April 2015. A delineation of the actions taken in accordance with this charge is listed with subsequent issues for follow-up and secondary reporting. The communication plan is a distillation of the work performed and a means by which those interested can easily obtain informational highlights of the progress obtained and the challenges faced. It is also intended to help identify impediments to success and areas for intentional collaboration, including priority setting.

At the core of the reporting process are the following program goals, approved by the Council, accompanied by their respective, targeted objectives:

Primary Objective #1 - *Systems' Conversion*

- Networked theological education programs for ethnic specific communities
 1. Networked theological education offerings
 2. Common global theological strategy
 3. Strategy for companion synod funds towards global efforts
 4. Ethnic specific Leadership Training with measurable goals
 5. Experiential, immersive church leadership opportunities for young adults

Primary Objective #2 - *Institutions - Seminaries*

- Strengthened formulas to encourage improved fiscal condition and innovation at seminaries
 1. Synodical and churchwide funding benchmarks and formula
 2. Funding for innovation
- Ensure fiscal vibrancy and financial stability of seminaries
 1. Common theological enterprise
 2. Common online learning platform
 3. Alternative organization models to balance budgets, reduce student debt and steward ELCA resources

Primary Objective #3 - *Institutions – Lay Schools and Training Sites*

- Link vocational discernment and theological education for certain targeted audiences
 1. Cross ELCA entity collaboration to expand model to encourage discernment by youth
 2. Link asset mapping to required actions by churchwide, synodical and congregational entities
 3. Create and fund experiential, immersive church leadership opportunities for young adults

Primary Objective # 4 - *Assessment and Best Practice Criteria*

- TEAC is to maintain and adapt flexible and measurable assessment criteria for its assigned work, while identifying and implementing best practice modules and activities, in response to the Council recommendations.

ELCA Guiding Principles

Faith Formation

“The Evangelical Lutheran Church in America is a church committed to active involvement in nurturing faith and trust in the living God.” We emphasize this as we acknowledge that:

- *We are Church*
- *We are Lutheran*
- *We are church together, and that*
- *We are church for the sake of the world*

“We recognize and acknowledge that faith is a gift that shapes our baptismal identity. It is a living, bold trust in God’s grace, God’s living word that forms and informs our lives and communities. Faith formation is a shared calling, allowing God’s people and communities of faith to express God’s love in the world. Faith is hope, hope for a new future.”

Intentionally nurturing faith over time allows it to mature and become integrated into everyday living. Faith calls us personally and communally to collaboration and cooperation.

For people to know their identity as children of God, engage in Christian practices, love and serve their neighbor, and bear witness to God’s love in the world requires ministries within the ELCA that connect, align, and collaborate.

TEAC is charged with walking alongside the various ministries, guiding the administration of theological education in a collaborative and cooperative manner, and seeking the advancement of faith formation through established and newly developed organized programs, services and activities.

Employed TEAC Strategies

Systems' Conversion

March 2017

Proposed changes impacting the network of theological institutions, whether system's redesign, improvements in infrastructure make-up and/or other forms of innovation require dedicated resources. These capital investments are often illusive, as they are difficult to fund internally, often requiring a capital outlay that surpasses an individual institution's ability to be responsive in a timely and productive manner. TEAC recommended and the Church Council approved the planned use of ELCA funding based on a predetermined percent for investment in innovation. The original recommendation suggested a threshold based on 10% of the annualized seminary allocation (or 10% of the 7% of ELCA Churchwide Organization Mission Support), which was altered to 5% of the seminary allocation (or an equivalent value of approximately \$160K) to be set aside to fund proposals received from seminaries working together (2-3 seminaries per proposal) on projects specifically related to ethnic ministry and leadership development and enhancement. These proposals would be reviewed and assessed based on merit. This funding is to be included in the ELCA 2018 budget cycle, subject to its acceptance and authorization by the Church Council during its April 2017 business meeting.

October 2016

The responsibility for theological education in general and seminary instruction, in particular, rests with the entire ELCA. As such, financial support for institutionally based education, both lay and rostered, requires dedicated and dependable resourcing. Annual funding for theological education has been assessed by TEAC and determined to vary by region, cluster, synod and congregation. While funding received by the ELCA fluctuates annually, the disbursements to seminaries, universities and colleges remains at the pre-determined level of seven (7%) percent of collectable ELCA Churchwide Organization Mission Support. Aggregated synodical giving for educational institutions in 2015 was \$3.472M, and for 2016 is estimated at \$3.529M, while the need for funding was determined to be \$8.670M. Based on existing giving levels, funding for institutional education remains at 40% of need.

Institutions – Seminaries

March 2017

While four of the ELCA seminaries are undergoing an executive management transition due primarily to retirements, three (Luther, Wartburg and LSTC) are working closely together to identify and maximize their relative points of synergy. Informing this process of engagement are recently published 2015 seminary financial ratios that help to illustrate areas for intervention, as well as define seminary health and its interrelationship with the church in providing well-prepared, qualified graduates. Among those proposals being considered is an early effort that addresses the process for effective recruitment. Details are still being formulated. Baker-Tilly is providing added assistance as they are collaboratively working with the seminary chief financial officers in ascertaining which of the financial ratios (perhaps 4-5) might serve best as standard bearers for “best practices.”

The merger between Philadelphia and Gettysburg that was finalized in January 2017, creating the ***United Lutheran Seminary***, helped sparked the change in executive leadership at those institutions. As these various mergers progress over time, the importance of determining both program integration and financial sustainability will become increasingly evident.

During the Conference of Bishops’ March meeting, Presiding Bishop Eaton shared the first of several institutional priorities emanating from the ***Called Forward Together in Christ*** initiative, requesting that significant emphases be placed in the areas of “leadership and congregations,” and by so doing so, begin an invitation from the Conference of Bishops to all to establish a “culture for call.” The Conference of Bishops offered their full support and commitment for the aforementioned focused areas of concentration.

October 2016

The TEAC recommendations called for seminaries to investigate and advance practices of innovation and change that would lead to economies of scale, lower student debt and measurable fiscal reserves. Seminaries were also charged with creating new constructs for directing and administering theological education. The following are recent actions taken:

1. ***LTSP and LTSG*** – Collaboration between the two schools has led to “a single school track,” entitled ***United Lutheran Seminary***, with its governing documents drafted, faculty aligned and competency based curriculum underway along with a formal presidential search.
2. ***LTSS*** – Improving the Columbus campus’ capacity with the advent of the school of occupational therapy, as well as its facilitation of a presidential search.

3. **Trinity** – Achieving noted success with its 2+2 M.Div. program.
4. **LSTC** – Established a multi-year transitional budget and capital improvement plan, along with working with Wartburg on educational prospects in Texas among Spanish-speaking communities.
5. **Wartburg** – Exploring a grant option to shorten time-to-degree achievement.
6. **Luther** – Collaborating with Augsburg College in the area of shared services, with two successful pilots.
7. **PLTS** – Leased new academic space in Berkeley with plans of liquidating the hilltop campus and utilizing the proceeds to fund a dedicated quasi-endowment for seminary support.
8. **Mergers and Institutional Collaboration** – Sufficient experience has occurred among those institutions in which formal structural redesign is taking place: Southern & Lenoir-Rhyne University, PLTS – California Lutheran University, and the newest reconfiguration, Philadelphia and Gettysburg. Securing evidence of revised enrollment trends, financial ratios denoting fiscal stability, changes in asset management and leadership is anticipated.

Seminary presidents recognize the many challenges and rapid changes facing the ELCA network of theological education and have committed themselves to working more closely and intentionally with the Conference of Bishops on topics and issues that merit sustained conversation. To that end, the presidents have advanced the precepts of a “common theological enterprise,” for which the following tenets address:

1. By revising the bylaws of the Eastern Cluster, a “cluster of one” comprising the eastern-based seminaries can be formed, united by a common commitment to flourishing and enhancing theological education.
2. Such an independently established enterprise would:
 - receive grants,
 - host a unified faculty,
 - collaborate on pedagogical and contextual learning,
 - establish Spanish language resources,
 - coordinate teaching and learning with global partners,
 - support leadership education, and
 - offer improved administration functioning.
3. The enterprise would serve as the intermediary for institutional change, providing its own governance and fiscal accountability with representation from the involved seminaries.

Institutions – Lay Schools and Training Sites

March 2017

Lay Schools are more readily beginning to utilize the resources offered by the Horizon Endowment, as they develop and sponsor recruitment strategies designed to identify and encourage laity to pursue leadership roles within the church. This is in conformity with the priority setting for “leadership and congregations,” as this expression and influence of the church is foundational. Thirty-eight (38) students have formerly participated in the vocational discernment program led by selected lay schools, for which a similar registered group is expected this year. A complementary program held at Wartburg has converted the TEEM curricula into Spanish, providing adequacy in both space and assigned faculty for its facilitation. These leadership initiatives should be replicated at other instructional sites, much the same as the working model of didactic instruction at LTCA. TEAC will be following up with the ELCA program director for lay schools to acquire an asset map delineating the locations and capacity of each school within the network.

October 2016

Much of the preparation and corresponding faith formation for youth and young adults occurs in and through the network of ELCA training and support sites, higher education venues, engaged camps, retreats, and formal gatherings, as well as campus ministry, military chaplaincy, and related service-learning opportunities. The following represents components of this network of faith formation and its success in addressing vocational guidance and individual discernment.

1. Campus Ministry

- 95% of all campus ministry sites work with Lutheran students.
- 66% report working with students who have no religious affiliation – “The Nones.”
- 72% are working with students who identify as gay, lesbian, bisexual, and/or transgender.
- 24% report working with disabled, differently-abled students.
- Service-learning projects and the seeking of individual support constitute the preponderance of student encounters: e.g., community outreach, international travel, food pantries, after-school programs, mentorship opportunities with middle and high school students, ecology concerns, etc.
- Faith formation is held at 83% of all campus ministry sites.

2. Youth Ministry

- Organized youth leadership summits are regularly facilitated, with focus on leadership development through engaging speakers and thought leaders.
- These gatherings seek to inform, educate and inspire youth to engage in the world in faith.

3. *Academia Luterana de Liderazgo (La Academia)*

- Support for congregational leadership is provided by La Academia, in the form of theological and practical leadership training and skills development in Spanish, with online educational modules. An expanded offering has been constructed with The Episcopal Church USA, with emphases on supplemental training for priests in service.
- La Academia has an on-site presence at the Pete Pero Multicultural Center at LSTC, the Lutheran Theological Center at Atlanta (LTCA), and the PLTS – TEEM program held also in Atlanta.

4. *Lutheran Theological Center in Atlanta (LTCA)*

- Reconstituted with emphases on providing lay education with course curricula in the following areas:
 - Theological Education for Emerging Ministry (TEEM),
 - Lay and Continuing Theological Education,
 - Atlanta Lutheran Formation Experience, and
 - Public Theology and Lutheran Identity.
- LTCA is a ministry of the Southeastern Synod, representing the ethnic diversity of much of intercity metropolis.

5. *Spanish Language TEEM*

- Spanish language courses are now being taught to help fulfill TEEM requirements, with support from Southwest/Wartburg Seminary.

Assessment and Best Practice Criteria

March 2017

An evaluation rubric was created and field-tested, using three initiatives that are aligned with the principles of TEAC: (1) Synod Discernment of Vocation and Call Event, (2) Augsburg College Young Adult Innovation Hub, and the (3) Formation of United Lutheran Seminary. Each of these initiatives/institutional actions were assessed using several key indices of measurability and correspondingly rated for its overall impact and the efficacy of its business case. A weighted scale was used to consider the impact of any of the nine categorical indices: no impact = 0, minimal impact = 1 or significant impact = 2.

A programmatic narrative, providing added pertinence to the review and evaluation, also accompanied each initiative.

TEAC expects to obtain and subsequently assess multiple initiatives and institutional actions that collectively make-up the vast array of innovative approaches sponsored by the theological network. The results of these reviews will remain as part of TEAC's database. It was also suggested that an assembled panel of seminarians might help provide "feedback and reaction" to new ideas and processes

under consideration, as they share their impressions and offer their insights about the prospect of change.

Establish an Effective Communication Network

March 2017

The Office of Mission Advancement has been working directly with the Office of the Bishop in preparing dissemination materials for both text and audio use in keeping with the precepts for ***Called Forward Together in Christ***. Recent attention was given to the Fund for Leadership grant expansion, allocating \$3.0M over three years in support of seminary education. Each of the seven seminaries will receive three full “direct” scholarships, following the application review process and final selection, which is to occur on March 16-17. Eighty-three (83) applications were received for consideration.

The ELCA Communication Network is expected to fully utilize the talents and skills of the following program “stakeholders,” each of which has a designated contact person:

- Colleges & Universities,
- Federal Chaplaincy Ministry,
- Global Mission Formation,
- Lay Schools of Ministry,
- LIFE in Service Network,
- Multicultural Youth Leadership Event (MYLE),
- New Congregations,
- Seminary-Trinity-Christian Ed,
- Worship Formation,
- Young Adult Leadership Team, and
- Youth Gathering.

Information shared by TEAC with each contact is expected to be equally disseminated, based on their respective areas of responsibility and accountability.

A Communications Strategy Matrix was prepared that delineates those targeted groups that should receive routine communications related to the various aspects of TEAC’s involvement. These communiqués coincide with whether the targeted group is accountable for the proposed action, whether the group is an audience for whom a specific marketing approach is directed, or whether the group should garner increased appreciation for TEAC advances, thus the branding of its efforts. Each audience is different; therefore, the communication strategies must also be different and tailored for effectiveness. With the assistance of Mission Advancement, these approaches and their prioritization will occur.

Lastly, a communication matrix for the Church Council was also developed, providing less in the form of an ongoing narrative and more in reference to the specifics of TEAC functions and actions. A draft of the reporting format was shared

and shall be appropriately integrated in the process of responding to the Church Council, in accordance with its meeting schedule. The first revised reporting is due in April 2017.

October 2016

The ELCA has at its disposal a loosely connected conduit of agencies and mission units that are not linked through a central portal or repository. While these mission and program units have defined communication channels, an overall, well-integrated and user-friendly network does not currently exist. The Office of Mission Advancement has been redesigned with emphases on strategic communication, fully utilizing marketing, social media and digital media approaches.

TEAC wishes to employ the service of the Office of Mission Advancement in the construction of a strategic communication approach that helps to link agencies, mission and program units through an information tapestry (web-interface) that takes advantage of these independent sources of information and ultimately constitutes improved accessibility.

These e-interfaces will require planning and resourcing, in order to:

- Recognize of the enormity of effective messaging to select groups and individuals.
- Establish a brand message that conveys the significance of a life of service within the ELCA and the world.
- Differentiate messaging according to stated need.
- Convey the milestones of success achieved by mission units, agencies and organization as reported by TEAC.
- Provide periodic impact statements for subsequent use by others and for matters of message preparation.

TEAC III is scheduled to meet again on August 21, 2017, 8AM - 3PM

Communications Matrix

Targeted Audiences and Communications' Approaches

TEAC has identified several stakeholder groups for which special messaging should occur as the process of systems' improvement and changes to theological education are undertaken. These special messages will take several forms as the intent of each message varies. For some groups the messaging is market-driven, while others is based on branding TEAC and its innovations, still others are related to institutional and governance accountability.

Target Group	Primary Communications Message	Plan	Method
<i>Youth and Young Adults</i>	Marketing	The initial charge to the Communication team was to devise an approach to be used to provide youth and young adults with key developmental milestones offered by the ELCA that are related to Christian and Theological Education, utilizing existing cohort databases on file with the Office of Mission Advancement and the ELCA Youth Gathering. Actions pertaining to the advancement of TEAC, i.e., tuition debt reduction models, changes in educational formats or designed curricula, etc. would be shared as they are developed. Advertisements could also be sent to this targeted group as they best represent future/potential seminary candidates: <i>“Do you what to be a leader in the ELCA?”</i>	E-Blast, Snapchat
<i>Seminary Students</i>	Branding	Periodic messaging to enrolled seminary students would enhance their appreciation for the impending changes related to the process of TEAC. These messages would most likely relate to debt reduction plans, institutional	E-Blast, seminary newsletters, Admission Office notices

		collaboration/updates, and composed theological model modifications.	
<i>Conference of Bishops</i>	Accountability	Utilizing meeting notes and summary meeting minutes; comprise an abstract that serves as an executive summary to be shared with the Conference of Bishops, individually or collectively. Issues that are time sensitive and/or require external support or agreement should be highlighted for ease of review or reaction and follow-up. The initial summary (which follows), includes several “red” highlighted sections requiring further development, timing and definitive action.	Summary Report prepared following each TEAC session
<i>Council of Seminary Presidents</i>	Accountability	A subset of the meeting summary related to the affairs of seminaries is anticipated as becoming a workable abstract for their ongoing review and use. This information complements reports provided by the presidents but in summary form.	Abstract of the Summary Report
<i>Governing Boards & Trustees</i>	Accountability	Many of the TEAC initiatives and infrastructure redesigns are intended to derive economies of scale and improved efficiencies which ultimately should result in cost reductions and greater financial sustainability. These actions while most often generated by facility administration require governance approval. As major initiatives are advanced for consideration and attention, governance approval will be sought. Each institutional board has fiduciary responsibility and accountability.	Abstract of the Summary Report
<i>ELCA Lay Schools</i>	Branding and Accountability	Faith formation and seminary discernment is often nurtured through candidate relationships with Lay Schools. Many second career seminarians have begun their “walk toward ordination” while attending formal instruction. Notices and informational updates sent to select synodical Lay School Admission/ Registration Offices can be distributed or posted as a reference. It would also be	E-Blast with discussion highlights

		helpful if seminary representatives frequented these campuses with advice and service.	
<i>Lutheran Retreats, Camps and Conference (LRCC)</i>	Marketing and Accountability	Youth involvement often begins with LRCC or is complemented by the camp experience. Notices and informational updates regarding TEAC, as well, would help potential seminary candidates with their discernment and appreciation for ministry in its many forms.	
<i>ELCA General Announcements</i>	Branding and Marketing	Working with the Office of Mission Advancement, determine selective information from TEAC that can be shared with the general Lutheran public regarding the progressive plans and actions on a quarterly basis.	Abstract of the Summary Report sent via e-transmittals in various forms by the OMA
<i>Subscribers to Lutheran Literature</i>	Marketing	Contact The Living Lutheran whenever significant TEAC advancements occur, providing opportunity for extensive “story-telling” while serving as evidence that measurable change is imminently forthcoming.	Articles and photo-settings to be arranged as major advancements occur
<i>Feedback and Advice</i>			
<p>In addition to the periodic sharing of information as collected and prepared by TEAC and its task partners, the Communications Team invites feedback on any/all aspects of this important work, seeking ideas and strategies to enhance the process and the desired outcomes to meet the ever-changing landscape surrounding theological education. Said feedback is to be incorporated into the Communication Plan Outline for further analysis and action. Thus, the Communication Plan is a “fluid” document, to be revised frequently as a direct reflection of input and advice received and integrated accordingly. In those cases where feedback is in the form of data collection and analyses, assistance from Research and Development will be sought.</p>			

ASSET TRANSFER AGREEMENT
FOR THE REUNION OF
CAPITAL UNIVERSITY AND TRINITY LUTHERAN SEMINARY

THIS ASSET TRANSFER AGREEMENT (this “**Agreement**”) is entered into on this ___ day of _____, 2017, by and between CAPITAL UNIVERSITY, an Ohio non-profit corporation (“**Capital**”), and TRINITY LUTHERAN SEMINARY, an Ohio non-profit corporation (“**Trinity**”) (each a “**Party**” and together the “**Parties**”).

WHEREAS, Capital is a not-for-profit university organized pursuant to the laws of the State of Ohio, and affiliated with ~~and chartered by~~ the Evangelical Lutheran Church in America (“ELCA”); and

WHEREAS, Trinity is a seminary and graduate educational institution organized pursuant to the laws of the State of Ohio, and affiliated with ~~and chartered by the~~ ELCA; and

WHEREAS, Trinity was a part of Capital from 1830 until 1959, when Trinity separated from Capital to independently operate as a seminary and graduate educational institution; and

WHEREAS, Capital and Trinity have worked cooperatively since 1959, sharing facilities and resources from time to time, and have enjoyed a close and collegial relationship among faculty, staff and administration; and

WHEREAS, the Presidents and Boards of both Capital and Trinity have explored possibilities for strengthening and expanding the partnership between the institutions, with the intent of enhancing the educational mission and capacity of both institutions; and

WHEREAS, Capital and Trinity have determined that their educational programs, students, faculty, staff, alumni, ELCA, and other constituencies will benefit from the reunion of the two institutions; and

WHEREAS, Capital and Trinity have determined that the world in which we live needs the hope and promise of innovative and purposeful formation of leaders for the church and the world; and

WHEREAS, there are several legal ways that could be used to reunite the two institutions and the two parties have determined that a transfer of assets best accomplishes the intent of the reunion with expediency;

THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Capital and Trinity agree to the following:

Certain defined terms used in this Agreement and not otherwise defined shall have the meaning ascribed to them in Appendix A, attached hereto and incorporated herein.

ARTICLE 1
PURCHASE AND SALE OF ASSETS

1.1 **Transfer of Assets.** Upon the terms and subject to the conditions set forth in this Agreement, at the Closing (as defined in Section 8.1), Trinity shall convey, assign, transfer and deliver to Capital, and Capital shall assume and acquire from Trinity, all of Trinity's right, title and interest in and to the property and assets (real, personal or mixed, tangible and intangible) of every kind and description used or held for use in connection with the Trinity Lutheran Seminary campus located in Bexley, Ohio (the "**Seminary**") and the operations thereof (the "**Assets**"), wherever located and whether now existing or hereafter acquired or arising, including without limitation the following (but excluding the Excluded Assets, as defined in Section 1.3):

- (a) All of Trinity's right, title and interest in and to the real estate comprising the Seminary as more particularly described in Exhibit A, including any interests in fee simple or any leasehold interest in the land, buildings and other improvements and fixtures, together with all covenants, licenses, easements, privileges and benefits thereto belonging and subject to the Permitted Liens (as defined in Section 2.3(a)) (the "**Real Property**");
- (b) All tangible personal property, furnishings, equipment, fixtures and vehicles used in connection with the operation of the Seminary (the "**Tangible Personal Property**");
- (c) Any third party software, copyrights, trademarks, trade names, service marks, service names, licenses, patents, jingles, proprietary information, technical information and data, URL addresses, domain names, slogans, logos, or any variation or derivation of any of them as well as any websites and licenses, electronic mail servers, and other similar intangible property rights and interests, including any goodwill associated with the foregoing, applied for, issued to or owned by Trinity or under which Trinity is licensed or franchised, in each case with respect to the Seminary, together with any additions thereto obtained by Trinity subsequent to the date of this Agreement, as more particularly described on Exhibit B (the "**Intangible Personal Property**");
- (d) All educational records maintained by the Seminary regarding former students of Trinity with respect to their enrollment and time at, and/or departure from, the Seminary, including without limitation applications, transcripts of academic performance, evaluations, disciplinary records, correspondence, student loan and financial aid records, and cooperative education program records (the "**Student Records**"), subject, however, to the limitations and conditions described in Section 1.7;
- (e) The Endowment Assets; [Note: exploring how to legally transfer of these assets]

- (f) Those contracts listed in Exhibit C and all contracts entered into between Trinity and any third party between the date of this Agreement and the Closing Date that Capital agrees in writing to assume (the “**Assumed Contracts**”); and
- (g) Cash, cash equivalents, bank and financial institution deposits, deposits, letters of credit, and similar items of security, if any, provided to any third party and Trinity’s accounts receivable for services rendered by Trinity prior to the Closing Date (as defined in Section 8.1).

The parties acknowledge that the Assets are being transferred by Trinity to Capital in their “as is” condition without any representation or warranty other than those expressly set forth herein, and all other representations and warranties of any kind, either express or implied, including warranties of fitness for a particular purpose, are expressly disclaimed. Without limiting the generality of the foregoing, Capital acknowledges that Trinity has not made any warranty or representation, express or implied, as to the functionality or state of repair of the physical Assets, or the revenue or income to be derived from Capital’s operation of the Seminary from and after Closing.

1.2 **Endowment Assets; Closure.** It is Capital’s intention that the Trinity endowment shall be applied in support of the Seminary operations and its educational programs, though that support may also benefit other related Capital programs, so long as such uses are in accordance with the original donors’ instructions for such endowment, or any modifications or restrictions imposed by the Ohio Attorney General or the Franklin County, Ohio Probate Court. In the event the Seminary’s educational programs recognized by the Evangelical Lutheran Church in America, (“**ELCA**”) for the preparation for ordained or other rostered ministries, at any time is discontinued, the remaining Endowment Assets shall be distributed to the ~~ELCA Church Council~~, or to such others as may be identified in the granting documents, for the purposes of theological education.

1.3 **Excluded Assets.** Notwithstanding anything to the contrary contained in Section 1.1 or elsewhere in this Agreement, the following assets of Trinity (collectively, the “**Excluded Assets**”) are not part of the transfer contemplated by this Agreement, are excluded from the Assets, and shall remain the property of Trinity after the Closing:

- (a) any Endowment Assets not taken by Capital, as identified on Schedule 1.3(a), which shall be distributed to the ELCA ~~Church Council~~ for the purposes of theological education. [NOTE: please provide list of excluded assets, if any.]

1.4 **Purchase Price and Certain Other Consideration.**

- (a) **Purchase Price.** The purchase price for the Assets (“**Purchase Price**”) shall be One Dollar (\$1.00) and other valuable consideration, which the Parties acknowledge and agree constitutes valid and sufficient consideration.

- (b) Closing Payments. At the Closing, Capital shall pay the Purchase Price to Trinity using a method of payment agreed upon by all Parties to this Agreement.

1.5 **Assumption of Liabilities by Capital**. Capital shall assume the following liabilities of Trinity (the “**Assumed Liabilities**”):

- (a) Except as provided in Section [___], all liabilities and obligations associated with the Assumed Contracts arising on or after the Closing Date; [NOTE: pending discussion of retained liabilities]
- (b) All liabilities and obligations associated with the Charitable Gift Annuities in which the Seminary is the charitable beneficiary, a list of which is annexed hereto as Exhibit D. [NOTE: please confirm whether Trinity has Charitable Gift Annuities.]
- (c) All liabilities and obligations associated with the Charitable Remainder Trusts of the Seminary, a list of which is annexed hereto as Exhibit E; and [NOTE: please confirm whether Trinity has Charitable Remainder Trusts.]
- (d) The Capital Pro-Rated Taxes (as defined below). Certain Real Property is currently shown on the tax duplicate of the Auditor of Franklin County as exempt for tax year 2016 (the “**Exempt Real Property**”). To the extent that the Exempt Real Property is restored to the tax duplicate of Franklin County and subject to taxes or assessments for tax year 2017, the obligations for such taxes and assessments shall be pro-rated between Capital and Trinity, with Capital’s portion of the Exempt Real Property taxes equaling the taxes assessed on the Exempt Real Property pro-rated from [] through December 31, 2017 (the “**Capital Pro-Rated Taxes**”) and Trinity’s portion of the Real Property taxes equaling the taxes assessed on the Real Property pro-rated from January 1, 2017 through [] (the “**Trinity Pro-Rated Taxes**”). Trinity shall cooperate fully with Capital in opposing any such restoration to the tax duplicate and, if the Exempt Real Property is so restored, to cooperate fully in any proceeding to apply for tax exempt status for tax year 2017.

1.6 **Retained Liabilities**. [NOTE: to be discussed]

1.7 **FERPA Obligations**. Upon the transfer of any Student Records to Capital, Capital shall fully assume, and specifically agrees to undertake, all obligations under the Family Educational Rights and Privacy Act of 1974 (“**FERPA**”) with respect thereto, including but not limited to the obligation to (a) insure that students have the right to inspect and review their education records maintained by the school; (b) insure that students have the right to request that a school correct records which they believe to be inaccurate or misleading; and (c) insure that the records are maintained and protected from unauthorized and unlawful disclosure and that appropriate written consents for disclosure are obtained from the student as and to the extent required by law.

ARTICLE 2
REPRESENTATIONS AND WARRANTIES OF TRINITY

Trinity represents and warrants to Capital as follows:

2.1 **Organization.** Trinity is a non-profit corporation duly organized, validly existing and in good standing under the laws of the State of Ohio. The Seminary is accredited by the Commission on Accrediting of the Association of Theological Schools in the United States and by the Higher Learning Commission (the “**Accrediting Agencies**”). Trinity has all requisite power and authority to (a) own, lease and operate its assets and properties and (b) carry on the affairs of the Seminary as presently conducted.

2.2 **Authorization and Authority.**

- (a) Trinity has full corporate power and authority to execute and deliver this Agreement and to perform its obligations hereunder.
- (b) The execution, delivery and performance of this Agreement by Trinity has been duly and validly authorized by all necessary corporate actions.
- (c) This Agreement has been duly executed and delivered by Trinity and constitutes the legal, valid and binding obligations of Trinity enforceable against Trinity in accordance with its respective terms, and at the Closing Date, no further action will be necessary on the part of Trinity to make this Agreement binding on Trinity and enforceable against Trinity in accordance with the terms of this Agreement.
- (d) Except as set forth on Schedule 2.2(d) of necessary consents, neither the execution or delivery of this Agreement, nor the consummation of the transactions contemplated hereby, will (1) conflict with or result in the breach of any term or provision of, or constitute a default under, the Articles of Incorporation, By-laws or other governing documents of Trinity; (2) require the consent of any third party, except for such consents the failure of which to obtain could not reasonably be expected to have a Material Adverse Effect; (3) conflict with, result in a breach of, or constitute a default under, any Law, judgment, order, injunction, decree, or ruling of any court or Governmental Authority; (4) conflict with, constitute grounds for termination of, result in a breach of, constitute a default under, or result in the creation of any lien or encumbrance under, any material agreement, instrument, license, or permit to which Trinity is a party or by which Trinity or the Assets may be bound; or (5) require on the part of Trinity the approval, consent, waiver, authorization or act of, or the making by Trinity of any declaration, filing or registration with, any person or entity. Trinity acknowledges that the transfer of the Endowment Assets is subject to consent from the Franklin County, Ohio Probate Court.

2.3 Title to Assets and Real Property.

- (a) Trinity has, and pursuant to this Agreement, shall convey and transfer to Capital good, marketable and exclusive title in the Tangible Personal Property free and clear of all liens, encumbrances and other title defects except for those liens and encumbrances set forth on Schedule 2.3(a) (“**Permitted Liens**”). Conveyance of the Real Property, shall be by quit-claim deed and Trinity makes no warranties or representations as to marketability of title.
- (b) Except as set forth on Schedule 2.3(b), there are no tenants or other persons or entities occupying or having the right to occupy any space on the Real Property other than Trinity and the guests of Trinity, and Trinity has not received any written claim from any person or entity claiming any possession.
- (c) No part of the Real Property is subject to any existing, proposed or, to Trinity’s knowledge, contemplated eminent domain proceeding that would result in the taking of all or any part of the Real Property or that would adversely affect the current use of any part of the Real Property.
- (d) The Real Property is zoned for Trinity’s current use without any variances or conditions in connection therewith. To Trinity’s knowledge, there are no violations of any building codes or other ordinances affecting the Real Property. Final, permanent and unconditional certificates of occupancy and/or use with respect to Trinity’s use and occupancy of the Real Property have been duly issued by the applicable Governmental Authority.
- (e) To Trinity’s knowledge, there has been no maintenance or other work performed at the Real Property by or on behalf of Trinity which has not been fully paid or for which a mechanic’s or materialman’s lien or other encumbrance has been or could be filed.
- (f) Trinity has not received any notice of any claim, requirement or demand of any Governmental Authority supervising or having authority over the Real Property or otherwise to rework or redesign the Real Property or to provide additional furniture, fixtures, equipment or inventory so as to conform to or comply with any Laws which has not been fully satisfied prior to the date hereof or which shall not be satisfied prior to the Closing Date.
- (g) To Trinity’s knowledge, the Real Property complies with all Laws, ordinances, and governmental regulations affecting the Real Property. Further, Trinity has received no notice that the Real Property and all appurtenances and improvements thereto, as used, constructed or maintained by Trinity at any time, do not conform in all material respects to applicable Federal, state, local and foreign Laws and regulations. To

Trinity's knowledge, the use of the buildings and structures located on such Real Property or any appurtenances or equipment does not violate any restrictive covenants or encroach on any property owned by others.

- (h) Trinity has not voluntarily granted any right, is not a party to any agreement providing for, and there are no easements, conditions, reservations, covenants, restrictions, leases, subleases, rights, options or any other matters with respect to the use of the Real Property that could adversely affect the use by Capital of any of the Real Property for the same purposes and uses as the Real Property has been used by Trinity.
- (i) There are no known structural and/or material latent defects in any of the improvements at the Real Property.
- (j) Trinity, as owner of the Seminary, has all easements and rights of access reasonably necessary for the continued operation by Trinity of the Seminary as currently conducted and all such easements and rights of access are in full force and effect subject to the terms thereof and to matters of record.
- (k) There are no operating and easement agreements ("OEAs") effecting the Real Property.
- (l) For the period of twelve (12) months preceding the execution of this Agreement, Trinity has received no written complaints of any kind from neighbors or adjacent properties.
- (m) As of the [_____, 2017] the balance of the Assumed Mortgage recorded [_____] is [_____] dollars (\$[_____]). [NOTE: please confirm whether there is a mortgage on the property and if so, the amount.]

2.4 **Environmental Laws.** Notwithstanding anything to the contrary contained in this Agreement:

- (a) To Trinity's knowledge, the Real Property is in compliance with all environmental laws, including, but not limited to, the Comprehensive Environmental Response, Compensation and Liability Act, as amended by the Superfund Amendments and Reauthorization Act of 1986, 42 U.S.C. 9601 et seq., Solid Waste Disposal Act, as amended by the Resource Conservation and Recovery Act of 1976 and Solid and Hazardous Waste Amendments of 1984, 42 U.S.C. 6901 et seq., Federal Water Pollution Control Act, as amended by the Clean Water Act of 1977, 33 U.S.C. 1251 et seq., Clean Air Act, as amended, 42 U.S.C. 7401 et seq., Toxic Substances Control Act, 15 U.S.C. 2601 et seq., Hazardous Materials Transportation Act, 49 U.S.C. § 5101, et seq., Emergency Planning and Community Right-to-Know Act, 42 U.S.C. 11001 et seq., the Safe Drinking Water Act, as amended, 42 U.S.C. 300(f) et seq., and the Occupational

Safety and Health Act, 29 U.S.C. § 651 et seq., each as of the date of this Agreement; and any similar federal, state, and local laws and ordinances and the regulations and rules implementing such statutes, laws and ordinances.

- (b) To Trinity’s knowledge, there are no Hazardous Substances on the Real Property or that have been released, disposed of or placed by Trinity or any other person or entity on the Real Property and to Trinity’s knowledge there is no environmental contamination by Hazardous Substances on the Real Property in violation of any Environmental Law or that may otherwise be a liability to Capital or that require investigation, remediation or monitoring to protect human health, safety or the environment.
- (c) Prior to the Closing, Capital and Trinity agree to promptly, but in any event within five business days of such event, to notify the other in writing of: (i) any notices of an actual violation or potential violation that is received by Capital or Trinity (as the case may be) of any Environmental Law relating to a Pre-Closing Condition; (ii) any enforcement, clean-up, removal, or other governmental or regulatory demands made or actions threatened, instituted or completed pursuant to any Environmental Law; (iii) any claims or demands made or threatened by any third party against Capital or Trinity (as the case may be) relating to actual or alleged damage, contribution obligations, cost recovery compensation, loss or injury resulting from any Environmental Law matters (the matters set forth in clauses (i), (ii), and (iii) above are referred to “**Environmental Claims**”); and (iv) any discovery of any occurrence or condition in, on, under, around, or above the Real Property that could reasonably be determined to cause the Real Property or any part thereof to be otherwise subject to any restrictions on the ownership, occupancy, transferability, or use of the Real Property under any Environmental Laws. [NOTE: please confirm whether there are any underground tanks on the real property.]

2.5 **Contracts.**

- (a) Set forth on Schedule 2.5 is a true, correct and complete listing of the following contracts to which Trinity is a party and which, in all cases, relate to the Seminary (collectively, the “**Material Contracts**”):
 - (i) each contract that Trinity reasonably anticipates will, in accordance with its terms, involve aggregate payments by Trinity of more than \$5,000 within the next twelve (12) month period;
 - (ii) each lease, sublease, tenancy, or license known to Trinity after due diligence and inquiry affecting any portion of the Real Property;
 - (iii) each lease of personal property;
 - (iv) each collective bargaining agreement or agreement with any labor union or faculty group acting collectively;

- (v) each contract that may not be cancelled by Trinity upon 45 or fewer days notice without any liability, penalty, or premium;
 - (vi) each executory contract for capital expenditures under which Trinity has remaining obligations in excess of \$5,000;
 - (vii) each contract that indemnifies any person or entity;
 - (viii) each contract not made in the ordinary course of business;
 - (ix) each contract for joint ventures, partnerships, or sharing of profits;
 - (x) each contract for licensing arrangements (including software licenses) or sharing of proprietary information, and any confidentiality agreements;
 - (xi) each contract relating to the incurrence, assumption or guarantee of any indebtedness, guaranteeing any obligations or liabilities of another person or entity, or imposing a lien on any of Trinity's assets, including indentures, guarantees, loan or credit agreements, sale and leaseback agreements, purchase money obligations incurred in connection with the acquisition of property, mortgages, pledge agreements, security agreements or conditional sale or title retention agreements;
 - (xii) each contract providing for severance, retention, change-in-control or other similar payments; and
 - (xiii) each settlement agreement, stipulation or similar agreement to which Trinity is subject which relate to or affect the operations of the Seminary or the Assets.
- (b) Trinity has delivered to Capital true and complete copies of all Material Contracts; each Material Contract, and any Assumed Contract that is not a Material Contract, is in full force and effect; and Trinity is not (and, to the knowledge of Trinity, no other party is) in breach of, in violation of or default under, any of the Material Contracts or any Assumed Contract that is not a Material Contract.

2.6 **Labor Relations.** Trinity has no contract or agreement with any labor union or other collective bargaining group other than those described in Schedule 2.6. There is no pending or threatened labor dispute with any of the current or former bargaining unit employees of the Seminary, or pending or threatened charges of any Unfair Labor Practice (as that term is defined in the National Labor Relations Act, as amended), and Trinity has not been contacted by any union or other representative of any of the Trinity's employees. During the last five years, there

have been no strikes, or work stoppages or other labor disputes by or affecting the Seminary's employees. Trinity is in compliance with all Laws governing employment and employment practices, terms and conditions of employment and wages and hours and there is no active or threatened administrative or judicial proceeding under any Law governing employment, employment practices, terms and conditions, or wages and hours.

2.7 **Litigation.** Except as set forth on Schedule 2.7, (a) Trinity is not subject to any order of, or written agreement or memorandum of understanding with, any Governmental Authority relating to the Seminary, (b) there exists no litigation, action, suit, claim, investigation or other legal proceeding pending or threatened against or affecting the Seminary or the Assets, or which could prohibit or impede the transactions contemplated by this Agreement, and (c) in the past three years there have been no legal proceedings against Trinity with respect to the Seminary or any of the Assets.

2.8 **Compliance with Laws, Regulations, Permits.** Except as set forth in Schedule 2.8 and except for compliance with Environmental Laws and Occupational Safety and Health Laws, (which are exclusively addressed in Section 2.9 below), the Seminary has been operated by Trinity, the Assets have been maintained by Trinity, and Trinity is currently in compliance in all material respects with all applicable Laws as they relate to the Seminary, and no event has occurred that (with notice or the lapse of time or both) would constitute a violation of, or a default under, any such Laws.

2.9 **Taxes and Assessments.** Trinity has prepared and duly filed or caused to be duly filed all tax returns and reports relating to the Seminary and the Assets and required to be filed with any Governmental Authority prior to the Closing Date. Trinity has paid, or withheld and remitted, in full, all taxes due and owing and all claims, demands, assessments, judgments, costs, and expenses connected therewith. Trinity is not a party to any action or proceeding, nor to Trinity's knowledge is any such action or proceeding contemplated or threatened, for the assessment or collection of any taxes relating to the Seminary or the Assets, and no deficiency notices or reports have been received by Trinity in respect of any tax relating to the Seminary or the Assets.

2.10 **Employees.**

- (a) Trinity shall use its best efforts to assist Capital in hiring any such Trinity employees with respect to whom Capital elects to offer employment. Trinity shall not take any action, directly or indirectly, to prevent or discourage any such Trinity employee from being employed by Capital after the Closing Date and shall not solicit, invite, induce or entice any such Trinity employee to remain in the employ of Trinity or otherwise attempt to retain the services of any such employee, except with the prior written consent of Capital.
- (b) For each such Trinity employee who accepts employment by Capital (each, a "**Hired Employee**"), Trinity shall terminate such Hired Employee's employment as of the Closing Date and in accordance with Law.

- (c) Each Hired Employee having tenure as a Trinity employee will retain his or her tenure status following the date the of hire by Capital.
- (d) Trinity shall be responsible for the payment of all wages, commissions, accrued but unpaid wages, benefits and all other compensation owed or owing to Trinity employees so long as such Trinity employees remains an employee of Trinity and as arising in connection with any termination of such Trinity employees, whether as a result of the Closing or otherwise. At Closing, Trinity shall take all reasonable steps to notify Trinity employees of their rights under the Consolidated Omnibus Budget Reconciliation Act of 1986 (“**COBRA**”) for continuing health coverage, including any employees who are or become eligible for COBRA prior to or as a result of the Closing. Notwithstanding the foregoing, with respect to Hired Employees, not less than two (2) business days prior to the Closing Date, Trinity shall provide Capital with a schedule (the “PTO Schedule”, attached hereto as Exhibit F) listing the amount of vacation time and sick time to which each Hired Employee is entitled as of the Closing Date in sufficient detail, as reasonably determined by Capital, so that Capital can grant appropriate personal time off (“**PTO**”) to each affected Hired Employee from and after the Closing Date. Capital shall allocate each Hired Employee’s PTO listed on the PTO Schedule among vacation time and sick time. Such allocation shall be based upon a single pre-determined formula, as determined by Capital, applied to the vacation time and sick time listed on the PTO Schedule for all Hired Employees.

2.11 **Pension and Other Employment Benefit Plans.**

- (a) Schedule 2.11(a) contains a list of (i) all employees of the Seminary, together with a description of their respective job titles and annual compensation (including salaries, commissions, bonuses, consulting fees and incentive or deferred compensation) and (ii) all employment contracts with respect to employees of the Seminary.
- (b) Schedule 2.11(b) contains a list of each “employee benefit plan” and all other employee severance, retirement, welfare, equity, bonus, incentive or deferred compensation or fringe benefit plans, contracts, practices, policies or arrangements, written or oral, covering any current employee of the Seminary and which is sponsored or maintained by Trinity (collectively, the “**Employee Plans**”). Schedule 2.11(b) also lists any matters pending before or with the IRS with respect to any of the Employee Plans and the status of any such matter as of the date of this Agreement, to which Trinity currently contributes or has ever been required to contribute. No Employee Plan is subject to Title IV of ERISA.
- (c) True and complete copies of all of the Employee Plans’ documents relating to current employees of the Seminary (including all related trust agreements, insurance or annuity contracts) and their most recent accounting, financial and governmental reports (if required by applicable Law), current handbooks, current summary plan descriptions and other material summaries for employees covered by the Employee Plans, have been provided to Capital.

- (d) Except as set forth in Schedule 2.11(d), (i) Trinity has performed in all material respects their obligations under each Employee Plan; (ii) Trinity has made all required contributions and premium payments as owed with respect to Employee Plans for all periods prior to Closing that such arrangements have been maintained or sponsored by Trinity; and (iii) to the knowledge of Trinity, each Employee Plan and its trust or other funding medium, if any, has at all times been established, maintained and operated in material compliance with its terms and applicable Law and each Employee Plan, and each trust or other funding medium, if any, established in connection therewith, which is intended to be qualified, tax-exempt or approved pursuant to any governmental or regulatory requirements (including qualification or tax-exemption within the meaning of sections 401(a) and 501(a) of the Code) is so qualified or approved, has been amended to comply with all legal requirements within the remedial amendment period applicable to those requirements or the remedial amendment period for adopting any such amendments has not expired and nothing has occurred that would or could adversely affect the qualified or approved status of any such Employee Plan or the tax-exempt status of any such trust or other funding medium.
- (e) The execution of, and performance of the transactions contemplated by, this Agreement will not (either alone or on the occurrence of any additional or subsequent events) constitute an event under any Employee Plan that will result in any payment (whether of severance pay or otherwise), acceleration, vesting or increase in benefits with respect to any Seminary employee or former employee, or director or officer of Trinity whether or not any such payment would be an “excess parachute payment” (within the meaning of section 280G of the Code).
- (f) Neither Trinity nor any employee of Trinity, or, to the best knowledge of Trinity, any other administrator of any Employee Plan, has taken any action, or failed to take any action with respect to or in connection with any Employee Plan, which action or failure could subject Trinity, or any employee of Trinity to any liability for breach of any fiduciary duty, or for any non-exempt prohibited transaction.
- (g) Notwithstanding anything in this Agreement to the contrary, Trinity shall cause its Employee Plans that are group health plans which it sponsors for its employees and their eligible dependents to make COBRA coverage available to all of Trinity’s qualified beneficiaries, as such term is defined by COBRA (26 U.S.C. § 4980B(g)(1); 29 U.S.C. § 1167(3)) (the “Qualified Beneficiaries”) in accordance with the provisions of COBRA. Trinity shall retain the responsibility for compliance with all requirements under COBRA with respect to (i) Trinity’s employees, and (ii) eligible dependents, who on the Closing Date are Qualified Beneficiaries as a result of the transaction contemplated by this Agreement. Trinity shall further retain the responsibility for compliance with all requirements under COBRA with respect to employees, former employees and all such Qualified Beneficiaries who experienced “qualifying events” as defined by COBRA (26 U.S.C. § 4980B(f)(3); 26 U.S.C. § 1163) prior to the Closing Date.

Notwithstanding the above, Trinity may unilaterally elect to discontinue its group health plans after Closing. In the event that Trinity discontinues any group health plan that is subject to COBRA, the parties recognize that Capital will then be required to assume any or all of Trinity's responsibility for such COBRA coverage as required by the applicable regulations promulgated under COBRA, including any and all liability for such coverage whatsoever. If Capital is required to assume the responsibility for COBRA coverage, Trinity agrees to reimburse Capital and shall assume, indemnify, defend and hold harmless Capital from and against any and all losses, damages, liabilities, taxes or sanctions that arise thereunder.

- (h) The Employee Plans do not provide for non-terminable or non-alterable health, medical or life benefits for employees, former employees, dependents, beneficiaries or retirees, except as otherwise required by COBRA, and then only to the extent the person pays the "applicable premium" (as defined in Code Section 4980B(f)(4)) for such coverage, or otherwise pays the full cost of such coverage.

2.12 **Unfunded Restricted Account Balances.** Trinity has provided to Capital, or made available to it, all available records regarding unfunded restricted account balances, and Capital has satisfied itself that those funds with negative balances were used by Trinity exclusively for the Seminary's purposes. A complete list of the aforementioned restricted gift liabilities is annexed hereto as Schedule 2.12.

2.13 **Insurance.** Trinity has maintained and continues to maintain, with financially sound and reputable insurers, insurance with respect to the Real Property and operations of the Seminary against loss or damage of the kinds customarily insured against by institutions engaged in the same or similar operations and similarly situated. The complete list of all insurance policies maintained by or on behalf of Trinity with respect to the Real Property and operations of the Seminary is set forth on Schedule 2.13. Trinity has complied in all material respects with provisions of, has not received any notice of cancellation, termination or non-renewal of, and has not reached or exceeded its policy limits for, such insurance policies. Except as set forth on Schedule 2.12, there are no outstanding claims for coverage under such policies for losses sustained by Trinity with respect to the Real Property and operations of the Seminary, including but not limited to claims relating to workers' compensation and general liability.

2.14 **Broker's Fees.** Trinity is not a party to any contract with any broker or other person or entity who, in any fashion, may have a claim for remuneration or compensation from Trinity or Capital with respect to the transactions contemplated by this Agreement.

2.15 **Solvency.** Trinity represents and warrants as follows:

- (a) Trinity will receive from Capital the Purchase Price, and other tangible and intangible consideration, which the parties acknowledge and agree constitutes

valid and sufficient consideration in exchange for Trinity's sale and transfer of the Assets to Capital.

- (b) Trinity is not insolvent and will not become insolvent as a result of this Agreement and its sale and conveyance of the Assets to Capital. No insolvency proceedings of any character, including without limitation bankruptcy, receivership, reorganization, composition or arrangement with creditors, voluntary or involuntary, affecting Trinity or any of the Assets is pending or, to Trinity's knowledge, threatened, and Trinity has not made any assignment for the benefit of creditors. Trinity has not taken any actions with a view to, or which would constitute the basis for, the institution of any such proceedings.
- (c) Trinity is not engaged in a business, and is not about to engage in a business, for which the assets and property of Trinity remaining with Trinity as a result of and following the transactions under this Agreement is an unreasonably small capital.
- (d) In connection with the subject matter of this Agreement or otherwise, Trinity does not intend to incur, and does not believe that it will incur, debts or obligations that would be beyond Trinity's ability to pay as such debts or obligations mature.

2.16 **Intellectual Property.**

- (a) Except as set forth on Schedule 2.16(a), Trinity owns all right, title and interest to (including, without limitation, the exclusive right to use and license the same), or has the right to use pursuant to a valid license, the Intangible Personal Property, free and clear of any encumbrances (and without obligation to pay any royalty or other fees with respect thereto).
- (b) Except as set forth on Schedule 2.16(b), (i) there have been no pending or, to Trinity's knowledge, threatened proceedings or litigation or other claims made against Trinity asserting the invalidity, misuse or unenforceability of any of such Intangible Personal Property, and there are no valid grounds for the same, (ii) Trinity has not received any notice, and has no knowledge of any facts which indicate a reasonable likelihood, that the operation of the Seminary has infringed, misappropriated or conflicted with, or infringes, misappropriates or conflicts with any intellectual property of another person or entity, (iii) the Intangible Personal Property owned by or licensed to Trinity has not been infringed, misappropriated or conflicted by any other person or entity, and (iv) none of the Intangible Personal Property owned by or licensed to Trinity is subject to any outstanding order, decree, judgment, stipulation or agreement restricting the scope or use thereof.
- (c) Trinity has the legal right to use all third party software that is material to the operations of the Seminary, and all such third party software has been used by Trinity in compliance, in all respects, with any applicable licenses.

- (d) All third party software contemplated to be transferred under this Agreement is assignable by Trinity to Capital.

2.17 **Disclosure Requirements.** Trinity has at all times complied with and continues to comply with the Continuing Disclosures and Required Reporting as provided in sections 5.8 and 7.2 respectively of the Loan Agreement entered into as of April 1, 2015 between Columbus-Franklin County Finance Authority and Trinity Lutheran Seminary.

2.18 **Completeness of Statements and Accuracy of Documents.** No representation, warranty or statement made by Trinity in this Agreement, or furnished by or on behalf of Trinity to Capital or its agents pursuant hereto or thereto, or in connection with the transactions contemplated hereby or thereby, contains any known untrue statement of a material fact or known omissions to state a material fact necessary in order to make a statement contained therein not misleading. Unless the context otherwise compels, all representations and warranties of Trinity contained in this Agreement shall be true and complete to the extent of Trinity's knowledge both as of the date hereof and as of the Closing. All copies of contracts and other documents delivered by Trinity to Capital in connection with the transactions contemplated by this Agreement are, to the best of Trinity's knowledge, complete and accurate and have not been modified by any oral agreements.

ARTICLE 3 **CAPITAL'S REPRESENTATIONS AND WARRANTIES**

Capital represents and warrants to Trinity as follows:

3.1 **Corporate Matters.** Capital is a non-profit corporation duly organized, validly existing and in good standing under the laws of the State of Ohio. Capital is an institution of higher education, accredited by The Higher Learning Commission.

3.2 **Authorization and Authority.**

- (a) Capital has full corporate power and authority to execute and deliver this Agreement and to perform its obligations hereunder and thereunder.
- (b) The execution, delivery and performance of this Agreement by Capital has been duly and validly authorized by all necessary corporate actions.
- (c) This Agreement has been duly executed and delivered by Capital and constitutes the legal, valid and binding obligations of Capital enforceable against Capital in accordance with their respective terms.
- (d) Except as set forth on Schedule 3.2(d), neither the execution or delivery of this Agreement, nor the consummation of the transactions contemplated hereby or thereby, will (1) conflict with or result in the breach of any term or provision of, or constitute a default under, the Articles of Incorporation, By-laws or other governing documents of Capital; (2) require the consent of any third party, except

for such consents the failure of which to obtain could not reasonably be expected to have a Material Adverse Effect; (3) conflict with, result in a breach of, or constitute a default under, any Law, judgment, order, injunction, decree, or ruling of any court or Governmental Authority; (4) conflict with, constitute grounds for termination of, result in a breach of, constitute a default under, or result in the creation of any lien or encumbrance under, any material agreement, instrument, license, or permit to which Capital is a party or by which Capital or any of its assets may be bound; or (5) require on the part of Capital the approval, consent, waiver, authorization or act of, or the making by Capital of any declaration, filing or registration with, any person or entity.

3.3 **Insolvency.** No insolvency proceedings of any character, including without limitation bankruptcy, receivership, reorganization, composition or arrangement with creditors, voluntary or involuntary, affecting Capital is pending or, to Capital's knowledge, threatened, and Capital has not made any assignment for the benefit of creditors. Capital has not taken any actions with a view to, or which would constitute the basis for, the institution of any such proceedings.

3.4 **Broker's Fees.** Capital is not a party to any contract with any broker or other person or entity who, in any fashion, may have a claim for remuneration or compensation from Trinity or Capital with respect to the transactions contemplated by this Agreement.

3.5 **Completeness of Statements and Accuracy of Documents.** No representation, warranty or statement made by Capital in this Agreement, or furnished by or on behalf of Capital to Trinity or its agents pursuant hereto or thereto, or in connection with the transactions contemplated hereby, contains any untrue statement of a material fact or omits to state a material fact necessary in order to make a statement contained herein not misleading. Unless the context otherwise compels, all representations and warranties of Capital contained in this Agreement shall be true and complete both as of the date hereof and as of the Closing. All copies of Contracts and other documents delivered by Capital to Trinity in connection with the transactions contemplated by this Agreement are complete and accurate and have not been modified by any oral agreements.

3.6 **Trinity Commitments.** Following the Closing, Capital intends to honor Trinity's existing commitments to the Theological Consortium of Greater Columbus, Inc., and any similar existing commitments of Trinity.

3.7 **Endowment Assets.** Capital, after obtaining control of the Endowment Assets, intends to utilize the Trinity endowment in support of the Seminary operations and its educational programs, though that support may also benefit other related Capital programs, so long as such uses are in accordance with the original donors' instructions for such endowment, or any modifications or restrictions imposed by the Ohio Attorney General or the Franklin County, Ohio Probate Court.

3.8 **Real Property.** Capital, after obtaining ownership of the Real Property, intends to utilize the Real Property in support of Seminary and university operations and programs. In the event that Trinity Real Property assets are sold, the proceeds from any sale shall first be used to

reimburse Capital for its actual costs of ownership of that Real Property and its investments made in the Seminary, any costs or charges incurred as a result of private equity fund capital calls on Endowment Assets, and/or any indemnification paid by Capital to Trinity pursuant to Section 9.2 below, and the remainder shall be applied primarily in support of Seminary operations, though that support may also benefit other Capital programs as guided by Capital's ELCA mission. In lieu of selling the Real Property, Capital may choose to lease the Real Property to a third party and use the proceeds from such lease as described in this Section 3.8.

ARTICLE 4

COVENANTS OF TRINITY PENDING CLOSING

During the period from the date of this Agreement until the Closing, Trinity shall comply with the covenants set forth in this Article 4.

4.1 **Representations and Warranties.** Trinity shall promptly notify Capital in writing if it becomes aware of (a) any fact or condition that causes or constitutes a breach of any of Trinity's representations and warranties made as of the date of this Agreement, or (b) the occurrence after the date of this Agreement of any fact or condition that would or be reasonably likely to (except as expressly contemplated by this Agreement) cause or constitute a breach of any such representation or warranty had that representation or warranty been made as of the time of the occurrence of, or Trinity's discovery of, such fact or condition. Should any such fact or condition require any change to this Agreement, including any exhibit or schedule hereto, Trinity shall promptly deliver to Capital a written notice specifying such change. During the same period, Trinity shall also promptly notify Capital of the occurrence of any breach of any covenant of Trinity in this Article 4 or of the occurrence of any event that may make the satisfaction of any of the conditions in Articles 6 or 7 impossible or unlikely.

4.2 **Disposition of Assets.** Trinity shall not sell, assign, lease, or otherwise transfer or dispose of any of the Assets, or agree to do any of the foregoing, other than in the ordinary course of business. Trinity shall maintain all Assets in good repair. Notwithstanding the foregoing, the expiration by their terms of Assumed Contracts prior to Closing shall not be deemed a violation of this Agreement.

4.3 **Investments.** Trinity shall not invest in any new private equity funds or further invest in any private equity funds in which Trinity has previously invested.

4.4 **Encumbrances.** Trinity shall not create, assume or allow to be created any liability, mortgage, lien, pledge, condition, charge, or encumbrance of any nature whatsoever upon the Assets, except for (a) liens disclosed on Schedule 4.4, which liens shall be removed on or prior to the Closing Date and (b) Permitted Liens.

4.5 **Access to Information.** Trinity shall give Capital and its authorized representatives access, during normal business hours and with reasonable prior notice, to the Assets and to the books, records, contracts, and documents relating to the Seminary, the Assets, and/or the Assumed Liabilities for the purpose of conducting Capital's due diligence, provided that such inspection shall not unreasonably interfere with the business and operations of Trinity.

4.6 **Insurance.** Trinity shall maintain the existing insurance policies on the Assets through the Closing Date or secure comparable replacement policies of insurance therefor.

4.7 **Notice of Proceedings.** Trinity shall notify Capital promptly (and in any event within five (5) business days) upon receipt of notice of any actual or threatened material claim, dispute, arbitration, litigation, complaint, judgment, order, decree, action or other legal proceeding relating to Trinity, the Seminary, the Assets, the Assumed Liabilities or the consummation of the transactions contemplated by this Agreement.

4.8 **Performance under Assumed Contracts.** Trinity will perform in all material respects its obligations under, and keep in effect, the Assumed Contracts (subject to expiration of Assumed Contracts in accordance with their respective terms).

4.9 **Books and Records.** Trinity shall maintain its books and records relating to the Seminary, the Assets and the Assumed Liabilities in all material respects in accordance with past practices.

4.10 **Compliance with Laws.** Trinity shall comply in all material respects with all Laws applicable or relating to the ownership or operation by Trinity of the Assets.

4.11 **Solicitations.** Trinity shall not directly or indirectly solicit, initiate, encourage or entertain any inquiries or proposals from, discuss or negotiate with, provide any non-public information to, or consider the merits of any inquiries or proposals from, any person or entity (other than Capital) relating to the sale of any of the Assets. Trinity shall notify Capital of any such inquiry or proposal within twenty-four (24) hours of receipt or awareness of the same by Trinity.

4.12 **Modification of Obligations.** Trinity shall not (a) enter into any other contracts relating to the Seminary or the Assets; (b) make any material modification to any Assumed Contract or governmental authorization relating to the Seminary; (c) enter into any compromise or settlement of any litigation, other legal proceeding or governmental investigation relating to the Assets, the Seminary or the Assumed Liabilities; or (d) agree to do any of the foregoing.

4.13 **Conditions.** Trinity shall use its best efforts to cause each of the conditions to Closing set forth in Sections 6.1, 6.2, 6.4, 6.6, and 7.3 to be satisfied at or prior to the Closing.

ARTICLE 5

COVENANTS OF CAPITAL PENDING CLOSING

During the period from the date of this Agreement until the Closing, Capital shall comply with the covenants set forth in this Article 5.

5.1 **Representations and Warranties.** Capital shall promptly notify Trinity in writing if it becomes aware of (i) any fact or condition that causes or constitutes a breach of any of Capital's representations and warranties made as of the date of this Agreement, or (ii) the occurrence after

the date of this Agreement of any fact or condition that would or be reasonably likely to (except as expressly contemplated by this Agreement) cause or constitute a breach of any such representation or warranty had that representation or warranty been made as of the time of the occurrence of, or Capital's discovery of, such fact or condition. Should any such fact or condition require any change to this Agreement, including any exhibit or schedule hereto, Capital shall promptly deliver to Trinity a written notice specifying such change. During the same period, Capital shall also promptly notify Trinity of the occurrence of any breach of any covenant of Capital in this Article 5 or of the occurrence of any event that may make the satisfaction of any of the conditions in Articles 6 or 7 impossible or unlikely.

5.2 **Conditions.** Capital shall use its best efforts to cause each of the conditions to Closing set forth in Sections 6.5, 7.1, 7.2, and 7.4 to be satisfied at or prior to the Closing.

ARTICLE 6

CONDITIONS TO CAPITAL'S OBLIGATIONS

Capital's obligations under this Agreement shall be subject to the satisfaction of the following conditions prior to or at the Closing, unless waived by Capital:

6.1 **Representations and Warranties of Trinity True at Closing.** The representations and warranties set forth in Article 2 shall be true and correct, to the best of Trinity's knowledge, in all material respects at and as of the Closing Date with the same force and effect as though such representations and warranties had been made on the Closing Date, except (i) that those representations and warranties that are subject to any materiality, Material Adverse Effect or similar qualifier shall be true and correct in all respects in accordance with their terms when made and as of the Closing Date, (ii) for changes specifically permitted by this Agreement, and (iii) that those representations and warranties which address matters only as of a particular date shall remain true and correct as of such date.

6.2 **Compliance with Agreement.** Trinity shall have performed and complied in all material respects with all its obligations under this Agreement which are to be performed, or complied with, prior to or at the Closing.

6.3 **Litigation; Adverse Change.** No legal proceeding shall have been commenced or threatened against Trinity which would have an adverse effect on Capital's ownership of the Assets. No legal proceeding shall have been instituted or threatened by any third party before any court or Governmental Authority to restrain or prohibit, or to obtain damages in respect of, this Agreement or the performance of the obligations set forth in this Agreement.

6.4 **No Contravention.** Neither the consummation nor the performance of any of the transactions contemplated by this Agreement will, directly or indirectly (with or without notice or lapse of time), contravene, or conflict with, or result in a violation of, or cause Capital to suffer any adverse consequence under (a) any applicable Law or order, or (b) any Law or order that has been published, introduced, or otherwise proposed by or before any Governmental Authority, excluding bulk sales laws.

6.5 **Title Insurance.** Capital shall have obtained a title insurance policy for each parcel comprising the Real Property, which policy shall be issued by such title company as selected by Capital, shall insure that Capital will acquire a good and marketable title to the Real Property subject to existing Permitted Liens of record, shall contain such available endorsements as may be reasonably requested by Capital, and shall delete or omit the standard exceptions.

6.6 **Consents.** All required consents shall have been obtained including, but not limited to, consent for the transaction from the Ohio Attorney General (pursuant to its authority under Section 1702.39 and Sections 1715.51 et seq. of the Ohio Revised Code, and consent from the Franklin County, Ohio Probate Court concerning the transfer of the Trinity Endowment under the Uniform Prudent Management of Institutional Funds Act. Trinity shall have received the Governmental Consents, ELCA approval, Accrediting Agencies approval, U.S. Department of Education approval, and any other required third-party consents (together the “**Approvals**”), or evidence, reasonably satisfactory to Capital, that the Approvals will be issued to Capital on or before the Closing Date.

6.7 **Closing Deliveries.** Capital shall have received all items required to be delivered by Trinity under Section 8.2.

6.8 **Material Adverse Effect.** There shall not have been any change, event, occurrence or development that has had or could reasonably be expected to have a Material Adverse Effect on the Assets.

6.9 **Due Diligence Review.** No later than 20 days prior to Closing, Capital shall have completed, to its satisfaction in its sole discretion, its due diligence review of the Assets including, but not limited, satisfactory completion of title searches, a Phase I Environmental Audit of the Real Property, and its review of the Endowment Assets.

6.10 **Schedules and Exhibits.** All schedules and exhibits referenced in this Agreement shall have been completed to Capital’s satisfaction in its sole discretion.

6.11 **Mortgagees Consent.** Mortgagee’s written consent(s) to Capital’s assumption of Assumed Mortgages. [NOTE: please confirm whether Capital is assuming any mortgages.]

6.12 **Real Property Inspection.** Following the Effective Date, and until Closing (the “**Due Diligence Period**”), Trinity shall permit Capital and Capital’s representatives to enter the Real Property at any time for the purpose of conducting inspections and investigations reasonably required by Capital in order to determine the suitability of the Real Property for Capital’s purposes (collectively, the “**Inspections**”). During the Due Diligence Period, Capital shall also review the status of title to the Real Property and all matters relating to the Survey. Capital shall promptly repair any damage to the Real Property attributable to the conduct of the Inspections, and shall promptly return the Real Property to substantially the same condition as existed prior to the conduct thereof. No Inspections shall be conducted without Trinity’s approval as to the time and manner thereof, which approval shall not be unreasonably withheld, conditioned or delayed. At Trinity’s request, any such Inspection shall be performed in the presence of a representative of Trinity. Capital shall cause copies of all information and written materials obtained or generated in connection with the conduct of all Inspections, including any tests and

environmental studies conducted of the Property (“**Reports**”), to be delivered to Trinity upon issuance thereof without cost to Trinity. If the results of the Inspections or the Reports are not acceptable to Capital, or if Capital is not satisfied with the status of title to the Real Property or any matter shown on the Survey, Capital may terminate this Agreement by written notice given to Trinity prior to the expiration of the Due Diligence Period, in which event neither of the parties shall have any further rights or obligations hereunder except for obligations that specifically survive the termination of this Agreement. If Capital fails to terminate this Agreement prior to the expiration of the Due Diligence Period, Capital shall be deemed to have waived the contingency set forth in this Section, approved the status of title of the Real Property and all matters shown on the Survey, and elected to proceed with the transfer of the Real Property.

6.13 **Trinity Benefit Plans**. Unless notified in writing by Capital at least ten (10) business days prior to the Closing, Trinity shall, as of the Closing: (i) discontinue its participation in any employee benefit plan that is administered by the Board of Pensions of the ELCA (by providing any required notice that it is discontinuing its status as a participating employer in any such plan and/or taking any other action necessary to cease participation in any such plan); and (ii) terminate its participation in any other Employee Plan (and, to the extent specified by Capital, any related insurance policies and bonds); provided, however, Trinity may elect to continue any group medical, accident or welfare Employee Plans subject to COBRA in order to provide continuation coverage to any Qualified Beneficiaries. Trinity shall provide to Capital at the Closing with documentation satisfactory to Capital evidencing any such discontinuances and terminations. The parties acknowledge and agree that Capital shall not assume the responsibilities or any liabilities related to the Employee Plans as maintained or sponsored by Trinity and the Employee Plans or any insurance policies related to the same shall not be assigned or transferred to Capital.

ARTICLE 7

CONDITIONS TO TRINITY’S OBLIGATIONS

Trinity’s obligations under this Agreement shall be subject to the satisfaction of the following conditions prior to or at the Closing unless waived by Trinity:

7.1 **Representations and Warranties of Capital True at Closing**. The representations and warranties set forth in Article 3 shall be true and correct in all material respects at and as of the Closing Date with the same force and effect as though such representations and warranties had been made on the Closing Date, except (a) that those representations and warranties that are subject to any materiality, Material Adverse Effect or similar qualifier shall be true and correct in all respects in accordance with their terms when made and as of the Closing Date, (b) for changes specifically permitted by this Agreement, and (c) that those representations and warranties which address matters only as of a particular date shall remain true and correct as of such date.

7.2 **Compliance With Agreement**. Capital shall have performed and complied in all material respects with all its obligations under this Agreement which are to be performed, or complied with, prior to or at the Closing.

7.3 **Creditor Consents**. Trinity shall have received written consent, on terms satisfactory to Capital, of all creditors identified on Exhibit G, to the consummation of the transaction contemplated by this Agreement.

7.4 **Consents**. All required consents shall have been obtained including, but not limited to, consent for the transaction from the Ohio Attorney General (pursuant to its authority under Section 1702.39 and Sections 1715.51 et seq. of the Ohio Revised Code, and consent from the Franklin County, Ohio Probate Court concerning the transfer of the Trinity Endowment under the Uniform Prudent Management of Institutional Funds Act. Trinity shall have received the Approvals, or evidence, reasonably satisfactory to Capital, that the Approvals will be issued to Capital on or before the Closing Date.

7.5 **Closing Deliveries**. Trinity shall have received all items required to be delivered by Capital under Section 8.3 of this Agreement.

7.6 **Due Diligence Review**. Trinity shall have completed, to its satisfaction in its sole discretion, (a) its due diligence review of Capital's financial and operational capabilities and (b) its review of the Phase I Environmental Audit of the Real Property.

7.7 **Material Adverse Effect**. There shall not have been any change, event, occurrence or development that has had or could reasonably be expected to have a Material Adverse Effect on the Assets.

7.8 **Schedules and Exhibits**. All schedules and exhibits referenced in this Agreement shall have been completed to Capital's satisfaction in its sole discretion.

ARTICLE 8

CLOSING; TERMINATION; POST CLOSING

8.1 **Closing**. The closing of the transaction contemplated in this Agreement (the "**Closing**") shall take place at such location as is acceptable to Capital and Trinity, or electronically, on [REDACTED], 2018 (the "**Closing Date**"), unless Capital and Trinity otherwise agree in writing. Subject to the provisions of Articles 6 and 7, failure to consummate the purchase and sale provided for in this Agreement on the date and time and at the place determined pursuant to this Section 8.1 will not result in the termination of this Agreement and will not relieve either party of any obligation under this Agreement. In such a situation, the Closing will occur as soon as practicable, subject to satisfaction of the conditions set forth in Articles 6 and 7.

8.2 **Deliveries by Trinity**. At the Closing, Trinity shall deliver to Capital:

- (a) a receipt of assets executed by Trinity, in form and substance reasonably acceptable to the parties, for all of the Assets that are tangible personal property (the "**Receipt of Assets**");

- (b) an assignment of all of the Assets that are Assumed Contracts or Intangible Personal Property, in form and substance reasonably acceptable to the parties, which assignment shall also contain Capital's undertaking and assumption of the Assumed Liabilities (the "**Assignment and Assumption Agreement**");
- (c) legal, valid and binding discharges (in form and substance reasonably satisfactory to Capital and its counsel), in recordable form, of all mortgages or other liens on the Real Property, other than Permitted Liens, identified by Capital through its examination of record title;
- (d) a certificate of an executive officer of Trinity, in form and substance reasonably satisfactory to Capital, certifying as to (i) the resolutions of the board of governors of Trinity approving and authorizing this Agreement and the transactions contemplated hereby and thereby, (ii) the incumbency of persons authorized to execute, deliver and perform on behalf of Trinity this Agreement, (iii) the Articles of Incorporation of Trinity, (iv) the By-laws of Trinity, and (v) the satisfaction of the conditions set forth in Sections 6.1 and 6.2;
- (e) a good standing certificate of Trinity issued by the Secretary of State of the State of Ohio and dated within ten (10) days of the Closing Date;
- (f) any consents to assignments from third parties relating to the Assumed Contracts that require such consent, as well as any other consents which Trinity is legally obligated to obtain to the extent that the failure to obtain any such consent would cause a Material Adverse Effect on Capital's ability to operate the Assets with respect to the Seminary;
- (g) except for Permitted Liens, legal, valid and binding UCC-3 termination statements (in form and substance reasonably satisfactory to Capital and its counsel), in recordable form, for which a UCC financing statement is of record with respect to any of the Assets;
- (h) quit-claim deeds related to the Real Property, duly executed by Trinity;
- (i) the PTO Schedule;
- (j) the Student Records; and
- (k) such other bills of sale, certificates of title, documents and other instruments of transfer and such other instruments of conveyance as Capital may reasonably request in order to effect the sale, transfer, conveyance and assignment to Capital of valid ownership of the Assets and such other documents as may reasonably be requested by Capital, each in form and substance reasonably satisfactory to Capital.

8.3 **Capital's Deliveries.** At the Closing, Capital shall deliver to Trinity:

- (a) The Purchase Price;
- (b) the Assignment and Assumption Agreement, executed by Capital;
- (c) a certificate of an executive officer of Capital, in form and substance reasonably satisfactory to Trinity, certifying as to (i) the resolutions of the board of directors of Capital approving and authorizing this Agreement and the transactions contemplated hereby and thereby, (ii) the incumbency of persons authorized to execute, deliver and perform on behalf of Capital this Agreement, (iii) the Articles of Incorporation of Capital, (iv) the By-laws of Capital, and (v) the satisfaction of the conditions set forth in Sections 7.1 and 7.2;
- (d) a good standing certificate of Capital issued by the Secretary of State of the State of Ohio and dated within ten (10) days of the Closing Date;
- (e) such other documents as may reasonably be requested by Trinity, each in form and substance reasonably satisfactory to Trinity.

8.4 **Termination.** This Agreement may be terminated at any time prior to the Closing (the date of such termination, the "**Termination Date**") as follows:

- (a) Capital and Trinity may terminate this Agreement by mutual written consent at any time prior to the Closing.
- (b) Trinity may terminate this Agreement by giving written notice to Capital at any time prior to the Closing (i) in the event Capital has breached any representation, warranty, or covenant contained in this Agreement, Trinity has notified Capital of the breach, and the breach has continued without cure for a period of ten (10) days after the notice of breach, or (ii) if the Closing shall not have occurred on or before [REDACTED] (the "**Drop Dead Date**"), by reason of the failure of any condition precedent under Article 7 (unless the failure results primarily from Trinity breaching any representation, warranty, or covenant contained in this Agreement).
- (c) Capital may terminate this Agreement by giving written notice to Trinity at any time prior to the Closing (i) in the event Trinity has breached any representation, warranty, or covenant contained in this Agreement, Capital has notified Trinity of the breach, and the breach has continued without cure for a period of ten (10) days after the notice of breach, or (ii) if the Closing shall not have occurred on or before the Drop Dead Date, by reason of the failure of any condition precedent under Article 6 (unless the failure results primarily from Capital breaching any representation, warranty, or covenant contained in this Agreement).

- (d) Either party may terminate this Agreement in the event the results of the due diligence review of the Assets, as specified in Sections 6.9 and 7.6 above, are not acceptable to Capital or Trinity, or if either party is not satisfied with the status of the Endowment Assets or the proposed transfer of such Endowment Assets, by providing written notice to the other party no later than ten (10) days prior to Closing, in which event neither party shall have any further rights or obligations hereunder except for obligations that specifically survive the termination of this Agreement. If either party fails to terminate this Agreement as specified in this Section 8.4(d), that party shall be deemed to have waived the conditions set forth in Sections 6.9 and 7.2 above, as applicable.
- (e) Either party may terminate this Agreement by giving written notice to the other party at any time prior to the Closing in the event the financial position of itself, or the other party, materially changes prior to the Closing.

8.5 **Effect of Termination**. Except for the provisions of Article 10, which shall survive any termination of this Agreement, if any party terminates this Agreement pursuant to Section 8.4 above, then all rights and obligations of the parties hereunder shall terminate without any liability of either party to the other party, except for any liability of any party then in breach. The termination of this Agreement shall not affect the rights of the non-breaching party to pursue any remedy available to it for such breach.

ARTICLE 9 **INDEMNIFICATION**

9.1 **Capital Indemnity**. Until the Closing, Trinity hereby indemnifies and agrees to hold Capital and Capital’s officers, directors, trustees, employees, attorneys, accountants and agents (collectively, the “**Capital Parties**”) harmless from, against and in respect of:

- (a) any and all Loss suffered or incurred by Capital Parties by reason of any untrue or inaccurate representation, breach of warranty or non-fulfillment of any covenant by Trinity contained herein, or in any schedule, exhibit, certificate, document or instrument delivered to Capital pursuant hereto or thereto or in connection herewith or therewith; and
- (b) any and all actions, suits, proceedings, claims, demands, assessments, judgments, costs and expenses, including legal fees and expenses, incident to any of the foregoing or incurred in investigating or attempting to avoid the same or to oppose the imposition thereof, or in enforcing this indemnity.

9.2 **Trinity Indemnity**.

- (a) Until the Closing, Capital hereby agrees to indemnify and hold Trinity and Trinity’s officers, directors, trustees, employees, attorneys, accountants and agents (collectively, the “**Trinity Parties**”) harmless from, against and in respect of:

- (i) any and all loss suffered or incurred by any Trinity Parties by reason of any untruth or misrepresentation, breach of warranty or non-fulfillment of any covenant by Capital contained herein, or in any schedule, exhibit, certificate, document or instrument delivered to Trinity pursuant hereto or thereto or in connection herewith or therewith;
 - (ii) any and all losses resulting from claims for damages arising out of any violation by Capital, its affiliates, officers, employees, and representatives of an individual's rights under FERPA; and
 - (iii) any and all actions, suits, proceedings, claims, demands, assessments, judgments, costs and expenses, including legal fees and expenses, incident to any of the foregoing or incurred in investigating or attempting to avoid the same or to oppose the imposition thereof, or in enforcing this indemnity; and
- (b) Following the Closing, for a period of five (5) years, Capital hereby agrees to indemnify and hold Trinity Parties harmless from, against and in respect of any liability or claim arising from or related to breach of fiduciary duty with respect to Trinity's management and investment of the Endowment Assets over and above that which is covered by Trinity's tail insurance as required under Section 9.3 below.

9.3 Procedure.

- (a) **Insurance.** Trinity shall, prior to the Closing Date, purchase tail coverage for both primary and excess coverage for its existing general liability, directors' and officers' liability, and professional liability insurance coverages, to extend for a period of at least five years from the Closing Date to insure coverage of claims against Trinity arising prior to the Closing Date. Such claims against Trinity and all obligations of Trinity, whether known or unknown as of the Closing Date, are collectively referred to in this Agreement as a "**Claim**" or "**Claims**".
- (b) **Third Party Claims.** Upon receipt by the indemnifying party (the "**Indemnitor**") of any notice of an indemnification claim based upon an asserted liability or obligation to a person or entity that is not a party to this Agreement (a "**Third Party Claim**"), Indemnitor shall be entitled to assume, upon written notice to the party being indemnified (the "**Indemnitee**"), the administration and defense of such Third Party Claim with counsel that is reasonably satisfactory to the Indemnitee and shall proceed with the administration and defense of such Third Party Claim diligently and in good faith. The Indemnitee shall have the right to participate in, but not control, the defense of such claim(s) at its sole cost and expense. The Indemnitor may not settle any Third Party Claim unless it contains a full unconditional release of the Indemnitee and unless the Indemnitee consents in writing, which consent shall not be unreasonably withheld. In the

event the Indemnitor declines or fails to timely pursue the defense of the Third Party Claim or fails to diligently pursue such Third Party Claim, the Indemnitee shall have the right to assume such defense and to be reimbursed for the costs and expenses (including the cost of investigation and reasonable attorneys' fees) thereof.

ARTICLE 10

MISCELLANEOUS

10.1 **Entire Agreement.** This Agreement and the respective exhibits and schedules hereto and thereto, constitute the entire agreement of the parties with respect to the subject matter hereof and thereof, and supersede all prior understandings of the parties with respect to such subject matter. No change, modification, addition or termination of this Agreement or any exhibit or schedule hereto or thereto shall be enforceable unless in writing and signed by the party against whom enforcement is sought.

10.2 **Benefit.** This Agreement shall bind and benefit Capital, Trinity and their respective personal representatives, successors and assigns; provided, however that this Agreement shall not be assignable by either party without the prior written consent of the other party, which consent may be withheld by the other party in its sole and absolute discretion.

10.3 **Attorney Fees and Expenses.** Each of the parties hereto shall pay the fees and expenses of its respective counsel, accountants and other experts and shall pay all other filing fees, costs and expenses incurred by it in connection with the negotiation, preparation and execution of this Agreement and the consummation of the transactions contemplated hereby and thereby, except as may be set forth herein.

10.4 **No Third Party Rights.** Except as set forth in Sections ~~10.1 and 10.2~~ 9.1 and 9.2, none of the provisions of this Agreement shall be deemed to create any obligation or liability of any party to any person or entity that is not a party to this Agreement, whether under a third-party beneficiary theory, the Law of transferee or successor liability, or otherwise.

10.5 **Arbitration.** Except as otherwise provided to the contrary below, any dispute arising out of or related to this Agreement that the parties are unable to resolve within sixty (60) days of the first written notice from one party to the other regarding such dispute shall be settled by arbitration by a panel of three (3) neutral arbitrators who shall be selected in accordance with the procedures set forth in the commercial arbitration rules of the American Arbitration Association. The persons selected as arbitrators shall have prior experience in higher education but need not be professional arbitrators, and persons such as lawyers, accountants, brokers and bankers shall be acceptable. The arbitration hearing shall be conducted in accordance with the commercial arbitration rules of the American Arbitration Association in Ohio. The written decision of a majority of the arbitrators shall be final and binding on the parties. The costs and expenses of the arbitration proceeding shall be divided equally by the parties and each party shall bear its own attorney fees. The amount of any award shall be set forth in the decision and award of the arbitrators. The arbitrators shall not have any authority to award punitive damages, treble damages, consequential or indirect damages, or any other damages not measured by the

prevailing party’s actual damages. Judgment on the award, if it is not paid within thirty days, may be entered in any court having jurisdiction over the matter. No action at Law or suit in equity based upon any claim arising out of or related to this Agreement shall be instituted in any court by Trinity or Capital against the other except (a) an action to compel arbitration pursuant to this Section, (b) an action to enforce the award of the arbitration panel rendered in accordance with this Section, or (c) as may be necessary to obtain appropriate injunctive relief in the event that the other party takes, or threatens to take, action reasonably likely to result in irreparable harm to the other party prior to the date on which an arbitration proceeding could otherwise be commenced.

10.6 **Construction.** Any reference to any federal, state, local, or foreign statute or law shall be deemed also to refer to all rules and regulations promulgated thereunder, unless the context requires otherwise. The word “including” shall mean including, without limitation. Words used herein, regardless of the number and gender specifically used, shall be deemed and construed to include any other number, singular or plural, and any other gender, masculine, feminine, or neuter, as the context requires. Unless otherwise specified herein, all accounting terms used therein shall be interpreted and all accounting determinations thereunder shall be made in accordance with GAAP.

10.7 **Governing Law; Jurisdiction.** This Agreement shall be governed by, and construed in accordance with, the Laws of the State of Ohio without reference to choice of Law principles, including all matters of construction, validity and performance. Subject to Section 10.5, any action or proceeding seeking to enforce any provision of, or based on any right arising out of, this Agreement shall be brought against either of the parties under the exclusive jurisdiction of the courts of the State of Ohio, and each of the parties consents to the jurisdiction and service of process provisions of such courts (and of the appropriate appellate courts) in any such action or proceeding and waives any objection to venue being laid in Franklin County. Process in any action or proceeding referred to in the preceding sentence may be served on any party anywhere in the world.

10.8 **Notices.** All notices, requests, demands and other communications under this Agreement must be in writing and will be deemed duly given, unless otherwise expressly indicated to the contrary in this Agreement: (i) when personally delivered; (ii) three (3) days after having been deposited in the United States mail, certified or registered, return receipt requested, postage prepaid, addressed to the parties at the following addresses; (iii) the next business day after having been dispatched by a nationally recognized overnight courier service, addressed to the parties at the following addresses with an acknowledgment of receipt requested; or (iv) upon receipt of confirmation of a telephonic facsimile transmission if sent by telephonic facsimile at the following facsimile numbers on a business day or, if not sent on a business day, on the next succeeding business day:

If to Trinity: [REDACTED]

With a copy to: [REDACTED]

If to Capital: Capital University
Attn: Tanya Poteet
1 College and Main
Columbus, Ohio 43209
Facsimile: (614) 236-6751

With a copy to: Benesch, Friedlander, Coplan,
& Aronoff LLP
Attn: Martha J. Sweterlitsch, Esq.
41 S. High Street, Suite 2600
Columbus, Ohio 43215
Facsimile: (614) 223-9330

Such names and addresses may be changed by either party by notice given to the other party in accordance with this Section 11.8.

10.9 **Headings**. The headings in this Agreement are intended solely for convenience or reference and shall be given no effect in the construction or interpretation of this Agreement

10.10 **Signatures**. This Agreement may be executed in one or more counterparts, all of which shall be considered one and the same Agreement, and shall become effective when one or more counterparts have been signed by each of the parties to this Agreement. Facsimile signatures shall have the same force and effect as manual signatures delivered in person.

10.11 **Severability**. If any provision of this Agreement is held by a court of competent jurisdiction to be illegal or unenforceable, the remaining provisions of this Agreement shall not be affected, and such provision shall be construed and enforced in a manner designed to effectuate the intent expressed in this Agreement to the maximum extent permitted by Law.

10.12 **Interpretation, No Presumption**. It is acknowledged by the parties that this Agreement has undergone several drafts with the negotiated suggestions of both parties and their legal counsel and, therefore, no presumptions shall arise favoring either party by virtue of the authorship of any of its provisions or ambiguities that may be associated therewith.

10.13 **Further Assurances**. Each party agrees that, from and after the Closing Date, such party shall cooperate with the other party, and execute, acknowledge and deliver, or cause to be executed, acknowledged and delivered, such other documents or instruments and to take, or cause to be taken, such further or other actions as the requesting party may reasonably deem necessary, to carry out the intent and purposes of this Agreement, and to consummate and give effect to the transactions contemplated hereby and thereby.

10.14 **Risk of Loss**. The risk of any loss, damage or destruction to any of the Assets from fire, accident or other casualty or cause (“**Casualty**”) shall be borne by Trinity at all times prior to the Closing. Notwithstanding the foregoing, in the event of any loss or damage to any of the Assets as a result of any Casualty prior to the Closing, Trinity shall promptly notify Capital of same in writing, stating with reasonable particularity the extent of the loss or damage incurred, the cause

thereof, if known, and the extent to which restoration, replacement and repair of the Assets lost or destroyed will be reimbursed under any insurance policy with respect thereto. In the event the loss (a) exceeds \$250,000 and the damaged Assets cannot be substantially repaired or restored by the later of the Drop Dead Date or seventy-five (75) days after the occurrence of the Casualty; or (b) would have a Material Adverse Effect, Capital shall have the option to: (i) terminate this Agreement, (ii) postpone the Closing until such time as the Assets have been substantially repaired, replaced or restored, or (iii) elect to consummate the Closing and accept the Assets in their “then” condition, in which event Trinity shall assign to Capital all rights under any insurance claim covering the loss and pay over to Capital any proceeds, including reimbursement for any deductibles, under any such insurance policy received by Trinity with respect thereto. Trinity shall also assign to Capital all rights under any insurance claim covering the loss and pay over to Trinity any insurance proceeds, including reimbursement for any deductibles, if Capital consummates the Closing hereunder following the occurrence of a Casualty which would not cause a loss in excess of \$250,000 or have a Material Adverse Effect.

10.15 **Waiver of Compliance; Consents.** Except as otherwise provided in this Agreement, any failure of any of the parties to comply with any obligation, representation, warranty, covenant, agreement, or condition herein may be waived by the party entitled to the benefit thereof only by a written instrument signed by the party granting such waiver, but such waiver or failure to insist upon strict compliance with such obligation, representation, warranty, covenant, agreement, or condition shall not operate as a waiver of, or estoppel with respect to, any subsequent or other failure. Whenever this Agreement requires or permits consent by or on behalf of any party hereto, such consent shall be given in writing in a manner consistent with the requirements for a waiver of compliance as set forth in this Section 10.16.

10.16 **Public Announcements.** All general notices, releases, statements and communications to employees, suppliers, distributors and customers of either of the parties to this Agreement and to the general public and the press relating to the transactions covered by this Agreement shall be made only at such times and in such manner as may be mutually agreed upon by Trinity and Capital.

{The remainder of this page has been intentionally left blank}

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above written.

TRINITY:

TRINITY LUTHERAN SEMINARY

By: _____
Name:
Title:

CAPITAL:

CAPITAL UNIVERSITY

By: _____
Name:
Title:

DRAFT

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Other issues:

In addition to the matters evident from the comments and revisions in the text of the agreement, there are several issues that the institutions will continue to work on to effectuate the reunion

March 17, 2017

Tom Cunniff
Associate General Counsel
Evangelical Lutheran Church in America

Mr. Cunniff,

The Board of Trustees of Capital University and the Board of Directors of Trinity Lutheran Seminary have authorized us, the Presidents of each institution, to work toward the reunion of our institutions which are connected by more than a century of shared history.

From our exploration and planning to strengthen both institutions, we have together decided that the best mechanism for creating a unified institution is through an Asset Acquisition of Trinity by Capital University. Per ELCA requirements to obtain church approval, we are submitting for consideration at the March meeting of the Church Council the following:

- 1) Draft bylaws for Capital University, which incorporate Trinity Lutheran Seminary within the university and follows ELCA requirements for unincorporated seminaries as a unit of a university; and
- 2) A draft Asset Transfer Agreement, which addresses how the Capital will acquire and utilize the assets of Trinity such that Trinity will become a school of the university.
 - There are some details still in discussion and the parties are gathering further information to finalize these, including the mechanism for the transfer of the endowment funds and the indemnity provision.

It is our hope that, with ELCA approval, the Boards of Capital and Trinity will approve these documents in June, with the closing date of the transfer on December 31, 2017.

Sincerely,

Dr. Elizabeth L. Paul
President, Capital University

The Rev. Dr. Robert C. Barger
President, Trinity Lutheran Seminary

CAPITAL UNIVERSITY BYLAWS

ARTICLE I

Name

The name of the institution is Capital University.

ARTICLE II

Confession of Faith

The confession of faith of Capital University shall be the Christian faith as expressed by the Evangelical Lutheran Church in America.

ARTICLE III

Church Relationship

The university shall be an institution of the Evangelical Lutheran Church in America (ELCA), with responsibilities for governance and administration of the university vested in the board of trustees. The university shall maintain primary formal relationship with the six Synods of Region VI of the ELCA (Southern Ohio, Northwestern Ohio, Northeastern Ohio, North/West Michigan, Southeast Michigan, and Indiana-Kentucky), and with all expressions of the ELCA.

ARTICLE IV

Aim and Purpose

Aligning with the educational values of Lutheran higher education, the aim and purpose of the university shall be:

- A. To exist as an academic community of diverse interests.
- B. To be dedicated to the free pursuit of knowledge through a shared experience in living and learning, always emphasizing the students' rights and opportunities to grow in freedom and responsibility.
- C. To realize the value of the traditional liberal arts, and at the same time, recognize that education may be directed toward some particular professional or personal goal and must offer both the student and the graduate the opportunity for a life of personal fulfillment and the challenge of service to others.
- D. To look outward from the campus community to the larger community where the ultimate value of its dedication to the pursuit of knowledge and the development of meaningful vocations in the lives of its graduates must, in the end, be assessed.

ARTICLE V

Board Authority and Responsibilities

Section 1. The board of trustees shall have and exercise those corporate powers prescribed by law. Its ultimate authority is affirmed through its general, academic, and financial policy-making functions and its responsibility for the corporation's financial health and welfare. The board of trustees shall exercise ultimate institutional authority as set forth in these bylaws and in such other policy documents it deems to be appropriate. These bylaws and other board policy statements shall take precedence over all other institutional statements, documents, and policies.

Section 2. The board of trustees shall have the authority to carry out all lawful functions that are permitted by law, these bylaws or by the articles of incorporation, and to establish the general policies of the university. This authority, in consultation with the president, shall include but shall not be limited to these illustrative functions:

- Determine and periodically review the university's mission and purposes.
- Oversee academic programs, budgets and general administration, and employment of faculty and staff.
- Appoint the president, who shall be the university's chief executive officer, and set appropriate terms of the president's employment, including compensation.
- Support the president and annually assess his or her performance based on mutually agreed-upon goals and other criteria.
- Review and approve proposed changes in the university's academic programs and other major enterprises consistent with the university's mission, plans, and financial resources.
- Approve institutional policies on faculty appointment, promotion, tenure, and dismissal.
- Approve faculty, staff, and administrative handbooks, which shall prescribe the personnel policies and procedures for university employees.
- Approve the annual budget and tuition and fees, regularly monitor the university's financial condition, and establish policy guidelines affecting all institutional assets, including the acquisition and investment of funds and the facilities.
- Contribute financially to the university's fund-raising goals, participate actively in strategies to secure sources of support, and authorize university officers to accept gifts or bequests subject to board policy guidelines.
- Approve the master facilities plan and the university strategic plan.
- Authorize any debt financing and approve the securitization of loans.
- Authorize the construction of new buildings and facilities, and major renovations of existing buildings and facilities.
- Authorize the purchase, sale, and management of land, buildings, or major equipment.
- Approve such policies that contribute to an environment in which students can learn and develop their abilities.
- Approve such policies that protect academic freedom and contribute to an environment in which faculty can teach, pursue their scholarship, and perform public service.
- Approve all earned and honorary degrees through the faculty and president, as they shall recommend.
- Periodically undertake assessments of the board's performance.

ARTICLE VI

Membership of the Board of Trustees

Section 1. The board of trustees shall consist of no fewer than twenty-four (24) and no more than forty-two (42) voting members, at least thirty percent (30%) of whom shall be Lutheran. Six (6) trustees shall be clergy of the Evangelical Lutheran Church in America. One of the six clergy trustees shall be a Synod Bishop representing Region VI or designee. The chair of the Seminary Advisory Board shall be a voting member. The president of the university shall be, at all times throughout his or her term of office, a member of the board of trustees. Up to thirty-five (35) trustees shall be at-large members of the board.

Section 2. New trustees and incumbent members of the board of trustees who are eligible for reelection normally shall be elected at the board's annual meeting by a majority of the trustees then in office. Any unfulfilled term may be filled through a special election at any meeting of the board of trustees. An unfulfilled term occurs upon death, resignation, or removal.

Section 3. Trustees shall serve for four-year terms and shall be eligible for reelection to a maximum of four full consecutive terms, subject to an end of term assessment of performance and recommendation by the governance committee for reelection. Trustees who have served for sixteen consecutive years (exclusive of any partial term) shall be eligible for reelection following a one-year hiatus. If a trustee's term expires while the trustee is serving as an officer, the trustee's term shall continue until the expiration of his or her term as an officer.

Section 4. All trustees serve at the pleasure of the board. A trustee may be removed from office by an affirmative vote of a majority of the trustees. Removal may occur, among other reasons, for failure to attend two consecutive meetings during a term without qualified excuse as determined by the board

Section 5. The governance committee shall recommend candidates for election or reelection to the board in consultation with the president of the university and the chair of the board. A slate of candidates, with biographical information for each prospective trustee candidate, shall be provided to all trustees at least 30 days before the annual or regular meeting of the board of trustees at which an election is scheduled. All trustees shall be elected by the board of trustees.

Section 6. The following shall be ex officio members of the board of trustees, with voice but no vote, and shall not be counted as part of quorum determinations: the president of the Alumni Advisory Board; the chair of the Law School Board of Counselors; the chair of the University Faculty Executive Committee; the president of Student Government; the president of the Student Bar Association of the Law School; a representative from the ELCA church-wide organization; and the Director of the Center for Faith and Learning.

ARTICLE VII

Officers of the University

Section 1. The officers of the university shall be the chair, vice chair, secretary, treasurer, assistant secretary, assistant treasurer, the president, the provost, and the vice presidents. The chair, vice chair, and secretary shall be trustees, whereas the treasurer, assistant secretary, and assistant

treasurer need not be members of the board. The university president is the chief executive officer of the university, and shall not serve as chair, vice chair, secretary, treasurer, assistant secretary, or assistant treasurer.

Section 2. All officers shall serve at the pleasure of the board of trustees, except for the vice presidents who shall serve at the pleasure of the president in consultation with the chair of the board of trustees.

Section 3. The terms of office for officers of the university will vary as provided elsewhere in these bylaws. The board may approve the appointment of other officers upon recommendation of the president.

ARTICLE VIII

Terms and Responsibilities of the Chair and Vice Chair of the Board of Trustees

Section 1. The chair and vice chair shall be elected biennially upon recommendation of the governance committee to a two-year term, and shall be eligible for reelection to a maximum of two full consecutive terms. Vacancies may be filled at any time by a majority vote of the members of the board, but election or reelection shall normally take place at the annual meeting.

Section 2. The chair shall preside at all board and executive committee meetings, have the right to vote on all questions, appoint committee chairs and vice chairs, determine the composition of all board committees (with the exception of the executive committee), and otherwise serve as the spokesperson for the board, and represent the board at university and other functions. He or she shall serve as chair of the executive committee, and ex-officio member of all other standing committees of the board, and have other duties as the board may prescribe from time to time. In the event that the chair resigns before completion of his or her term, the vice chair will succeed to the position of chair for the remainder of that term.

Section 3. In the absence of the chair, the vice chair shall perform the duties of the office of the chair, including presiding at board and executive committee meetings. He or she shall have other powers and duties as the board may from time to time prescribe.

Section 4. It is the expectation of the board that the vice chair will succeed to the position of chair at the end of the chair's term, subject to the agreement of the vice chair, recommendation of the governance committee, and election by the board.

ARTICLE IX

Terms and Responsibilities of the Secretary and Assistant Secretary

Section 1. The secretary shall be elected biennially upon recommendation of the governance committee to a two-year term, and shall be eligible for reelection to a maximum of two full consecutive terms. The assistant secretary shall be elected biennially upon recommendation of the governance committee to a two-year term and, if the individual is not a trustee, shall be eligible for reelection without a maximum number of terms. If the individual elected as the assistant secretary is a trustee, s/he shall be eligible for reelection to a maximum of two full terms. A vacancy may be

filled at any time by a majority vote of the members of the board, but election or reelection shall normally take place at the annual meeting.

Section 2. The secretary shall ensure that bylaw amendments are promptly made as necessary, that minutes of board and executive committee meetings are accurate and promptly distributed to all trustees, that meetings are properly scheduled and trustees notified, that board policy statements and other official records are properly maintained, and that official reports or communications of the board or executive committee are sent, including reports to the ELCA Division for Education and the councils of the ELCA Synods to which the university is related. The secretary shall perform other duties as prescribed from time to time by the board and may be assisted in all duties by a staff member designated by the president.

Section 3. In the absence of the secretary, the assistant secretary shall perform the duties of the office of the secretary.

ARTICLE X

Terms and Responsibilities of the Treasurer and Assistant Treasurer

Section 1. The treasurer and the assistant treasurer shall be elected biennially upon recommendation of the governance committee to a two-year term and, if the individuals are not trustees, they shall be eligible for reelection without a maximum number of terms. If the individuals are trustees, they shall be eligible for reelection to a maximum of two full consecutive terms. Vacancies may be filled at any time by a majority vote of the members of the board, but election or reelection shall normally take place at the annual meeting.

Section 2. The treasurer shall ordinarily be responsible for authorization of disbursements, maintenance of an accurate accounting of all funds received and expended, provision of financial reports to all trustees in a timely manner for review and discussion as appropriate, supervision of investment of endowment and other funds, execution of contracts and documents as legal representative of the board and university, and preservation of appropriate documents and records.

Section 3. In the absence of the treasurer, the assistant treasurer shall perform the duties of the office of the treasurer.

ARTICLE XI

Term, Authority, and Responsibilities of the President of the University

Section 1. The president serves at the pleasure of the board of trustees for such term, compensation, and with such other terms of employment, as it shall determine.

Section 2. The president shall be the university's chief executive officer. His or her authority is vested through the board of trustees and includes responsibilities for all university educational and managerial affairs. The president is responsible for leading the university, implementing all board policies, keeping the board informed on appropriate matters, consulting with the board in a timely manner on matters appropriate to its policy-making and fiduciary functions, and serving as the university's key spokesperson. He or she has the authority to execute all documents on behalf of

the university and the board of trustees consistent with board policies and the best interests of the university. The president serves as an ex-officio member of all board committees.

Section 3. The president shall be, at all times throughout his or her term of office, a member of the board of trustees.

Section 4. During a prolonged incapacity or absence of the president, or upon the vacancy of that office, the board of trustees or its executive committee if so authorized by the board, shall appoint an acting or interim president.

ARTICLE XII

Terms, Authority, and Responsibilities of the Vice Presidents

Section 1. The president shall appoint a provost and vice presidents in consultation with the chair of the board of trustees. The vice presidents shall serve for such terms and have such authority and responsibilities as the president shall determine. The provost and vice presidents in their respective areas of responsibility shall serve under the direction of and subject to the authority of the president.

ARTICLE XIII

Meetings

Section 1. The board of trustees shall hold at least three regular meetings annually on such dates and at such places as it shall determine. The annual meeting for the purpose of electing trustees and officers shall be the first board meeting scheduled after January 1 of each year. The chair or secretary of the board of trustees shall send written notice of the time and place of the meetings to all trustees at least ten days prior to the date of the meeting.

Section 2. Special meetings may be held at the call of the board chair, the president, or any five trustees. The chair or secretary of the board of trustees shall send written notice of such special meetings to all trustees, along with a clear statement of purpose, at least ten days in advance. Business at such special meetings shall be confined to the stated purpose.

Section 3. A quorum for the transaction of business at meetings of the board of trustees or its committees shall consist of a majority of their respective regular, voting members. Except as otherwise provided in these bylaws or the articles of incorporation, a majority vote of those members present with a proper quorum shall constitute proper action.

ARTICLE XIV

Action Without a Formal Meeting

Any action required or permitted to be taken by the board of trustees or by any committee thereof may be taken without a formal meeting. Meetings may be conducted by mail, electronic mail, fax, conference call, or in any other way the trustees decide. A written summary of the actions taken shall be filed with the minutes of the proceedings as soon as is practical.

ARTICLE XV

Committees

Section 1. The board shall establish such standing and ad-hoc committees as it deems appropriate to conduct its business and discharge its responsibilities. Each standing committee shall have a charter with a written statement of purpose and primary responsibilities as approved by the board and such rules of procedure or policy guidelines as it or the board, as appropriate, approves. Each standing committee shall review such charters for their appropriateness and adequacy biennially. Each ad-hoc committee shall have a charge of responsibilities as approved by the board when it creates the committee, which shall include an end date for existence of the ad-hoc committee.

Section 2. The chair of the board of trustees, in consultation with the president, shall have the responsibility to appoint the chairs, vice chairs, and members of all board standing committees for two-year terms. All committee chairs, vice chairs, and voting members shall be trustees. The term and full responsibility and authority of the appointed committee chairs will commence at the end of the meeting at which they are appointed, which shall ordinarily be the annual meeting, unless such other time is specified by the board chair.

Section 3. Each committee shall have an officer of the university or member of the administrative staff, as designated by the president, to assist it with its work. Each standing committee shall meet at least three times annually and report regularly on its work and recommendations to the board of trustees.

ARTICLE XVI

Composition, Purposes, and Responsibilities of the Executive Committee

Section 1. The executive committee's voting members shall consist of the board chair, vice chair, secretary, the immediate past board chair, the chairs of the standing committees of the board, the university president and two trustees who may be appointed by the chair as at large members. When the chair of a standing committee is unavailable, the vice chair of that committee may attend the executive committee meeting and vote in place of the standing committee chair.

Section 2. The purpose of the executive committee is to: (1) organize and coordinate the work of the board; (2) support the president and assess his/her effectiveness in leading the university; (3) oversee the work of board committees, and the university's planning process and progress of planning goals; and (4) act for the board when the board cannot be convened, or the action cannot or should not be deferred to the board's next meeting.

Section 2.1. The committee shall have authority to act for the board of trustees on all matters except for the following, which shall be reserved for the board: presidential selection and termination; trustee and board-officer election; changes in institutional mission and purposes; changes to the charter or articles of incorporation; incurring of corporate indebtedness; sale of university assets or tangible property; adoption of the annual budget; and conferral of degrees. The executive committee shall report any action it takes to the board. These bylaws or other board policies may reserve other powers for the board of trustees.

Section 3. The executive committee meetings shall be convened by the chair, and shall normally meet at least three times a year or as often as is necessary to conduct its business. The chair shall ensure that minutes are taken and distributed to all trustees. A majority of voting trustee committee members shall constitute a quorum.

ARTICLE XVII

Composition, Purposes, Responsibilities of the Governance Committee

Section 1. The governance committee's voting members shall consist of a committee chair, vice chair, and up to 7 additional trustee members, all of whom shall be appointed for renewable two-year terms by the board chair in consultation with the president.

Section 2. The purpose of the governance committee is to: (1) develop and monitor policies that assist the board in fulfilling its fiduciary responsibilities; (2) develop, monitor, and administer the university bylaws and board committee charters; (3) recruit, develop and assess board members and leaders; and (4) assess board effectiveness, promote a culture of effectiveness, and provide ongoing board development.

Section 3. The committee shall meet as often as is necessary to conduct its business, but no fewer than three times annually. The chair shall ensure that minutes are taken, approved and maintained with board minutes. A majority of the committee's voting members shall constitute a quorum.

ARTICLE XVIII

Composition, Purposes, Responsibilities of the Integrity and Compliance Committee

Section 1. The integrity and compliance committee's voting members shall consist of a committee chair and vice chair, and up to 7 additional trustee members, all of whom shall be appointed for renewable two-year terms by the board chair in consultation with the president. All members of and advisors to the committee shall be independent and free from any relationship that would interfere with the exercise of his or her independent judgment as a member of or advisor to the committee.

Section 2. The purpose of the integrity and compliance committee is to: (1) assist the board in fulfilling its oversight responsibilities for the university's system of internal control over financial reporting, and the external and internal audit process; (2) monitor and oversee the university's compliance with laws, accreditation, regulations, and code of ethics; (3) ensure that legal issues are managed effectively; and (4) monitor and oversee the university's process for managing institutional risk.

Section 3. The committee shall meet as often as is necessary to conduct its business, but no fewer than three times annually with at least one meeting in connection with the preparation of the annual audit report to the full board. The chair shall ensure that minutes are taken, approved and maintained with board minutes. A majority of the committee's voting members shall constitute a quorum.

ARTICLE XIX

Composition, Purposes, Responsibilities of the Organizational Sustainability Committee

Section 1. The organizational sustainability committee's voting members shall consist of a committee chair and vice chair, and up to 7 additional trustee members, all of whom shall be appointed for renewable two-year terms by the board chair in consultation with the president.

Section 2. The purpose of the organizational sustainability committee is to: (1) ensure the university has a business model that enables the university to thrive; (2) monitor the university's resources – financial, physical, and human (employees and students) – to ensure sufficient resources to carry out the university's mission with excellence; and (3) assist the board in fulfilling its responsibility to allocate resources to advance the university's mission.

Section 2.1. The organizational sustainability committee shall have an investments subcommittee which is responsible to monitor the management of the university's investments to assist the board in meeting its fiduciary duty of sustaining the financial assets of the institution. All members of the investment subcommittee shall be independent and free from any relationship that would interfere with the exercise of his or her independent judgment as a member of the subcommittee.

Section 3. The committee shall meet as often as is necessary to conduct its business, but no fewer than three times annually. The chair shall ensure that minutes are taken, approved and maintained with board minutes. A majority of the committee's voting members shall constitute a quorum.

ARTICLE XX

Composition, Purposes, Responsibilities of the Educational Excellence Committee

Section 1. The educational excellence committee's voting members shall consist of a committee chair and vice chair, and up to 7 additional trustee members, all of whom shall be appointed for renewable two-year terms by the board chair in consultation with the president.

Section 2. The purpose of the educational excellence committee is to assist the board in meeting its responsibility to ensure: (1) the educational program of the university, including curricular and extracurricular programs, furthers the mission and vision of the university; (2) the educational program delivers a high quality experience for the students; and (3) that student learning outcomes are expressions of the university's mission and educational objectives.

Section 3. The committee shall meet as often as is necessary to conduct its business, but no fewer than three times annually. The chair shall ensure that minutes are taken, approved and maintained with board minutes. A majority of the committee's voting members shall constitute a quorum.

ARTICLE XXI

Composition, Purposes, Responsibilities of the Institutional Mission and Identity Committee

Section 1. The institutional mission and identity committee's voting members shall consist of a committee chair and vice chair, and up to 7 additional trustee members, all of whom shall be appointed for renewable two-year terms by the board chair in consultation with the president.

Section 2. The purpose of the institutional mission and identity committee is to ensure: (1) the university's mission, vision, values and character are compelling and effective for sustaining the institution; (2) the university's story is widely and effectively disseminated through the university's communication, branding, outreach, partnerships, advancement, and external relationships to establish a position of strength in higher education and among university constituents; and (3) the university clearly expresses, acts upon and strengthens its core identity in all its external and constituent relationships.

Section 3. The committee shall meet as often as is necessary to conduct its business, but no fewer than three times annually. The chair shall ensure that minutes are taken, approved and maintained with board minutes. A majority of the committee's voting members shall constitute a quorum.

ARTICLE XXII

Organization of the University

Section 1. The university shall consist of such colleges, divisions or schools as may from time to time be established by the board of trustees. The leaders of the academic units shall report to the provost of the university.

Section 2. The Capital University Law School shall be a school of the university.

Section 2.1. The law school shall have a Dean of the Law School, who is the chief administrative officer of the law school, and who shall hold appointment as a member of the faculty with tenure. The dean is appointed by the president of the university in consultation with the law school faculty. The dean shall report to the provost of the university along with the leaders of the other academic units of the university.

Section 2.2. The law school shall have a non-fiduciary Board of Counselors; whose role is to be advisory to the law school leadership. The mission of the Board of Counselors shall be to serve the law school as a connection to the community, as an adviser to the dean, and as an advocate for the school, its mission, and its students. The Board of Counselors shall be comprised of alumni and non-alumni representatives invited by the law school dean to serve as members. Membership shall be diverse to represent the broad reach and mission of the law school. The chair of the Board of Counselors shall be an ex officio member of the university's Board of Trustees with voice but no vote.

Section 3. Trinity Lutheran Seminary and School of ... shall be a school of the university.

Section 3.1. The seminary school shall have a Dean of the Seminary, who is the chief administrative officer of the seminary and is on the roster of Ministers of Word and Sacrament of the ELCA. The dean shall be appointed by the president of the university in consultation with the seminary's advisory board, the presiding bishop of the ELCA, and the appropriate churchwide unit. The dean shall report to the provost of the university along with the leaders of the other academic units of the university.

Section 3.2. The seminary shall have a non-fiduciary Seminary Advisory Board, which shall be separate from the university's Board of Trustees, and shall relate to the ELCA Church Council through the appropriate churchwide unit. The role of the Seminary Advisory Board is to be advisory to the seminary leadership, and to provide non-binding advice and recommendations to the university's Board of Trustees. The mission of the Seminary Advisory Board shall be to serve the seminary as a connection to its churchwide constituency, as a trusted adviser to the dean, and as an advocate for the school, its mission, and its students. The Seminary Advisory Board shall consist of 15 members who shall be elected by the Board of Trustees of Capital University in consultation with the dean and nominated as described herein:

- a. Seven members shall be nominated by the Church Council upon recommendation of the appropriate churchwide unit after consultation with the Seminary Advisory Board;
- b. Two members shall be ELCA Bishops from among the Synods of Region VI, and the Bishops shall select from among themselves;
- c. The remaining members to be from the six supporting synods, one from each synod, nominated by the Seminary Advisory Board in consultation with the supporting synods;
- d. One member who shall serve as chair of the Seminary Advisory Board and also be a voting member of the university's Board of Trustees, will be nominated by the ELCA Church Council, upon recommendation of the appropriate churchwide unit after consultation with the Seminary Advisory Board; and
- e. At least one-third and no more than 40 percent of the advisory board, including the bishops on the council, shall be clergy;
- f. Equitable representation of gender, race and ethnicity shall be considered, including at least one person whose primary language is Spanish;
- g. The dean of the seminary shall serve as an ex officio member, with voice but not vote; and
- h. Students and employees of the university are not eligible to serve as voting members of the advisory board.

The term of each elected member of the Seminary Advisory Board shall be three (3) years, renewable once. Appointment or election to more than two (2) years of an unexpired term shall be construed as one full term. Initial terms shall be arranged in such manner as to provide for the election of a portion of the advisory board every year.

ARTICLE XXIII

Faculty

The faculty of the university, as defined in the faculty bylaws, shall make recommendations to the administration and the board of trustees to establish or discontinue departments of instruction, to determine courses of study, and to establish the requirements for admission and graduation.

ARTICLE XXIV

Students

Students of the university, by their application for admission and registration as students, agree to abide by the standards and regulations governing the academic and community life of the university. Failure to abide by such standards and regulations constitutes just cause for disciplinary action including probation, suspension, or dismissal as provided in the student handbook and other university documents. Students are entitled to all rights and privileges provided in the student handbook and university documents.

ARTICLE XXV

Nondiscrimination

The university is committed to providing a nondiscriminatory environment for all students and employees. Members of the university community have the right to be free from discrimination, and all members of the university community are expected to conduct themselves in a manner that does not infringe upon the rights of others. The university reaffirms its long-standing philosophy and principles of non-discrimination, non-harassment and non-retaliation for protected characteristics for all members of the university community. The university does not discriminate on the basis of race, color, national or ethnic origin, sex or gender, age, disability, and other protected characteristics as described in university policies, in admissions, facilities and programs, scholarship and loan programs, and employment. The university, consistent with this position and in compliance with applicable federal, state, and local law, shall maintain policies and procedures in implementation of this bylaw.

ARTICLE XXVI

Indemnification

Members of the board of trustees and officers of the university shall be entitled to indemnification in the defense of any criminal or civil action or proceedings as provided by law or by such procedures, not inconsistent with law, as the board may adopt. Other employees of the university may be so indemnified on such terms and conditions as the board may approve.

ARTICLE XXVII
Conflict of Interest

It is the policy of the university to disclose conflicts of interest which may adversely affect the performance of duty by its trustees, officers, faculty, and other employees. Policies and procedures in implementation of this bylaw, as approved by the board of trustees, shall provide that all trustees and officers of the university, and other personnel so designated, shall file disclosure statements with the office of university counsel on an annual basis.

ARTICLE XXVIII
Seal

The university will use a seal with such designs and inscriptions as the board of trustees shall deem proper and by which diplomas, certificates, and all legal documents shall be authenticated.

ARTICLE XXIX
Review and Amendment of Bylaws

Section 1. These bylaws may be changed or amended at any meeting of the trustees by a two-thirds vote of those present and voting, if a quorum is established and provided notice of the substance of the proposed amendment is sent to all trustees at least 30 days before the meeting.

Section 2. These bylaws shall be reviewed periodically by the governance committee. The governance committee shall recommend any necessary changes to the board of trustees.

Section 3. Amendments to these bylaws that affect the authority or integrity of Trinity Lutheran Seminary and School of ... as a seminary of the ELCA shall be submitted, upon recommendation of the appropriate unit of the churchwide organization, to the ELCA Church Council for approval.

Adopted by the Capital Board of Trustees on: June 6, 2011
Amended by the Capital Board of Trustees on: February 21, 2014
Amended by the Capital Board of Trustees on: October 30, 2015
Amended by the Capital Board of Trustees on: December 19, 2016
Amended by the Capital Board of Trustees on: xxx xx, 2017

ASSET TRANSFER AGREEMENT
FOR THE REUNION OF
CAPITAL UNIVERSITY AND TRINITY LUTHERAN SEMINARY

THIS ASSET TRANSFER AGREEMENT (this “**Agreement**”) is entered into on this ___ day of _____, 2017, by and between CAPITAL UNIVERSITY, an Ohio non-profit corporation (“**Capital**”), and TRINITY LUTHERAN SEMINARY, an Ohio non-profit corporation (“**Trinity**”) (each a “**Party**” and together the “**Parties**”).

WHEREAS, Capital is a not-for-profit university organized pursuant to the laws of the State of Ohio, and affiliated with and chartered by the Evangelical Lutheran Church in America (“ELCA”); and

WHEREAS, Trinity is a seminary and graduate educational institution organized pursuant to the laws of the State of Ohio, and affiliated with and chartered by ELCA; and

WHEREAS, Trinity was a part of Capital from 1830 until 1959, when Trinity separated from Capital to independently operate as a seminary and graduate educational institution; and

WHEREAS, Capital and Trinity have worked cooperatively since 1959, sharing facilities and resources from time to time, and have enjoyed a close and collegial relationship among faculty, staff and administration; and

WHEREAS, the Presidents and Boards of both Capital and Trinity have explored possibilities for strengthening and expanding the partnership between the institutions, with the intent of enhancing the educational mission and capacity of both institutions; and

WHEREAS, Capital and Trinity have determined that their educational programs, students, faculty, staff, alumni, ELCA, and other constituencies will benefit from the reunion of the two institutions; and

WHEREAS, Capital and Trinity have determined that the world in which we live needs the hope and promise of innovative and purposeful formation of leaders for the church and the world; and

WHEREAS, there are several legal ways that could be used to reunite the two institutions and the two parties have determined that a transfer of assets best accomplishes the intent of the reunion with expediency;

THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Capital and Trinity agree to the following:

Certain defined terms used in this Agreement and not otherwise defined shall have the meaning ascribed to them in Appendix A, attached hereto and incorporated herein.

ARTICLE 1
PURCHASE AND SALE OF ASSETS

1.1 **Transfer of Assets.** Upon the terms and subject to the conditions set forth in this Agreement, at the Closing (as defined in Section 8.1), Trinity shall convey, assign, transfer and deliver to Capital, and Capital shall assume and acquire from Trinity, all of Trinity's right, title and interest in and to the property and assets (real, personal or mixed, tangible and intangible) of every kind and description used or held for use in connection with the Trinity Lutheran Seminary campus located in Bexley, Ohio (the "**Seminary**") and the operations thereof (the "**Assets**"), wherever located and whether now existing or hereafter acquired or arising, including without limitation the following (but excluding the Excluded Assets, as defined in Section 1.3):

- (a) All of Trinity's right, title and interest in and to the real estate comprising the Seminary as more particularly described in Exhibit A, including any interests in fee simple or any leasehold interest in the land, buildings and other improvements and fixtures, together with all covenants, licenses, easements, privileges and benefits thereto belonging and subject to the Permitted Liens (as defined in Section 2.3(a)) (the "**Real Property**");
- (b) All tangible personal property, furnishings, equipment, fixtures and vehicles used in connection with the operation of the Seminary (the "**Tangible Personal Property**");
- (c) Any third party software, copyrights, trademarks, trade names, service marks, service names, licenses, patents, jingles, proprietary information, technical information and data, URL addresses, domain names, slogans, logos, or any variation or derivation of any of them as well as any websites and licenses, electronic mail servers, and other similar intangible property rights and interests, including any goodwill associated with the foregoing, applied for, issued to or owned by Trinity or under which Trinity is licensed or franchised, in each case with respect to the Seminary, together with any additions thereto obtained by Trinity subsequent to the date of this Agreement, as more particularly described on Exhibit B (the "**Intangible Personal Property**");
- (d) All educational records maintained by the Seminary regarding former students of Trinity with respect to their enrollment and time at, and/or departure from, the Seminary, including without limitation applications, transcripts of academic performance, evaluations, disciplinary records, correspondence, student loan and financial aid records, and cooperative education program records (the "**Student Records**"), subject, however, to the limitations and conditions described in Section 1.7;
- (e) The Endowment Assets; [Note: exploring how to legally transfer of these assets]

- (f) Those contracts listed in Exhibit C and all contracts entered into between Trinity and any third party between the date of this Agreement and the Closing Date that Capital agrees in writing to assume (the “**Assumed Contracts**”); and
- (g) Cash, cash equivalents, bank and financial institution deposits, deposits, letters of credit, and similar items of security, if any, provided to any third party and Trinity’s accounts receivable for services rendered by Trinity prior to the Closing Date (as defined in Section 8.1).

The parties acknowledge that the Assets are being transferred by Trinity to Capital in their “as is” condition without any representation or warranty other than those expressly set forth herein, and all other representations and warranties of any kind, either express or implied, including warranties of fitness for a particular purpose, are expressly disclaimed. Without limiting the generality of the foregoing, Capital acknowledges that Trinity has not made any warranty or representation, express or implied, as to the functionality or state of repair of the physical Assets, or the revenue or income to be derived from Capital’s operation of the Seminary from and after Closing.

1.2 **Endowment Assets; Closure.** It is Capital’s intention that the Trinity endowment shall be applied in support of the Seminary operations and its educational programs, though that support may also benefit other related Capital programs, so long as such uses are in accordance with the original donors’ instructions for such endowment, or any modifications or restrictions imposed by the Ohio Attorney General or the Franklin County, Ohio Probate Court. In the event the Seminary’s educational programs recognized by the Evangelical Lutheran Church in America, (“**ELCA**”) for the preparation for ordained or other rostered ministries, at any time is discontinued, the remaining Endowment Assets shall be distributed to the ELCA Church Council, or to such others as may be identified in the granting documents, for the purposes of theological education.

1.3 **Excluded Assets.** Notwithstanding anything to the contrary contained in Section 1.1 or elsewhere in this Agreement, the following assets of Trinity (collectively, the “**Excluded Assets**”) are not part of the transfer contemplated by this Agreement, are excluded from the Assets, and shall remain the property of Trinity after the Closing:

- (a) any Endowment Assets not taken by Capital, as identified on Schedule 1.3(a), which shall be distributed to the ELCA Church Council for the purposes of theological education. [NOTE: please provide list of excluded assets, if any.]

1.4 **Purchase Price and Certain Other Consideration.**

- (a) **Purchase Price.** The purchase price for the Assets (“**Purchase Price**”) shall be One Dollar (\$1.00) and other valuable consideration, which the Parties acknowledge and agree constitutes valid and sufficient consideration.

- (b) Closing Payments. At the Closing, Capital shall pay the Purchase Price to Trinity using a method of payment agreed upon by all Parties to this Agreement.

1.5 **Assumption of Liabilities by Capital**. Capital shall assume the following liabilities of Trinity (the “**Assumed Liabilities**”):

- (a) Except as provided in Section [___], all liabilities and obligations associated with the Assumed Contracts arising on or after the Closing Date; [NOTE: pending discussion of retained liabilities]
- (b) All liabilities and obligations associated with the Charitable Gift Annuities in which the Seminary is the charitable beneficiary, a list of which is annexed hereto as Exhibit D. [NOTE: please confirm whether Trinity has Charitable Gift Annuities.]
- (c) All liabilities and obligations associated with the Charitable Remainder Trusts of the Seminary, a list of which is annexed hereto as Exhibit E; and [NOTE: please confirm whether Trinity has Charitable Remainder Trusts.]
- (d) The Capital Pro-Rated Taxes (as defined below). Certain Real Property is currently shown on the tax duplicate of the Auditor of Franklin County as exempt for tax year 2016 (the “**Exempt Real Property**”). To the extent that the Exempt Real Property is restored to the tax duplicate of Franklin County and subject to taxes or assessments for tax year 2017, the obligations for such taxes and assessments shall be pro-rated between Capital and Trinity, with Capital’s portion of the Exempt Real Property taxes equaling the taxes assessed on the Exempt Real Property pro-rated from [] through December 31, 2017 (the “**Capital Pro-Rated Taxes**”) and Trinity’s portion of the Real Property taxes equaling the taxes assessed on the Real Property pro-rated from January 1, 2017 through [] (the “**Trinity Pro-Rated Taxes**”). Trinity shall cooperate fully with Capital in opposing any such restoration to the tax duplicate and, if the Exempt Real Property is so restored, to cooperate fully in any proceeding to apply for tax exempt status for tax year 2017.

1.6 **Retained Liabilities**. [NOTE: to be discussed]

1.7 **FERPA Obligations**. Upon the transfer of any Student Records to Capital, Capital shall fully assume, and specifically agrees to undertake, all obligations under the Family Educational Rights and Privacy Act of 1974 (“**FERPA**”) with respect thereto, including but not limited to the obligation to (a) insure that students have the right to inspect and review their education records maintained by the school; (b) insure that students have the right to request that a school correct records which they believe to be inaccurate or misleading; and (c) insure that the records are maintained and protected from unauthorized and unlawful disclosure and that appropriate written consents for disclosure are obtained from the student as and to the extent required by law.

ARTICLE 2
REPRESENTATIONS AND WARRANTIES OF TRINITY

Trinity represents and warrants to Capital as follows:

2.1 **Organization.** Trinity is a non-profit corporation duly organized, validly existing and in good standing under the laws of the State of Ohio. The Seminary is accredited by the Commission on Accrediting of the Association of Theological Schools in the United States and by the Higher Learning Commission (the “**Accrediting Agencies**”). Trinity has all requisite power and authority to (a) own, lease and operate its assets and properties and (b) carry on the affairs of the Seminary as presently conducted.

2.2 **Authorization and Authority.**

- (a) Trinity has full corporate power and authority to execute and deliver this Agreement and to perform its obligations hereunder.
- (b) The execution, delivery and performance of this Agreement by Trinity has been duly and validly authorized by all necessary corporate actions.
- (c) This Agreement has been duly executed and delivered by Trinity and constitutes the legal, valid and binding obligations of Trinity enforceable against Trinity in accordance with its respective terms, and at the Closing Date, no further action will be necessary on the part of Trinity to make this Agreement binding on Trinity and enforceable against Trinity in accordance with the terms of this Agreement.
- (d) Except as set forth on Schedule 2.2(d) of necessary consents, neither the execution or delivery of this Agreement, nor the consummation of the transactions contemplated hereby, will (1) conflict with or result in the breach of any term or provision of, or constitute a default under, the Articles of Incorporation, By-laws or other governing documents of Trinity; (2) require the consent of any third party, except for such consents the failure of which to obtain could not reasonably be expected to have a Material Adverse Effect; (3) conflict with, result in a breach of, or constitute a default under, any Law, judgment, order, injunction, decree, or ruling of any court or Governmental Authority; (4) conflict with, constitute grounds for termination of, result in a breach of, constitute a default under, or result in the creation of any lien or encumbrance under, any material agreement, instrument, license, or permit to which Trinity is a party or by which Trinity or the Assets may be bound; or (5) require on the part of Trinity the approval, consent, waiver, authorization or act of, or the making by Trinity of any declaration, filing or registration with, any person or entity. Trinity acknowledges that the transfer of the Endowment Assets is subject to consent from the Franklin County, Ohio Probate Court.

2.3 Title to Assets and Real Property.

- (a) Trinity has, and pursuant to this Agreement, shall convey and transfer to Capital good, marketable and exclusive title in the Tangible Personal Property free and clear of all liens, encumbrances and other title defects except for those liens and encumbrances set forth on Schedule 2.3(a) (“**Permitted Liens**”). Conveyance of the Real Property, shall be by quit-claim deed and Trinity makes no warranties or representations as to marketability of title.
- (b) Except as set forth on Schedule 2.3(b), there are no tenants or other persons or entities occupying or having the right to occupy any space on the Real Property other than Trinity and the guests of Trinity, and Trinity has not received any written claim from any person or entity claiming any possession.
- (c) No part of the Real Property is subject to any existing, proposed or, to Trinity’s knowledge, contemplated eminent domain proceeding that would result in the taking of all or any part of the Real Property or that would adversely affect the current use of any part of the Real Property.
- (d) The Real Property is zoned for Trinity’s current use without any variances or conditions in connection therewith. To Trinity’s knowledge, there are no violations of any building codes or other ordinances affecting the Real Property. Final, permanent and unconditional certificates of occupancy and/or use with respect to Trinity’s use and occupancy of the Real Property have been duly issued by the applicable Governmental Authority.
- (e) To Trinity’s knowledge, there has been no maintenance or other work performed at the Real Property by or on behalf of Trinity which has not been fully paid or for which a mechanic’s or materialman’s lien or other encumbrance has been or could be filed.
- (f) Trinity has not received any notice of any claim, requirement or demand of any Governmental Authority supervising or having authority over the Real Property or otherwise to rework or redesign the Real Property or to provide additional furniture, fixtures, equipment or inventory so as to conform to or comply with any Laws which has not been fully satisfied prior to the date hereof or which shall not be satisfied prior to the Closing Date.
- (g) To Trinity’s knowledge, the Real Property complies with all Laws, ordinances, and governmental regulations affecting the Real Property. Further, Trinity has received no notice that the Real Property and all appurtenances and improvements thereto, as used, constructed or maintained by Trinity at any time, do not conform in all material respects to applicable Federal, state, local and foreign Laws and regulations. To

Trinity's knowledge, the use of the buildings and structures located on such Real Property or any appurtenances or equipment does not violate any restrictive covenants or encroach on any property owned by others.

- (h) Trinity has not voluntarily granted any right, is not a party to any agreement providing for, and there are no easements, conditions, reservations, covenants, restrictions, leases, subleases, rights, options or any other matters with respect to the use of the Real Property that could adversely affect the use by Capital of any of the Real Property for the same purposes and uses as the Real Property has been used by Trinity.
- (i) There are no known structural and/or material latent defects in any of the improvements at the Real Property.
- (j) Trinity, as owner of the Seminary, has all easements and rights of access reasonably necessary for the continued operation by Trinity of the Seminary as currently conducted and all such easements and rights of access are in full force and effect subject to the terms thereof and to matters of record.
- (k) There are no operating and easement agreements ("OEAs") effecting the Real Property.
- (l) For the period of twelve (12) months preceding the execution of this Agreement, Trinity has received no written complaints of any kind from neighbors or adjacent properties.
- (m) As of the [_____, 2017] the balance of the Assumed Mortgage recorded [_____] is [_____] dollars (\$[_____]). [NOTE: please confirm whether there is a mortgage on the property and if so, the amount.]

2.4 **Environmental Laws.** Notwithstanding anything to the contrary contained in this Agreement:

- (a) To Trinity's knowledge, the Real Property is in compliance with all environmental laws, including, but not limited to, the Comprehensive Environmental Response, Compensation and Liability Act, as amended by the Superfund Amendments and Reauthorization Act of 1986, 42 U.S.C. 9601 et seq., Solid Waste Disposal Act, as amended by the Resource Conservation and Recovery Act of 1976 and Solid and Hazardous Waste Amendments of 1984, 42 U.S.C. 6901 et seq., Federal Water Pollution Control Act, as amended by the Clean Water Act of 1977, 33 U.S.C. 1251 et seq., Clean Air Act, as amended, 42 U.S.C. 7401 et seq., Toxic Substances Control Act, 15 U.S.C. 2601 et seq., Hazardous Materials Transportation Act, 49 U.S.C. § 5101, et seq., Emergency Planning and Community Right-to-Know Act, 42 U.S.C. 11001 et seq., the Safe Drinking Water Act, as amended, 42 U.S.C. 300(f) et seq., and the Occupational

Safety and Health Act, 29 U.S.C. § 651 et seq., each as of the date of this Agreement; and any similar federal, state, and local laws and ordinances and the regulations and rules implementing such statutes, laws and ordinances.

- (b) To Trinity’s knowledge, there are no Hazardous Substances on the Real Property or that have been released, disposed of or placed by Trinity or any other person or entity on the Real Property and to Trinity’s knowledge there is no environmental contamination by Hazardous Substances on the Real Property in violation of any Environmental Law or that may otherwise be a liability to Capital or that require investigation, remediation or monitoring to protect human health, safety or the environment.
- (c) Prior to the Closing, Capital and Trinity agree to promptly, but in any event within five business days of such event, to notify the other in writing of: (i) any notices of an actual violation or potential violation that is received by Capital or Trinity (as the case may be) of any Environmental Law relating to a Pre-Closing Condition; (ii) any enforcement, clean-up, removal, or other governmental or regulatory demands made or actions threatened, instituted or completed pursuant to any Environmental Law; (iii) any claims or demands made or threatened by any third party against Capital or Trinity (as the case may be) relating to actual or alleged damage, contribution obligations, cost recovery compensation, loss or injury resulting from any Environmental Law matters (the matters set forth in clauses (i), (ii), and (iii) above are referred to “**Environmental Claims**”); and (iv) any discovery of any occurrence or condition in, on, under, around, or above the Real Property that could reasonably be determined to cause the Real Property or any part thereof to be otherwise subject to any restrictions on the ownership, occupancy, transferability, or use of the Real Property under any Environmental Laws. [NOTE: please confirm whether there are any underground tanks on the real property.]

2.5 **Contracts.**

- (a) Set forth on Schedule 2.5 is a true, correct and complete listing of the following contracts to which Trinity is a party and which, in all cases, relate to the Seminary (collectively, the “**Material Contracts**”):
 - (i) each contract that Trinity reasonably anticipates will, in accordance with its terms, involve aggregate payments by Trinity of more than \$5,000 within the next twelve (12) month period;
 - (ii) each lease, sublease, tenancy, or license known to Trinity after due diligence and inquiry affecting any portion of the Real Property;
 - (iii) each lease of personal property;
 - (iv) each collective bargaining agreement or agreement with any labor union or faculty group acting collectively;

- (v) each contract that may not be cancelled by Trinity upon 45 or fewer days notice without any liability, penalty, or premium;
 - (vi) each executory contract for capital expenditures under which Trinity has remaining obligations in excess of \$5,000;
 - (vii) each contract that indemnifies any person or entity;
 - (viii) each contract not made in the ordinary course of business;
 - (ix) each contract for joint ventures, partnerships, or sharing of profits;
 - (x) each contract for licensing arrangements (including software licenses) or sharing of proprietary information, and any confidentiality agreements;
 - (xi) each contract relating to the incurrence, assumption or guarantee of any indebtedness, guaranteeing any obligations or liabilities of another person or entity, or imposing a lien on any of Trinity's assets, including indentures, guarantees, loan or credit agreements, sale and leaseback agreements, purchase money obligations incurred in connection with the acquisition of property, mortgages, pledge agreements, security agreements or conditional sale or title retention agreements;
 - (xii) each contract providing for severance, retention, change-in-control or other similar payments; and
 - (xiii) each settlement agreement, stipulation or similar agreement to which Trinity is subject which relate to or affect the operations of the Seminary or the Assets.
- (b) Trinity has delivered to Capital true and complete copies of all Material Contracts; each Material Contract, and any Assumed Contract that is not a Material Contract, is in full force and effect; and Trinity is not (and, to the knowledge of Trinity, no other party is) in breach of, in violation of or default under, any of the Material Contracts or any Assumed Contract that is not a Material Contract.

2.6 **Labor Relations.** Trinity has no contract or agreement with any labor union or other collective bargaining group other than those described in Schedule 2.6. There is no pending or threatened labor dispute with any of the current or former bargaining unit employees of the Seminary, or pending or threatened charges of any Unfair Labor Practice (as that term is defined in the National Labor Relations Act, as amended), and Trinity has not been contacted by any union or other representative of any of the Trinity's employees. During the last five years, there

have been no strikes, or work stoppages or other labor disputes by or affecting the Seminary's employees. Trinity is in compliance with all Laws governing employment and employment practices, terms and conditions of employment and wages and hours and there is no active or threatened administrative or judicial proceeding under any Law governing employment, employment practices, terms and conditions, or wages and hours.

2.7 **Litigation.** Except as set forth on Schedule 2.7, (a) Trinity is not subject to any order of, or written agreement or memorandum of understanding with, any Governmental Authority relating to the Seminary, (b) there exists no litigation, action, suit, claim, investigation or other legal proceeding pending or threatened against or affecting the Seminary or the Assets, or which could prohibit or impede the transactions contemplated by this Agreement, and (c) in the past three years there have been no legal proceedings against Trinity with respect to the Seminary or any of the Assets.

2.8 **Compliance with Laws, Regulations, Permits.** Except as set forth in Schedule 2.8 and except for compliance with Environmental Laws and Occupational Safety and Health Laws, (which are exclusively addressed in Section 2.9 below), the Seminary has been operated by Trinity, the Assets have been maintained by Trinity, and Trinity is currently in compliance in all material respects with all applicable Laws as they relate to the Seminary, and no event has occurred that (with notice or the lapse of time or both) would constitute a violation of, or a default under, any such Laws.

2.9 **Taxes and Assessments.** Trinity has prepared and duly filed or caused to be duly filed all tax returns and reports relating to the Seminary and the Assets and required to be filed with any Governmental Authority prior to the Closing Date. Trinity has paid, or withheld and remitted, in full, all taxes due and owing and all claims, demands, assessments, judgments, costs, and expenses connected therewith. Trinity is not a party to any action or proceeding, nor to Trinity's knowledge is any such action or proceeding contemplated or threatened, for the assessment or collection of any taxes relating to the Seminary or the Assets, and no deficiency notices or reports have been received by Trinity in respect of any tax relating to the Seminary or the Assets.

2.10 **Employees.**

- (a) Trinity shall use its best efforts to assist Capital in hiring any such Trinity employees with respect to whom Capital elects to offer employment. Trinity shall not take any action, directly or indirectly, to prevent or discourage any such Trinity employee from being employed by Capital after the Closing Date and shall not solicit, invite, induce or entice any such Trinity employee to remain in the employ of Trinity or otherwise attempt to retain the services of any such employee, except with the prior written consent of Capital.
- (b) For each such Trinity employee who accepts employment by Capital (each, a "**Hired Employee**"), Trinity shall terminate such Hired Employee's employment as of the Closing Date and in accordance with Law.

- (c) Each Hired Employee having tenure as a Trinity employee will retain his or her tenure status following the date the of hire by Capital.
- (d) Trinity shall be responsible for the payment of all wages, commissions, accrued but unpaid wages, benefits and all other compensation owed or owing to Trinity employees so long as such Trinity employees remains an employee of Trinity and as arising in connection with any termination of such Trinity employees, whether as a result of the Closing or otherwise. At Closing, Trinity shall take all reasonable steps to notify Trinity employees of their rights under the Consolidated Omnibus Budget Reconciliation Act of 1986 (“**COBRA**”) for continuing health coverage, including any employees who are or become eligible for COBRA prior to or as a result of the Closing. Notwithstanding the foregoing, with respect to Hired Employees, not less than two (2) business days prior to the Closing Date, Trinity shall provide Capital with a schedule (the “**PTO Schedule**”, attached hereto as Exhibit F) listing the amount of vacation time and sick time to which each Hired Employee is entitled as of the Closing Date in sufficient detail, as reasonably determined by Capital, so that Capital can grant appropriate personal time off (“**PTO**”) to each affected Hired Employee from and after the Closing Date. Capital shall allocate each Hired Employee’s PTO listed on the PTO Schedule among vacation time and sick time. Such allocation shall be based upon a single pre-determined formula, as determined by Capital, applied to the vacation time and sick time listed on the PTO Schedule for all Hired Employees.

2.11 **Pension and Other Employment Benefit Plans.**

- (a) Schedule 2.11(a) contains a list of (i) all employees of the Seminary, together with a description of their respective job titles and annual compensation (including salaries, commissions, bonuses, consulting fees and incentive or deferred compensation) and (ii) all employment contracts with respect to employees of the Seminary.
- (b) Schedule 2.11(b) contains a list of each “employee benefit plan” and all other employee severance, retirement, welfare, equity, bonus, incentive or deferred compensation or fringe benefit plans, contracts, practices, policies or arrangements, written or oral, covering any current employee of the Seminary and which is sponsored or maintained by Trinity (collectively, the “**Employee Plans**”). Schedule 2.11(b) also lists any matters pending before or with the IRS with respect to any of the Employee Plans and the status of any such matter as of the date of this Agreement, to which Trinity currently contributes or has ever been required to contribute. No Employee Plan is subject to Title IV of ERISA.
- (c) True and complete copies of all of the Employee Plans’ documents relating to current employees of the Seminary (including all related trust agreements, insurance or annuity contracts) and their most recent accounting, financial and governmental reports (if required by applicable Law), current handbooks, current summary plan descriptions and other material summaries for employees covered by the Employee Plans, have been provided to Capital.

- (d) Except as set forth in Schedule 2.11(d), (i) Trinity has performed in all material respects their obligations under each Employee Plan; (ii) Trinity has made all required contributions and premium payments as owed with respect to Employee Plans for all periods prior to Closing that such arrangements have been maintained or sponsored by Trinity; and (iii) to the knowledge of Trinity, each Employee Plan and its trust or other funding medium, if any, has at all times been established, maintained and operated in material compliance with its terms and applicable Law and each Employee Plan, and each trust or other funding medium, if any, established in connection therewith, which is intended to be qualified, tax-exempt or approved pursuant to any governmental or regulatory requirements (including qualification or tax-exemption within the meaning of sections 401(a) and 501(a) of the Code) is so qualified or approved, has been amended to comply with all legal requirements within the remedial amendment period applicable to those requirements or the remedial amendment period for adopting any such amendments has not expired and nothing has occurred that would or could adversely affect the qualified or approved status of any such Employee Plan or the tax-exempt status of any such trust or other funding medium.
- (e) The execution of, and performance of the transactions contemplated by, this Agreement will not (either alone or on the occurrence of any additional or subsequent events) constitute an event under any Employee Plan that will result in any payment (whether of severance pay or otherwise), acceleration, vesting or increase in benefits with respect to any Seminary employee or former employee, or director or officer of Trinity whether or not any such payment would be an “excess parachute payment” (within the meaning of section 280G of the Code).
- (f) Neither Trinity nor any employee of Trinity, or, to the best knowledge of Trinity, any other administrator of any Employee Plan, has taken any action, or failed to take any action with respect to or in connection with any Employee Plan, which action or failure could subject Trinity, or any employee of Trinity to any liability for breach of any fiduciary duty, or for any non-exempt prohibited transaction.
- (g) Notwithstanding anything in this Agreement to the contrary, Trinity shall cause its Employee Plans that are group health plans which it sponsors for its employees and their eligible dependents to make COBRA coverage available to all of Trinity’s qualified beneficiaries, as such term is defined by COBRA (26 U.S.C. § 4980B(g)(1); 29 U.S.C. § 1167(3)) (the “Qualified Beneficiaries”) in accordance with the provisions of COBRA. Trinity shall retain the responsibility for compliance with all requirements under COBRA with respect to (i) Trinity’s employees, and (ii) eligible dependents, who on the Closing Date are Qualified Beneficiaries as a result of the transaction contemplated by this Agreement. Trinity shall further retain the responsibility for compliance with all requirements under COBRA with respect to employees, former employees and all such Qualified Beneficiaries who experienced “qualifying events” as defined by COBRA (26 U.S.C. § 4980B(f)(3); 26 U.S.C. § 1163) prior to the Closing Date.

Notwithstanding the above, Trinity may unilaterally elect to discontinue its group health plans after Closing. In the event that Trinity discontinues any group health plan that is subject to COBRA, the parties recognize that Capital will then be required to assume any or all of Trinity's responsibility for such COBRA coverage as required by the applicable regulations promulgated under COBRA, including any and all liability for such coverage whatsoever. If Capital is required to assume the responsibility for COBRA coverage, Trinity agrees to reimburse Capital and shall assume, indemnify, defend and hold harmless Capital from and against any and all losses, damages, liabilities, taxes or sanctions that arise thereunder.

- (h) The Employee Plans do not provide for non-terminable or non-alterable health, medical or life benefits for employees, former employees, dependents, beneficiaries or retirees, except as otherwise required by COBRA, and then only to the extent the person pays the "applicable premium" (as defined in Code Section 4980B(f)(4)) for such coverage, or otherwise pays the full cost of such coverage.

2.12 **Unfunded Restricted Account Balances.** Trinity has provided to Capital, or made available to it, all available records regarding unfunded restricted account balances, and Capital has satisfied itself that those funds with negative balances were used by Trinity exclusively for the Seminary's purposes. A complete list of the aforementioned restricted gift liabilities is annexed hereto as Schedule 2.12.

2.13 **Insurance.** Trinity has maintained and continues to maintain, with financially sound and reputable insurers, insurance with respect to the Real Property and operations of the Seminary against loss or damage of the kinds customarily insured against by institutions engaged in the same or similar operations and similarly situated. The complete list of all insurance policies maintained by or on behalf of Trinity with respect to the Real Property and operations of the Seminary is set forth on Schedule 2.13. Trinity has complied in all material respects with provisions of, has not received any notice of cancellation, termination or non-renewal of, and has not reached or exceeded its policy limits for, such insurance policies. Except as set forth on Schedule 2.12, there are no outstanding claims for coverage under such policies for losses sustained by Trinity with respect to the Real Property and operations of the Seminary, including but not limited to claims relating to workers' compensation and general liability.

2.14 **Broker's Fees.** Trinity is not a party to any contract with any broker or other person or entity who, in any fashion, may have a claim for remuneration or compensation from Trinity or Capital with respect to the transactions contemplated by this Agreement.

2.15 **Solvency.** Trinity represents and warrants as follows:

- (a) Trinity will receive from Capital the Purchase Price, and other tangible and intangible consideration, which the parties acknowledge and agree constitutes

valid and sufficient consideration in exchange for Trinity's sale and transfer of the Assets to Capital.

- (b) Trinity is not insolvent and will not become insolvent as a result of this Agreement and its sale and conveyance of the Assets to Capital. No insolvency proceedings of any character, including without limitation bankruptcy, receivership, reorganization, composition or arrangement with creditors, voluntary or involuntary, affecting Trinity or any of the Assets is pending or, to Trinity's knowledge, threatened, and Trinity has not made any assignment for the benefit of creditors. Trinity has not taken any actions with a view to, or which would constitute the basis for, the institution of any such proceedings.
- (c) Trinity is not engaged in a business, and is not about to engage in a business, for which the assets and property of Trinity remaining with Trinity as a result of and following the transactions under this Agreement is an unreasonably small capital.
- (d) In connection with the subject matter of this Agreement or otherwise, Trinity does not intend to incur, and does not believe that it will incur, debts or obligations that would be beyond Trinity's ability to pay as such debts or obligations mature.

2.16 **Intellectual Property.**

- (a) Except as set forth on Schedule 2.16(a), Trinity owns all right, title and interest to (including, without limitation, the exclusive right to use and license the same), or has the right to use pursuant to a valid license, the Intangible Personal Property, free and clear of any encumbrances (and without obligation to pay any royalty or other fees with respect thereto).
- (b) Except as set forth on Schedule 2.16(b), (i) there have been no pending or, to Trinity's knowledge, threatened proceedings or litigation or other claims made against Trinity asserting the invalidity, misuse or unenforceability of any of such Intangible Personal Property, and there are no valid grounds for the same, (ii) Trinity has not received any notice, and has no knowledge of any facts which indicate a reasonable likelihood, that the operation of the Seminary has infringed, misappropriated or conflicted with, or infringes, misappropriates or conflicts with any intellectual property of another person or entity, (iii) the Intangible Personal Property owned by or licensed to Trinity has not been infringed, misappropriated or conflicted by any other person or entity, and (iv) none of the Intangible Personal Property owned by or licensed to Trinity is subject to any outstanding order, decree, judgment, stipulation or agreement restricting the scope or use thereof.
- (c) Trinity has the legal right to use all third party software that is material to the operations of the Seminary, and all such third party software has been used by Trinity in compliance, in all respects, with any applicable licenses.

- (d) All third party software contemplated to be transferred under this Agreement is assignable by Trinity to Capital.

2.17 **Disclosure Requirements.** Trinity has at all times complied with and continues to comply with the Continuing Disclosures and Required Reporting as provided in sections 5.8 and 7.2 respectively of the Loan Agreement entered into as of April 1, 2015 between Columbus-Franklin County Finance Authority and Trinity Lutheran Seminary.

2.18 **Completeness of Statements and Accuracy of Documents.** No representation, warranty or statement made by Trinity in this Agreement, or furnished by or on behalf of Trinity to Capital or its agents pursuant hereto or thereto, or in connection with the transactions contemplated hereby or thereby, contains any known untrue statement of a material fact or known omissions to state a material fact necessary in order to make a statement contained therein not misleading. Unless the context otherwise compels, all representations and warranties of Trinity contained in this Agreement shall be true and complete to the extent of Trinity's knowledge both as of the date hereof and as of the Closing. All copies of contracts and other documents delivered by Trinity to Capital in connection with the transactions contemplated by this Agreement are, to the best of Trinity's knowledge, complete and accurate and have not been modified by any oral agreements.

ARTICLE 3 **CAPITAL'S REPRESENTATIONS AND WARRANTIES**

Capital represents and warrants to Trinity as follows:

3.1 **Corporate Matters.** Capital is a non-profit corporation duly organized, validly existing and in good standing under the laws of the State of Ohio. Capital is an institution of higher education, accredited by The Higher Learning Commission.

3.2 **Authorization and Authority.**

- (a) Capital has full corporate power and authority to execute and deliver this Agreement and to perform its obligations hereunder and thereunder.
- (b) The execution, delivery and performance of this Agreement by Capital has been duly and validly authorized by all necessary corporate actions.
- (c) This Agreement has been duly executed and delivered by Capital and constitutes the legal, valid and binding obligations of Capital enforceable against Capital in accordance with their respective terms.
- (d) Except as set forth on Schedule 3.2(d), neither the execution or delivery of this Agreement, nor the consummation of the transactions contemplated hereby or thereby, will (1) conflict with or result in the breach of any term or provision of, or constitute a default under, the Articles of Incorporation, By-laws or other governing documents of Capital; (2) require the consent of any third party, except

for such consents the failure of which to obtain could not reasonably be expected to have a Material Adverse Effect; (3) conflict with, result in a breach of, or constitute a default under, any Law, judgment, order, injunction, decree, or ruling of any court or Governmental Authority; (4) conflict with, constitute grounds for termination of, result in a breach of, constitute a default under, or result in the creation of any lien or encumbrance under, any material agreement, instrument, license, or permit to which Capital is a party or by which Capital or any of its assets may be bound; or (5) require on the part of Capital the approval, consent, waiver, authorization or act of, or the making by Capital of any declaration, filing or registration with, any person or entity.

3.3 **Insolvency.** No insolvency proceedings of any character, including without limitation bankruptcy, receivership, reorganization, composition or arrangement with creditors, voluntary or involuntary, affecting Capital is pending or, to Capital's knowledge, threatened, and Capital has not made any assignment for the benefit of creditors. Capital has not taken any actions with a view to, or which would constitute the basis for, the institution of any such proceedings.

3.4 **Broker's Fees.** Capital is not a party to any contract with any broker or other person or entity who, in any fashion, may have a claim for remuneration or compensation from Trinity or Capital with respect to the transactions contemplated by this Agreement.

3.5 **Completeness of Statements and Accuracy of Documents.** No representation, warranty or statement made by Capital in this Agreement, or furnished by or on behalf of Capital to Trinity or its agents pursuant hereto or thereto, or in connection with the transactions contemplated hereby, contains any untrue statement of a material fact or omits to state a material fact necessary in order to make a statement contained herein not misleading. Unless the context otherwise compels, all representations and warranties of Capital contained in this Agreement shall be true and complete both as of the date hereof and as of the Closing. All copies of Contracts and other documents delivered by Capital to Trinity in connection with the transactions contemplated by this Agreement are complete and accurate and have not been modified by any oral agreements.

3.6 **Trinity Commitments.** Following the Closing, Capital intends to honor Trinity's existing commitments to the Theological Consortium of Greater Columbus, Inc., and any similar existing commitments of Trinity.

3.7 **Endowment Assets.** Capital, after obtaining control of the Endowment Assets, intends to utilize the Trinity endowment in support of the Seminary operations and its educational programs, though that support may also benefit other related Capital programs, so long as such uses are in accordance with the original donors' instructions for such endowment, or any modifications or restrictions imposed by the Ohio Attorney General or the Franklin County, Ohio Probate Court.

3.8 **Real Property.** Capital, after obtaining ownership of the Real Property, intends to utilize the Real Property in support of Seminary and university operations and programs. In the event that Trinity Real Property assets are sold, the proceeds from any sale shall first be used to

reimburse Capital for its actual costs of ownership of that Real Property and its investments made in the Seminary, any costs or charges incurred as a result of private equity fund capital calls on Endowment Assets, and/or any indemnification paid by Capital to Trinity pursuant to Section 9.2 below, and the remainder shall be applied primarily in support of Seminary operations, though that support may also benefit other Capital programs as guided by Capital's ELCA mission. In lieu of selling the Real Property, Capital may choose to lease the Real Property to a third party and use the proceeds from such lease as described in this Section 3.8.

ARTICLE 4

COVENANTS OF TRINITY PENDING CLOSING

During the period from the date of this Agreement until the Closing, Trinity shall comply with the covenants set forth in this Article 4.

4.1 **Representations and Warranties.** Trinity shall promptly notify Capital in writing if it becomes aware of (a) any fact or condition that causes or constitutes a breach of any of Trinity's representations and warranties made as of the date of this Agreement, or (b) the occurrence after the date of this Agreement of any fact or condition that would or be reasonably likely to (except as expressly contemplated by this Agreement) cause or constitute a breach of any such representation or warranty had that representation or warranty been made as of the time of the occurrence of, or Trinity's discovery of, such fact or condition. Should any such fact or condition require any change to this Agreement, including any exhibit or schedule hereto, Trinity shall promptly deliver to Capital a written notice specifying such change. During the same period, Trinity shall also promptly notify Capital of the occurrence of any breach of any covenant of Trinity in this Article 4 or of the occurrence of any event that may make the satisfaction of any of the conditions in Articles 6 or 7 impossible or unlikely.

4.2 **Disposition of Assets.** Trinity shall not sell, assign, lease, or otherwise transfer or dispose of any of the Assets, or agree to do any of the foregoing, other than in the ordinary course of business. Trinity shall maintain all Assets in good repair. Notwithstanding the foregoing, the expiration by their terms of Assumed Contracts prior to Closing shall not be deemed a violation of this Agreement.

4.3 **Investments.** Trinity shall not invest in any new private equity funds or further invest in any private equity funds in which Trinity has previously invested.

4.4 **Encumbrances.** Trinity shall not create, assume or allow to be created any liability, mortgage, lien, pledge, condition, charge, or encumbrance of any nature whatsoever upon the Assets, except for (a) liens disclosed on Schedule 4.4, which liens shall be removed on or prior to the Closing Date and (b) Permitted Liens.

4.5 **Access to Information.** Trinity shall give Capital and its authorized representatives access, during normal business hours and with reasonable prior notice, to the Assets and to the books, records, contracts, and documents relating to the Seminary, the Assets, and/or the Assumed Liabilities for the purpose of conducting Capital's due diligence, provided that such inspection shall not unreasonably interfere with the business and operations of Trinity.

4.6 **Insurance.** Trinity shall maintain the existing insurance policies on the Assets through the Closing Date or secure comparable replacement policies of insurance therefor.

4.7 **Notice of Proceedings.** Trinity shall notify Capital promptly (and in any event within five (5) business days) upon receipt of notice of any actual or threatened material claim, dispute, arbitration, litigation, complaint, judgment, order, decree, action or other legal proceeding relating to Trinity, the Seminary, the Assets, the Assumed Liabilities or the consummation of the transactions contemplated by this Agreement.

4.8 **Performance under Assumed Contracts.** Trinity will perform in all material respects its obligations under, and keep in effect, the Assumed Contracts (subject to expiration of Assumed Contracts in accordance with their respective terms).

4.9 **Books and Records.** Trinity shall maintain its books and records relating to the Seminary, the Assets and the Assumed Liabilities in all material respects in accordance with past practices.

4.10 **Compliance with Laws.** Trinity shall comply in all material respects with all Laws applicable or relating to the ownership or operation by Trinity of the Assets.

4.11 **Solicitations.** Trinity shall not directly or indirectly solicit, initiate, encourage or entertain any inquiries or proposals from, discuss or negotiate with, provide any non-public information to, or consider the merits of any inquiries or proposals from, any person or entity (other than Capital) relating to the sale of any of the Assets. Trinity shall notify Capital of any such inquiry or proposal within twenty-four (24) hours of receipt or awareness of the same by Trinity.

4.12 **Modification of Obligations.** Trinity shall not (a) enter into any other contracts relating to the Seminary or the Assets; (b) make any material modification to any Assumed Contract or governmental authorization relating to the Seminary; (c) enter into any compromise or settlement of any litigation, other legal proceeding or governmental investigation relating to the Assets, the Seminary or the Assumed Liabilities; or (d) agree to do any of the foregoing.

4.13 **Conditions.** Trinity shall use its best efforts to cause each of the conditions to Closing set forth in Sections 6.1, 6.2, 6.4, 6.6, and 7.3 to be satisfied at or prior to the Closing.

ARTICLE 5

COVENANTS OF CAPITAL PENDING CLOSING

During the period from the date of this Agreement until the Closing, Capital shall comply with the covenants set forth in this Article 5.

5.1 **Representations and Warranties.** Capital shall promptly notify Trinity in writing if it becomes aware of (i) any fact or condition that causes or constitutes a breach of any of Capital's representations and warranties made as of the date of this Agreement, or (ii) the occurrence after

the date of this Agreement of any fact or condition that would or be reasonably likely to (except as expressly contemplated by this Agreement) cause or constitute a breach of any such representation or warranty had that representation or warranty been made as of the time of the occurrence of, or Capital's discovery of, such fact or condition. Should any such fact or condition require any change to this Agreement, including any exhibit or schedule hereto, Capital shall promptly deliver to Trinity a written notice specifying such change. During the same period, Capital shall also promptly notify Trinity of the occurrence of any breach of any covenant of Capital in this Article 5 or of the occurrence of any event that may make the satisfaction of any of the conditions in Articles 6 or 7 impossible or unlikely.

5.2 **Conditions.** Capital shall use its best efforts to cause each of the conditions to Closing set forth in Sections 6.5, 7.1, 7.2, and 7.4 to be satisfied at or prior to the Closing.

ARTICLE 6

CONDITIONS TO CAPITAL'S OBLIGATIONS

Capital's obligations under this Agreement shall be subject to the satisfaction of the following conditions prior to or at the Closing, unless waived by Capital:

6.1 **Representations and Warranties of Trinity True at Closing.** The representations and warranties set forth in Article 2 shall be true and correct, to the best of Trinity's knowledge, in all material respects at and as of the Closing Date with the same force and effect as though such representations and warranties had been made on the Closing Date, except (i) that those representations and warranties that are subject to any materiality, Material Adverse Effect or similar qualifier shall be true and correct in all respects in accordance with their terms when made and as of the Closing Date, (ii) for changes specifically permitted by this Agreement, and (iii) that those representations and warranties which address matters only as of a particular date shall remain true and correct as of such date.

6.2 **Compliance with Agreement.** Trinity shall have performed and complied in all material respects with all its obligations under this Agreement which are to be performed, or complied with, prior to or at the Closing.

6.3 **Litigation; Adverse Change.** No legal proceeding shall have been commenced or threatened against Trinity which would have an adverse effect on Capital's ownership of the Assets. No legal proceeding shall have been instituted or threatened by any third party before any court or Governmental Authority to restrain or prohibit, or to obtain damages in respect of, this Agreement or the performance of the obligations set forth in this Agreement.

6.4 **No Contravention.** Neither the consummation nor the performance of any of the transactions contemplated by this Agreement will, directly or indirectly (with or without notice or lapse of time), contravene, or conflict with, or result in a violation of, or cause Capital to suffer any adverse consequence under (a) any applicable Law or order, or (b) any Law or order that has been published, introduced, or otherwise proposed by or before any Governmental Authority, excluding bulk sales laws.

6.5 **Title Insurance.** Capital shall have obtained a title insurance policy for each parcel comprising the Real Property, which policy shall be issued by such title company as selected by Capital, shall insure that Capital will acquire a good and marketable title to the Real Property subject to existing Permitted Liens of record, shall contain such available endorsements as may be reasonably requested by Capital, and shall delete or omit the standard exceptions.

6.6 **Consents.** All required consents shall have been obtained including, but not limited to, consent for the transaction from the Ohio Attorney General (pursuant to its authority under Section 1702.39 and Sections 1715.51 et seq. of the Ohio Revised Code, and consent from the Franklin County, Ohio Probate Court concerning the transfer of the Trinity Endowment under the Uniform Prudent Management of Institutional Funds Act. Trinity shall have received the Governmental Consents, ELCA approval, Accrediting Agencies approval, U.S. Department of Education approval, and any other required third-party consents (together the “**Approvals**”), or evidence, reasonably satisfactory to Capital, that the Approvals will be issued to Capital on or before the Closing Date.

6.7 **Closing Deliveries.** Capital shall have received all items required to be delivered by Trinity under Section 8.2.

6.8 **Material Adverse Effect.** There shall not have been any change, event, occurrence or development that has had or could reasonably be expected to have a Material Adverse Effect on the Assets.

6.9 **Due Diligence Review.** No later than 20 days prior to Closing, Capital shall have completed, to its satisfaction in its sole discretion, its due diligence review of the Assets including, but not limited, satisfactory completion of title searches, a Phase I Environmental Audit of the Real Property, and its review of the Endowment Assets.

6.10 **Schedules and Exhibits.** All schedules and exhibits referenced in this Agreement shall have been completed to Capital’s satisfaction in its sole discretion.

6.11 **Mortgagees Consent.** Mortgagee’s written consent(s) to Capital’s assumption of Assumed Mortgages. [NOTE: please confirm whether Capital is assuming any mortgages.]

6.12 **Real Property Inspection.** Following the Effective Date, and until Closing (the “**Due Diligence Period**”), Trinity shall permit Capital and Capital’s representatives to enter the Real Property at any time for the purpose of conducting inspections and investigations reasonably required by Capital in order to determine the suitability of the Real Property for Capital’s purposes (collectively, the “**Inspections**”). During the Due Diligence Period, Capital shall also review the status of title to the Real Property and all matters relating to the Survey. Capital shall promptly repair any damage to the Real Property attributable to the conduct of the Inspections, and shall promptly return the Real Property to substantially the same condition as existed prior to the conduct thereof. No Inspections shall be conducted without Trinity’s approval as to the time and manner thereof, which approval shall not be unreasonably withheld, conditioned or delayed. At Trinity’s request, any such Inspection shall be performed in the presence of a representative of Trinity. Capital shall cause copies of all information and written materials obtained or generated in connection with the conduct of all Inspections, including any tests and

environmental studies conducted of the Property (“**Reports**”), to be delivered to Trinity upon issuance thereof without cost to Trinity. If the results of the Inspections or the Reports are not acceptable to Capital, or if Capital is not satisfied with the status of title to the Real Property or any matter shown on the Survey, Capital may terminate this Agreement by written notice given to Trinity prior to the expiration of the Due Diligence Period, in which event neither of the parties shall have any further rights or obligations hereunder except for obligations that specifically survive the termination of this Agreement. If Capital fails to terminate this Agreement prior to the expiration of the Due Diligence Period, Capital shall be deemed to have waived the contingency set forth in this Section, approved the status of title of the Real Property and all matters shown on the Survey, and elected to proceed with the transfer of the Real Property.

6.13 **Trinity Benefit Plans.** Unless notified in writing by Capital at least ten (10) business days prior to the Closing, Trinity shall, as of the Closing: (i) discontinue its participation in any employee benefit plan that is administered by the Board of Pensions of the ELCA (by providing any required notice that it is discontinuing its status as a participating employer in any such plan and/or taking any other action necessary to cease participation in any such plan); and (ii) terminate its participation in any other Employee Plan (and, to the extent specified by Capital, any related insurance policies and bonds); provided, however, Trinity may elect to continue any group medical, accident or welfare Employee Plans subject to COBRA in order to provide continuation coverage to any Qualified Beneficiaries. Trinity shall provide to Capital at the Closing with documentation satisfactory to Capital evidencing any such discontinuances and terminations. The parties acknowledge and agree that Capital shall not assume the responsibilities or any liabilities related to the Employee Plans as maintained or sponsored by Trinity and the Employee Plans or any insurance policies related to the same shall not be assigned or transferred to Capital.

ARTICLE 7

CONDITIONS TO TRINITY’S OBLIGATIONS

Trinity’s obligations under this Agreement shall be subject to the satisfaction of the following conditions prior to or at the Closing unless waived by Trinity:

7.1 **Representations and Warranties of Capital True at Closing.** The representations and warranties set forth in Article 3 shall be true and correct in all material respects at and as of the Closing Date with the same force and effect as though such representations and warranties had been made on the Closing Date, except (a) that those representations and warranties that are subject to any materiality, Material Adverse Effect or similar qualifier shall be true and correct in all respects in accordance with their terms when made and as of the Closing Date, (b) for changes specifically permitted by this Agreement, and (c) that those representations and warranties which address matters only as of a particular date shall remain true and correct as of such date.

7.2 **Compliance With Agreement.** Capital shall have performed and complied in all material respects with all its obligations under this Agreement which are to be performed, or complied with, prior to or at the Closing.

7.3 **Creditor Consents**. Trinity shall have received written consent, on terms satisfactory to Capital, of all creditors identified on Exhibit G, to the consummation of the transaction contemplated by this Agreement.

7.4 **Consents**. All required consents shall have been obtained including, but not limited to, consent for the transaction from the Ohio Attorney General (pursuant to its authority under Section 1702.39 and Sections 1715.51 et seq. of the Ohio Revised Code, and consent from the Franklin County, Ohio Probate Court concerning the transfer of the Trinity Endowment under the Uniform Prudent Management of Institutional Funds Act. Trinity shall have received the Approvals, or evidence, reasonably satisfactory to Capital, that the Approvals will be issued to Capital on or before the Closing Date.

7.5 **Closing Deliveries**. Trinity shall have received all items required to be delivered by Capital under Section 8.3 of this Agreement.

7.6 **Due Diligence Review**. Trinity shall have completed, to its satisfaction in its sole discretion, (a) its due diligence review of Capital's financial and operational capabilities and (b) its review of the Phase I Environmental Audit of the Real Property.

7.7 **Material Adverse Effect**. There shall not have been any change, event, occurrence or development that has had or could reasonably be expected to have a Material Adverse Effect on the Assets.

7.8 **Schedules and Exhibits**. All schedules and exhibits referenced in this Agreement shall have been completed to Capital's satisfaction in its sole discretion.

ARTICLE 8

CLOSING; TERMINATION; POST CLOSING

8.1 **Closing**. The closing of the transaction contemplated in this Agreement (the "**Closing**") shall take place at such location as is acceptable to Capital and Trinity, or electronically, on [REDACTED], 2018 (the "**Closing Date**"), unless Capital and Trinity otherwise agree in writing. Subject to the provisions of Articles 6 and 7, failure to consummate the purchase and sale provided for in this Agreement on the date and time and at the place determined pursuant to this Section 8.1 will not result in the termination of this Agreement and will not relieve either party of any obligation under this Agreement. In such a situation, the Closing will occur as soon as practicable, subject to satisfaction of the conditions set forth in Articles 6 and 7.

8.2 **Deliveries by Trinity**. At the Closing, Trinity shall deliver to Capital:

- (a) a receipt of assets executed by Trinity, in form and substance reasonably acceptable to the parties, for all of the Assets that are tangible personal property (the "**Receipt of Assets**");

- (b) an assignment of all of the Assets that are Assumed Contracts or Intangible Personal Property, in form and substance reasonably acceptable to the parties, which assignment shall also contain Capital's undertaking and assumption of the Assumed Liabilities (the "**Assignment and Assumption Agreement**");
- (c) legal, valid and binding discharges (in form and substance reasonably satisfactory to Capital and its counsel), in recordable form, of all mortgages or other liens on the Real Property, other than Permitted Liens, identified by Capital through its examination of record title;
- (d) a certificate of an executive officer of Trinity, in form and substance reasonably satisfactory to Capital, certifying as to (i) the resolutions of the board of governors of Trinity approving and authorizing this Agreement and the transactions contemplated hereby and thereby, (ii) the incumbency of persons authorized to execute, deliver and perform on behalf of Trinity this Agreement, (iii) the Articles of Incorporation of Trinity, (iv) the By-laws of Trinity, and (v) the satisfaction of the conditions set forth in Sections 6.1 and 6.2;
- (e) a good standing certificate of Trinity issued by the Secretary of State of the State of Ohio and dated within ten (10) days of the Closing Date;
- (f) any consents to assignments from third parties relating to the Assumed Contracts that require such consent, as well as any other consents which Trinity is legally obligated to obtain to the extent that the failure to obtain any such consent would cause a Material Adverse Effect on Capital's ability to operate the Assets with respect to the Seminary;
- (g) except for Permitted Liens, legal, valid and binding UCC-3 termination statements (in form and substance reasonably satisfactory to Capital and its counsel), in recordable form, for which a UCC financing statement is of record with respect to any of the Assets;
- (h) quit-claim deeds related to the Real Property, duly executed by Trinity;
- (i) the PTO Schedule;
- (j) the Student Records; and
- (k) such other bills of sale, certificates of title, documents and other instruments of transfer and such other instruments of conveyance as Capital may reasonably request in order to effect the sale, transfer, conveyance and assignment to Capital of valid ownership of the Assets and such other documents as may reasonably be requested by Capital, each in form and substance reasonably satisfactory to Capital.

8.3 **Capital's Deliveries.** At the Closing, Capital shall deliver to Trinity:

- (a) The Purchase Price;
- (b) the Assignment and Assumption Agreement, executed by Capital;
- (c) a certificate of an executive officer of Capital, in form and substance reasonably satisfactory to Trinity, certifying as to (i) the resolutions of the board of directors of Capital approving and authorizing this Agreement and the transactions contemplated hereby and thereby, (ii) the incumbency of persons authorized to execute, deliver and perform on behalf of Capital this Agreement, (iii) the Articles of Incorporation of Capital, (iv) the By-laws of Capital, and (v) the satisfaction of the conditions set forth in Sections 7.1 and 7.2;
- (d) a good standing certificate of Capital issued by the Secretary of State of the State of Ohio and dated within ten (10) days of the Closing Date;
- (e) such other documents as may reasonably be requested by Trinity, each in form and substance reasonably satisfactory to Trinity.

8.4 **Termination.** This Agreement may be terminated at any time prior to the Closing (the date of such termination, the "**Termination Date**") as follows:

- (a) Capital and Trinity may terminate this Agreement by mutual written consent at any time prior to the Closing.
- (b) Trinity may terminate this Agreement by giving written notice to Capital at any time prior to the Closing (i) in the event Capital has breached any representation, warranty, or covenant contained in this Agreement, Trinity has notified Capital of the breach, and the breach has continued without cure for a period of ten (10) days after the notice of breach, or (ii) if the Closing shall not have occurred on or before [REDACTED] (the "**Drop Dead Date**"), by reason of the failure of any condition precedent under Article 7 (unless the failure results primarily from Trinity breaching any representation, warranty, or covenant contained in this Agreement).
- (c) Capital may terminate this Agreement by giving written notice to Trinity at any time prior to the Closing (i) in the event Trinity has breached any representation, warranty, or covenant contained in this Agreement, Capital has notified Trinity of the breach, and the breach has continued without cure for a period of ten (10) days after the notice of breach, or (ii) if the Closing shall not have occurred on or before the Drop Dead Date, by reason of the failure of any condition precedent under Article 6 (unless the failure results primarily from Capital breaching any representation, warranty, or covenant contained in this Agreement).

- (d) Either party may terminate this Agreement in the event the results of the due diligence review of the Assets, as specified in Sections 6.9 and 7.6 above, are not acceptable to Capital or Trinity, or if either party is not satisfied with the status of the Endowment Assets or the proposed transfer of such Endowment Assets, by providing written notice to the other party no later than ten (10) days prior to Closing, in which event neither party shall have any further rights or obligations hereunder except for obligations that specifically survive the termination of this Agreement. If either party fails to terminate this Agreement as specified in this Section 8.4(d), that party shall be deemed to have waived the conditions set forth in Sections 6.9 and 7.2 above, as applicable.
- (e) Either party may terminate this Agreement by giving written notice to the other party at any time prior to the Closing in the event the financial position of itself, or the other party, materially changes prior to the Closing.

8.5 **Effect of Termination**. Except for the provisions of Article 10, which shall survive any termination of this Agreement, if any party terminates this Agreement pursuant to Section 8.4 above, then all rights and obligations of the parties hereunder shall terminate without any liability of either party to the other party, except for any liability of any party then in breach. The termination of this Agreement shall not affect the rights of the non-breaching party to pursue any remedy available to it for such breach.

ARTICLE 9 **INDEMNIFICATION**

9.1 **Capital Indemnity**. Until the Closing, Trinity hereby indemnifies and agrees to hold Capital and Capital's officers, directors, trustees, employees, attorneys, accountants and agents (collectively, the "**Capital Parties**") harmless from, against and in respect of:

- (a) any and all Loss suffered or incurred by Capital Parties by reason of any untrue or inaccurate representation, breach of warranty or non-fulfillment of any covenant by Trinity contained herein, or in any schedule, exhibit, certificate, document or instrument delivered to Capital pursuant hereto or thereto or in connection herewith or therewith; and
- (b) any and all actions, suits, proceedings, claims, demands, assessments, judgments, costs and expenses, including legal fees and expenses, incident to any of the foregoing or incurred in investigating or attempting to avoid the same or to oppose the imposition thereof, or in enforcing this indemnity.

9.2 **Trinity Indemnity**.

- (a) Until the Closing, Capital hereby agrees to indemnify and hold Trinity and Trinity's officers, directors, trustees, employees, attorneys, accountants and agents (collectively, the "**Trinity Parties**") harmless from, against and in respect of:

- (i) any and all loss suffered or incurred by any Trinity Parties by reason of any untruth or misrepresentation, breach of warranty or non-fulfillment of any covenant by Capital contained herein, or in any schedule, exhibit, certificate, document or instrument delivered to Trinity pursuant hereto or thereto or in connection herewith or therewith;
 - (ii) any and all losses resulting from claims for damages arising out of any violation by Capital, its affiliates, officers, employees, and representatives of an individual's rights under FERPA; and
 - (iii) any and all actions, suits, proceedings, claims, demands, assessments, judgments, costs and expenses, including legal fees and expenses, incident to any of the foregoing or incurred in investigating or attempting to avoid the same or to oppose the imposition thereof, or in enforcing this indemnity; and
- (b) Following the Closing, for a period of five (5) years, Capital hereby agrees to indemnify and hold Trinity Parties harmless from, against and in respect of any liability or claim arising from or related to breach of fiduciary duty with respect to Trinity's management and investment of the Endowment Assets over and above that which is covered by Trinity's tail insurance as required under Section 9.3 below.

9.3 **Procedure.**

- (a) **Insurance.** Trinity shall, prior to the Closing Date, purchase tail coverage for both primary and excess coverage for its existing general liability, directors' and officers' liability, and professional liability insurance coverages, to extend for a period of at least five years from the Closing Date to insure coverage of claims against Trinity arising prior to the Closing Date. Such claims against Trinity and all obligations of Trinity, whether known or unknown as of the Closing Date, are collectively referred to in this Agreement as a "**Claim**" or "**Claims**".
- (b) **Third Party Claims.** Upon receipt by the indemnifying party (the "**Indemnitor**") of any notice of an indemnification claim based upon an asserted liability or obligation to a person or entity that is not a party to this Agreement (a "**Third Party Claim**"), Indemnitor shall be entitled to assume, upon written notice to the party being indemnified (the "**Indemnitee**"), the administration and defense of such Third Party Claim with counsel that is reasonably satisfactory to the Indemnitee and shall proceed with the administration and defense of such Third Party Claim diligently and in good faith. The Indemnitee shall have the right to participate in, but not control, the defense of such claim(s) at its sole cost and expense. The Indemnitor may not settle any Third Party Claim unless it contains a full unconditional release of the Indemnitee and unless the Indemnitee consents in writing, which consent shall not be unreasonably withheld. In the

event the Indemnitor declines or fails to timely pursue the defense of the Third Party Claim or fails to diligently pursue such Third Party Claim, the Indemnitee shall have the right to assume such defense and to be reimbursed for the costs and expenses (including the cost of investigation and reasonable attorneys' fees) thereof.

ARTICLE 10 **MISCELLANEOUS**

10.1 **Entire Agreement.** This Agreement and the respective exhibits and schedules hereto and thereto, constitute the entire agreement of the parties with respect to the subject matter hereof and thereof, and supersede all prior understandings of the parties with respect to such subject matter. No change, modification, addition or termination of this Agreement or any exhibit or schedule hereto or thereto shall be enforceable unless in writing and signed by the party against whom enforcement is sought.

10.2 **Benefit.** This Agreement shall bind and benefit Capital, Trinity and their respective personal representatives, successors and assigns; provided, however that this Agreement shall not be assignable by either party without the prior written consent of the other party, which consent may be withheld by the other party in its sole and absolute discretion.

10.3 **Attorney Fees and Expenses.** Each of the parties hereto shall pay the fees and expenses of its respective counsel, accountants and other experts and shall pay all other filing fees, costs and expenses incurred by it in connection with the negotiation, preparation and execution of this Agreement and the consummation of the transactions contemplated hereby and thereby, except as may be set forth herein.

10.4 **No Third Party Rights.** Except as set forth in Sections 10.1 and 10.2, none of the provisions of this Agreement shall be deemed to create any obligation or liability of any party to any person or entity that is not a party to this Agreement, whether under a third-party beneficiary theory, the Law of transferee or successor liability, or otherwise.

10.5 **Arbitration.** Except as otherwise provided to the contrary below, any dispute arising out of or related to this Agreement that the parties are unable to resolve within sixty (60) days of the first written notice from one party to the other regarding such dispute shall be settled by arbitration by a panel of three (3) neutral arbitrators who shall be selected in accordance with the procedures set forth in the commercial arbitration rules of the American Arbitration Association. The persons selected as arbitrators shall have prior experience in higher education but need not be professional arbitrators, and persons such as lawyers, accountants, brokers and bankers shall be acceptable. The arbitration hearing shall be conducted in accordance with the commercial arbitration rules of the American Arbitration Association in Ohio. The written decision of a majority of the arbitrators shall be final and binding on the parties. The costs and expenses of the arbitration proceeding shall be divided equally by the parties and each party shall bear its own attorney fees. The amount of any award shall be set forth in the decision and award of the arbitrators. The arbitrators shall not have any authority to award punitive damages, treble damages, consequential or indirect damages, or any other damages not measured by the

prevailing party's actual damages. Judgment on the award, if it is not paid within thirty days, may be entered in any court having jurisdiction over the matter. No action at Law or suit in equity based upon any claim arising out of or related to this Agreement shall be instituted in any court by Trinity or Capital against the other except (a) an action to compel arbitration pursuant to this Section, (b) an action to enforce the award of the arbitration panel rendered in accordance with this Section, or (c) as may be necessary to obtain appropriate injunctive relief in the event that the other party takes, or threatens to take, action reasonably likely to result in irreparable harm to the other party prior to the date on which an arbitration proceeding could otherwise be commenced.

10.6 **Construction.** Any reference to any federal, state, local, or foreign statute or law shall be deemed also to refer to all rules and regulations promulgated thereunder, unless the context requires otherwise. The word "including" shall mean including, without limitation. Words used herein, regardless of the number and gender specifically used, shall be deemed and construed to include any other number, singular or plural, and any other gender, masculine, feminine, or neuter, as the context requires. Unless otherwise specified herein, all accounting terms used therein shall be interpreted and all accounting determinations thereunder shall be made in accordance with GAAP.

10.7 **Governing Law; Jurisdiction.** This Agreement shall be governed by, and construed in accordance with, the Laws of the State of Ohio without reference to choice of Law principles, including all matters of construction, validity and performance. Subject to Section 10.5, any action or proceeding seeking to enforce any provision of, or based on any right arising out of, this Agreement shall be brought against either of the parties under the exclusive jurisdiction of the courts of the State of Ohio, and each of the parties consents to the jurisdiction and service of process provisions of such courts (and of the appropriate appellate courts) in any such action or proceeding and waives any objection to venue being laid in Franklin County. Process in any action or proceeding referred to in the preceding sentence may be served on any party anywhere in the world.

10.8 **Notices.** All notices, requests, demands and other communications under this Agreement must be in writing and will be deemed duly given, unless otherwise expressly indicated to the contrary in this Agreement: (i) when personally delivered; (ii) three (3) days after having been deposited in the United States mail, certified or registered, return receipt requested, postage prepaid, addressed to the parties at the following addresses; (iii) the next business day after having been dispatched by a nationally recognized overnight courier service, addressed to the parties at the following addresses with an acknowledgment of receipt requested; or (iv) upon receipt of confirmation of a telephonic facsimile transmission if sent by telephonic facsimile at the following facsimile numbers on a business day or, if not sent on a business day, on the next succeeding business day:

If to Trinity: [REDACTED]

With a copy to: [REDACTED]

If to Capital: Capital University
Attn: Tanya Poteet
1 College and Main
Columbus, Ohio 43209
Facsimile: (614) 236-6751

With a copy to: Benesch, Friedlander, Coplan,
& Aronoff LLP
Attn: Martha J. Sweterlitsch, Esq.
41 S. High Street, Suite 2600
Columbus, Ohio 43215
Facsimile: (614) 223-9330

Such names and addresses may be changed by either party by notice given to the other party in accordance with this Section 11.8.

10.9 **Headings**. The headings in this Agreement are intended solely for convenience or reference and shall be given no effect in the construction or interpretation of this Agreement

10.10 **Signatures**. This Agreement may be executed in one or more counterparts, all of which shall be considered one and the same Agreement, and shall become effective when one or more counterparts have been signed by each of the parties to this Agreement. Facsimile signatures shall have the same force and effect as manual signatures delivered in person.

10.11 **Severability**. If any provision of this Agreement is held by a court of competent jurisdiction to be illegal or unenforceable, the remaining provisions of this Agreement shall not be affected, and such provision shall be construed and enforced in a manner designed to effectuate the intent expressed in this Agreement to the maximum extent permitted by Law.

10.12 **Interpretation, No Presumption**. It is acknowledged by the parties that this Agreement has undergone several drafts with the negotiated suggestions of both parties and their legal counsel and, therefore, no presumptions shall arise favoring either party by virtue of the authorship of any of its provisions or ambiguities that may be associated therewith.

10.13 **Further Assurances**. Each party agrees that, from and after the Closing Date, such party shall cooperate with the other party, and execute, acknowledge and deliver, or cause to be executed, acknowledged and delivered, such other documents or instruments and to take, or cause to be taken, such further or other actions as the requesting party may reasonably deem necessary, to carry out the intent and purposes of this Agreement, and to consummate and give effect to the transactions contemplated hereby and thereby.

10.14 **Risk of Loss**. The risk of any loss, damage or destruction to any of the Assets from fire, accident or other casualty or cause (“**Casualty**”) shall be borne by Trinity at all times prior to the Closing. Notwithstanding the foregoing, in the event of any loss or damage to any of the Assets as a result of any Casualty prior to the Closing, Trinity shall promptly notify Capital of same in writing, stating with reasonable particularity the extent of the loss or damage incurred, the cause

thereof, if known, and the extent to which restoration, replacement and repair of the Assets lost or destroyed will be reimbursed under any insurance policy with respect thereto. In the event the loss (a) exceeds \$250,000 and the damaged Assets cannot be substantially repaired or restored by the later of the Drop Dead Date or seventy-five (75) days after the occurrence of the Casualty; or (b) would have a Material Adverse Effect, Capital shall have the option to: (i) terminate this Agreement, (ii) postpone the Closing until such time as the Assets have been substantially repaired, replaced or restored, or (iii) elect to consummate the Closing and accept the Assets in their “then” condition, in which event Trinity shall assign to Capital all rights under any insurance claim covering the loss and pay over to Capital any proceeds, including reimbursement for any deductibles, under any such insurance policy received by Trinity with respect thereto. Trinity shall also assign to Capital all rights under any insurance claim covering the loss and pay over to Trinity any insurance proceeds, including reimbursement for any deductibles, if Capital consummates the Closing hereunder following the occurrence of a Casualty which would not cause a loss in excess of \$250,000 or have a Material Adverse Effect.

10.15 **Waiver of Compliance; Consents.** Except as otherwise provided in this Agreement, any failure of any of the parties to comply with any obligation, representation, warranty, covenant, agreement, or condition herein may be waived by the party entitled to the benefit thereof only by a written instrument signed by the party granting such waiver, but such waiver or failure to insist upon strict compliance with such obligation, representation, warranty, covenant, agreement, or condition shall not operate as a waiver of, or estoppel with respect to, any subsequent or other failure. Whenever this Agreement requires or permits consent by or on behalf of any party hereto, such consent shall be given in writing in a manner consistent with the requirements for a waiver of compliance as set forth in this Section 10.16.

10.16 **Public Announcements.** All general notices, releases, statements and communications to employees, suppliers, distributors and customers of either of the parties to this Agreement and to the general public and the press relating to the transactions covered by this Agreement shall be made only at such times and in such manner as may be mutually agreed upon by Trinity and Capital.

{The remainder of this page has been intentionally left blank}

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above written.

TRINITY:

TRINITY LUTHERAN SEMINARY

By: _____
Name:
Title:

CAPITAL:

CAPITAL UNIVERSITY

By: _____
Name:
Title:

DRAFT

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Other issues:

In addition to the matters evident from the comments and revisions in the text of the agreement, there are several issues that the institutions will continue to work on to effectuate the reunion

BYLAWS

of

The Deaconess Community of the Evangelical Lutheran Church in America

PREAMBLE OF HISTORICAL ANTECEDENTS

The Deaconess Community of the Evangelical Lutheran Church in America expresses the continuity of deaconess work in the Lutheran Church in America (a) as conceived in an agreement dated January 13, 1966, among three corporations existing at that time, viz. Mary J. Drexel Home and Philadelphia Motherhouse of Deaconesses, The Baltimore Lutheran Deaconess Motherhouse and School, Inc., and the Board of College Education and Church Vocations and its successor, the Division for Professional Leadership, both of the Lutheran Church in America, and (b) as of September 7, 1965, by joining with the sisterhood previously affiliated with the Immanuel Deaconess Institute of the former Augustana Lutheran Church. This continuity is particularly defined and shaped by the actions pertaining to deaconess work of the 1978 convention of the Lutheran Church in America and by the official documents of the Evangelical Lutheran Church in America.

ARTICLE 1: NAME AND INCORPORATION

This document records the bylaws which regulate the corporation known as The Deaconess Community of the Evangelical Lutheran Church in America which will be referred to herein as the "Deaconess Community." The corporation so named was formed by decree of the Court of Common Pleas of Montgomery County, Pennsylvania, dated August 5, 1966, approving the articles of incorporation. The decree, together with the articles of incorporation, was recorded on August 8, 1966, in the Office for the Recording of Deeds for Montgomery County, Pennsylvania, in Charter Book 14, at pages 301 and 302. The Deaconess Community, through corporate merger, is successor to The Baltimore Lutheran Deaconess Motherhouse and School, Inc., and The Mary J. Drexel Home and Philadelphia Motherhouse of Deaconesses. In 1988, the name was changed from the Deaconess Community of the Lutheran Church in America to The Deaconess Community of the Evangelical Lutheran Church in America.

- 1.1 Registered office: The registered office of the Deaconess Community shall be at such location in Pennsylvania as the directors may from time to time determine.
- 1.2 Other offices: The Deaconess Community may also have offices at such other places as the directors may select and the business of the community shall require.

ARTICLE 2: CHURCH RELATIONSHIP

The Deaconess Community, affirmed by and under the direction of the Evangelical Lutheran Church in America referred to herein as the "ELCA," is subject to policies established by that church including actions of the ELCA's Congregational and Synodical Mission Unit* taken under the official documents of the church.

ARTICLE 3: PURPOSE, MEMBERSHIP, AND FUNCTIONS

- 3.1 The Deaconess Community has been formed in order that skilled and committed women serving through community may complement the ministry of Word and Sacrament as well as the ministry of the whole people of God. This ministry is exercised within the context of the church's mission to proclaim the Gospel, to relate the Gospel to human need in every situation, and to extend the ministry of the Gospel to all the world.
- 3.2 The Deaconess Community consists of women who have been consecrated to and continue as deaconesses on the Word and Service Roster of the ELCA or on the Diaconal Ministry Roster of the Evangelical Lutheran Church in Canada, referred to herein as the EICIC, together with those of its candidates who have met preparatory standards and publicly participated in a service of mutual affirmation known as investiture or the Rite of Reception in the ELCA or in the Evangelical Lutheran Church in Canada, referred to herein as the "ELCIC," together with those of its candidates who have met preparatory standards and publicly participated in the service of mutual affirmation known as investiture. Members are committed to full-time service and are

- 3.3 In order to proclaim the Word directly and indirectly through the church's specialized ministries, the Deaconess Community shall support its members as follows:
- 3.3.1 encourage spiritual, professional, educational and personal growth;
 - 3.3.2 provide mutual support in call, service and retirement;
 - 3.3.3 recommend to the ELCA's Congregational and Synodical Mission Unit the standards; and
 - 3.3.4 enter into arrangements with the ELCA through the Congregational and Synodical Mission Unit for promotion and interpretation of deaconess work throughout the church and for the recruitment and education of candidates.

ARTICLE 4: THE DEACONESS ASSEMBLY

- 4.1 The Deaconess Assembly is the gathering of the members of the Deaconess Community. Membership in good standing shall be defined in the standards. Voice and vote in sessions of the Deaconess Assembly shall be limited to those who are members in good standing. All members are obligated to attend sessions of the Deaconess Assembly unless duly excused.
- 4.2 The Deaconess Assembly shall be the highest authority within the Deaconess Community.
- 4.3 The Deaconess Assembly shall meet annually to review the work of the Deaconess Community and to plan for the future; its programs shall also include elements of inspiration, fellowship and education.
- 4.4 The Deaconess Assembly shall be called into session at a time and place determined by it or by the board of directors.
- 4.5 The directing deaconess shall chair sessions of the Deaconess Assembly. A vice chairperson and a secretary for each session of the Deaconess Assembly may be approved by the board of directors from among the members in good standing of the Deaconess Community.
- 4.6 The members present shall constitute a quorum provided that the entire membership has been notified by mail at least two months prior to the opening of a session.
- 4.7 The Deaconess Assembly shall elect members of the board of directors as provided in Article 5.
- 4.8 The executive director of the ELCA's Congregational and Synodical Mission Unit, or the director's designee, shall be invited to attend each meeting of the Deaconess Assembly.
- 4.9 *Robert's Rules of Order*, latest edition, shall be the governing parliamentary law of the Deaconess Assembly except as provided in these bylaws.

ARTICLE 5: THE BOARD OF DIRECTORS

- 5.1 The board of directors shall be elected by the Deaconess Assembly, and shall consist of six deaconesses and five other persons from the membership of the ELCA and/or the ELCIC. A majority of the directors shall be members of the ELCA. Biographical information, including the gifts and skills each prospective director offers to the board, shall be given to the Assembly so that the Assembly may make an informed vote. The nomination slate presented by the Governance Committee may consist of two candidates for each deaconess position and a single candidate for each non-deaconess position. The executive director of the ELCA's Congregational and Synodical Mission Unit, or the director's designee; the directing deaconess, the director of vocation and education, and the director of operations, shall have seat and voice on the board of directors.
 - 5.1.1 A majority of the voting members shall constitute a quorum for any board meeting.

- 5.2 The term of a director shall be four years, and the terms shall be arranged so that approximately half of the directors are elected every two years. No director shall serve more than two terms consecutively. Terms of newly elected directors shall begin on January 1st of the calendar year following their election, except that a person selected to fill a vacancy ad interim shall begin upon his or her acceptance of selection. Outgoing directors shall continue in office until their elected successors begin service on January 1st of the calendar year following their election.
- 5.2.1 Interim appointments. When a board vacancy is to be filled between elections, the Committee on Governance shall select a candidate to fill the unexpired term and submit that person's name to the Deaconess Community for a mail vote. A simple majority of members in good standing is required to affirm the appointment. In computing an interim appointee's eligibility for continued board membership, service which precedes a full term without interruption shall be disregarded if less than half a term.
- 5.3 The board of directors shall be accountable to the Deaconess Assembly for the management of the affairs of the Deaconess Community and to the ELCA for policies relating to the Deaconess Community. The board of directors shall act for the Deaconess Community in the interim between sessions of the Deaconess Assembly, but may not act contrary to the Deaconess Assembly's decisions or those of the ELCA. Specifically, the board of directors shall:
- 5.3.1 carry out corporate responsibilities on behalf of the Deaconess Community;
- 5.3.2 have power to authorize contracts;
- 5.3.3 plan and provide for the conduct and evaluation of all Deaconess Community programs including interpretation and the recruitment and education of candidates, and cooperate therein as appropriate with the ELCA's Congregational and Synodical Mission Unit and synodical candidacy committees of the ELCA and the ELCIC;
- 5.3.4 provide general oversight for the service of all members and develop guidelines for their temporal support;
- 5.3.5 oversee the responsibilities of the Deaconess Community to those retired under the cooperative plan;
- 5.3.6 exercise responsibility for all properties owned or leased by the Deaconess Community;
- 5.3.7 establish policy for the management of the financial resources of the Deaconess Community;
- 5.3.8 adopt annual current budgets which project no deficit spending;
- 5.3.9 determine staff structure for the Deaconess Community, and in consultation with the leadership team, employ executive and program staff;
- 5.3.10 determine the inability of a director to carry out his or her responsibilities, e.g., is absent from two consecutive meetings of the board of directors without cause;
- 5.3.11 determine the inability of the directing deaconess or any executive or program staff elected by the board of directors to carry out his or her responsibilities (see 5.4);
- 5.3.12 report annually to the members of the Deaconess Community and to the ELCA's Congregational and Synodical Mission Unit;
- 5.3.13 guide planning for sessions of the Deaconess Assembly;
- 5.3.14 carry out such other responsibilities as the Deaconess Assembly may assign from time to time.
- 5.4 The board of directors, having determined that a director is unable to carry out his or her responsibilities, may elect to remove that director from the board in accordance with these by-laws after giving at least 30 days' prior notice to the secretary of the ELCA. The decision to remove a director shall be reported to the Church Council by the ELCA secretary.

The dismissal of a board member may be effected:

- a. for willful disregard or violation of the by-laws of this Community;
- b. for absence without cause from three consecutive board meetings;
- c. for such physical or mental disability as renders the director incapable of performing the duties of the office; or

- d. for such conduct as would subject the board member to disciplinary action as a member of a roster of the ELCA or ELCIC, or as a member of a congregation of one of these churchbodies.

5.5 Should the directing deaconess die, resign or be unable to serve, its chairperson shall convene the board of directors to arrange for the appropriate care of the responsibilities of the directing deaconess until an election of a new directing deaconess can be held or until the directing deaconess is able to serve again. The term of the successor directing deaconess, elected by the next Deaconess Assembly, or a special meeting of the Deaconess Assembly called for the purpose of election, shall be four years, with the subsequent election to take place at the assembly closest to the expiration of such a term.

The executive committee of the board of directors, in consultation with the rostering bishop, shall determine whether the directing deaconess is unable to serve. The directing deaconess may appeal the decision of the executive committee by requesting a hearing before the board of directors. A meeting to determine the ability of the directing deaconess to serve shall be called upon the request of at least two members of the executive committee. Prior notice of the meeting shall be given to the directing deaconess.

Should a leadership team or program staff person die, resign, or be unable to serve, the remaining leadership team, with the approval of the executive committee of the board of directors, shall arrange for the appropriate care of the responsibilities of the staff person until a new staff person can be appointed or until the staff person is able to serve again.

The dismissal of the directing deaconess or a member of the leadership team or program staff may be effected:

- a. for willful disregard or violation of the bylaws of this Community;
- b. for such physical or mental disability as renders the directing deaconess or staff person incapable of performing the duties of office; or
- c. for such conduct as would subject the directing deaconess or staff person to disciplinary action as a member of the roster of the ELCA or ELCIC, or as a member of a congregation of one of these church bodies.

If dismissal of a rostered member of the leadership team or program staff (other than the directing deaconess) is to be effected under this article, any disciplinary action, including a decision to dismiss, should be undertaken in consultation with the staff member's rostering bishop.

Proceedings for dismissal of the directing deaconess shall be instituted at petition by:

- a. the board of directors on a vote of at least two-thirds of its members; and
- b. the Deaconess Assembly on a vote of at least two-thirds of its members.

5.6 The officers of the board of directors shall be a chairperson, a vice chairperson, a secretary and a treasurer. They shall be elected biennially at the last board meeting of each calendar year in which directors are elected by the Deaconess Assembly. Their respective terms shall begin the first day of the following calendar year, and shall expire no later than the conclusion of their respective terms on the board. Their duties and responsibilities shall be those customary to their respective offices and as set forth in Article 6, below.

5.6.1 The treasurer may be chosen from outside the membership of the board of directors if necessary to provide for the requisite financial expertise. If so chosen, he or she shall also be elected biennially by the directors at the last board meeting of each calendar year in which directors are elected by the Deaconess Assembly. A treasurer chosen from outside the board membership shall not serve more than four two-year terms consecutively. An outside treasurer shall have seat and voice, but not vote, in meetings of the board of directors and of the executive committee.

5.7 The board of directors shall meet twice annually, and at such other times as it may deem necessary. The chairperson or the executive committee may call meetings of the board of directors. The chairperson shall call a meeting when requested to do so in writing by five members of the board of directors or by a majority of

members in good standing of the Deaconess Community. Notice of a meeting shall be mailed or sent electronically at least three weeks prior to its meeting date.

- 5.7.1 A majority of the directors in office shall constitute a quorum for any board meeting. The acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the board of directors.
- 5.7.2 Teleconference meetings: One or more directors may participate in a meeting of the board of directors, or any committee thereof, by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear one another.
- 5.7.3 Action by written consent: Any action which may be taken at a meeting of the board of directors may be taken without a meeting, provided that the action is set forth in writing and all of the directors in office give their written consent. The record of such action shall be filed with the board secretary and distributed to all parties who receive the minutes of regular board meetings.

ARTICLE 6: OFFICERS

6.1 Vacancies

A vacancy in any office may be filled by the board of directors for the unexpired portion of the term.

6.2 The Chairperson

The Chairperson shall:

- 6.2.1 preside at all meetings of the board of directors and of the executive committee;
- 6.2.2 be responsible for the development of an agenda for each meeting;
- 6.2.3 be responsible that the provisions of these bylaws are observed and that the enactments of the board of directors are carried out;
- 6.2.4 have general charge of and control over the affairs and property of the corporation and general supervision over its officers and agents, subject to the direction of the board of directors;
- 6.2.5 have seat and voice in all meetings of each standing committee and of all other committees of the board; and
- 6.2.6 have such other powers and perform such other duties as may be incidental to this office, as are given by these bylaws, or as from time to time may be assigned by the board.

6.3 The Vice-Chairperson

The Vice-Chairperson shall:

- 6.3.1 in the absence of the chairperson preside at all meetings of the board of directors and the executive committee; and
- 6.3.2 perform such other duties as from time to time may be assigned by the board of directors or the chairperson.

6.4 The Secretary

The Secretary shall:

- 6.4.1 record the minutes of the meeting of the board of directors and the executive committee;
- 6.4.2 file with the minutes of the board of directors or the executive committee, as the case may be, the resolutions by which any actions taken without a meeting are authorized, together with the consents to such action;
- 6.4.3 transmit promptly a copy of the minutes of each meeting of, and a copy of each resolution by which action is taken without a meeting by the board of directors or the executive committee to each director;
- 6.4.4 cause notices to be duly given in accordance with the provision of these bylaws and as required by law;
- 6.4.5 see that all reports and other documents and records required by law are properly filed and kept;
- 6.4.6 have custody of the records and seal of the corporation and cause the seal to be affixed as authorized; and
- 6.4.7 have such other powers and perform such other duties as are given by the board of directors or the chairperson.

6.5 The Treasurer

The Treasurer shall:

- 6.5.1 be bonded;

- 6.5.2 be the chief fiscal officer of the board;
- 6.5.3 have responsibility for the receipt and distribution of all moneys, and for the safekeeping of moneys and securities, of the corporation;
- 6.5.4 keep an accurate account of all financial transactions and report thereon at each meeting of the board of directors; and
- 6.5.5 have such other powers and perform such other duties as from time to time may be assigned by the board of directors or the chairperson.

6.6. Resignations

Any officer may resign at any time by giving notice in writing to the board of directors or the chairperson. Unless otherwise specified in the notice, the resignation shall take effect upon delivery.

6.7 Removal

Any officer or agent may be removed at any time, either for or without cause, by the board of directors.

6.8 Signing Authority

Each contract or other financial instrument shall be executed by any one of the following: directing deaconess, director of operations, chairperson, vice chairperson, or treasurer. If the amount of any instrument exceeds FIVE THOUSAND DOLLARS (\$5,000.00), it shall be executed by any two of the above.

ARTICLE 7: COMMITTEES

7.1 Committees of the board of directors shall be appointed by the board chair with the concurrence of the board of directors, except for the executive committee, which is elected by the board. Each committee shall have at least one director included in its membership, who will serve as its liaison to the board. Except for the executive committee, each committee may include non-board members for their special competence, experience, and interest. At least two members of each committee shall be members in good standing of the Deaconess Community.

7.1.1 Members of each committee shall be appointed for a four-year term, and are eligible to serve one additional consecutive four-year term. A member may be appointed to a subsequent four-year term on the same committee after four or more years' break from service.

7.1.2 The chair of each committee shall be appointed biennially by the board of directors at the last board meeting of each calendar year in which directors are elected by the Deaconess Assembly. A committee chair's term shall not exceed his or her term on the committee.

7.1.3 A majority of the voting members shall constitute a quorum for any committee meeting. The acts of a majority of the voting members present at a meeting at which a quorum is present shall be the acts of the committee.

7.1.4 Teleconference meetings: One or more committee members may participate in a meeting by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear one another.

7.1.5 The dismissal of a committee member may be effected:

- a. for willful disregard or violation of the by-laws of this Community;
- b. for absence without cause from three consecutive committee meetings;
- c. for such physical or mental disability as renders the member incapable of performing the duties of the office; or
- d. for such conduct as would subject the member to disciplinary action as a member of a roster of the ELCA or ELCIC, or as a member of a congregation of one of these churchbodies.

7.2 The board of directors shall have general oversight of the work of each committee, establishing policy as appropriate. Each committee shall report, after each meeting, to the board of directors. If a committee's chair is

not a director, a board member who serves on that committee shall be its liaison to the board, and shall give a report to the board at its next scheduled meeting.

- 7.3 The executive committee shall consist of the officers except that, if the treasurer is not a member of the board of directors, one additional “at large” director shall be elected to the committee by the board of directors. This committee shall have the power to act on behalf of the board of directors in instances requiring interim action, except that it shall not have power to modify any prior action of the board of directors. The executive committee shall also act as the Personnel Committee of the board. Actions of the executive committee shall be reported by mail to the entire board of directors within ten days.
- 7.4 The Committee on Finance and Budget shall consist of at least two directors and three other persons chosen for their competence in finance. The treasurer shall be included in its membership. This committee shall report to the board of directors on all matters concerning fiscal management and shall be responsible for the presentation of annual budgets to the board. It shall supervise the investments of the Deaconess Community under policies adopted by the board of directors.
- 7.5 The Committee on Community Life shall consist of at least one director and four other persons. In cooperation with the directing deaconess, it shall seek to enhance the life of the Deaconess Community through programs and events which emphasize spiritual growth, nurture, support, and fellowship among the members. It shall serve in an advisory relationship to the directing deaconess in matters related to community life, and shall appoint the planning committee for meetings of the Deaconess Assembly.
- 7.6 The Committee on Vocation and Education shall consist of at least one director and three other persons. This committee shall deal with all matters related to the candidacy process and continuing education for the Deaconess Community. The director of vocation and education shall have seat and voice on this committee.
- 7.7 The Committee on Communications shall consist of at least one director and three other persons. This committee shall develop a communication plan and oversee its implementation. The coordinator of communication shall be included in its membership.
- 7.8 Committee on Mission Support. The Committee on Mission Support shall consist of at least one director and four other persons. It shall assist the Deaconess Community in seeking, responding to, evaluating, and selecting mission support opportunities that will facilitate, fulfill, and further its vision and mission.
- 7.9 Committee on Governance. The Committee on Governance shall consist of at least one director and four other persons. It shall deal with all matters relating to a) the creating and updating of the Deaconess Community’s governing documents; b) the screening and selection of candidates for election to positions on the board of directors; c) the screening and selection of candidates for election as directing deaconess; and d) recommendations for appointment of standing committee chairs and members.
- 7.10 The board of directors may establish other committees from time to time as it deems necessary.

ARTICLE 8: STAFF

- 8.1 The Deaconess Assembly shall elect a directing deaconess for a term of four years, renewable by election for one additional term. The term of office shall ordinarily begin ninety (90) days following election, or at such other time as may be determined by the board of directors. The directing deaconess shall be chosen from among those who are members in good standing of the Deaconess Community and who are consecrated deaconesses. The process for electing the directing deaconess shall be approved by the board of directors pursuant to paragraph 7.9 of these bylaws. No less than three months before the Deaconess Assembly at which a directing deaconess will be elected, all members in good standing shall be provided notice regarding the election.
- 8.2 The three leadership team members (being the directing deaconess, the director of operations, and the director of vocation and education) shall be responsible to the Deaconess Community, the board of directors, and one another for their respective leadership accountabilities. Each shall have seat and voice in all committees and the

board of directors, providing assistance, counsel and guidance as appropriate. They shall work in partnership with the board, program staff, and one another, to provide leadership, vision, and direction for the organization.

8.2.1 The directing deaconess shall be elected by the Deaconess Community with responsibility for overseeing the pastoral and spiritual care of the individual sisters and the Community as a whole. She serves as the Deaconess Community's ambassador and liaison to the church and the world.

8.2.2 The director of operations shall be appointed by the board of directors with responsibility for oversight of the management and administration of the finances, programs, and operations of the Deaconess Community. The director of operations hires, supervises and provides for performance appraisals of all support staff, and develops and implements organizational strategy.

8.2.3 The director of vocation and education shall be appointed by the board of directors with responsibility for implementing, in cooperation with the Committee on Vocation and Education, the candidacy process and continuing education for candidates and deaconesses. The director of vocation and education serves as the Community's primary liaison with the ELCA and ELCIC directors for candidacy, seminaries, and synod staffs, to interpret and inform them regarding the community's candidacy process.

8.2.4 Background checks and screening shall be required and completed for persons nominated to become directing deaconess or recommended for appointment to a leadership team position, prior to their election or appointment if possible, or as soon as practical thereafter. The specific procedures and timing of background checks and screening shall be determined by the Committee on Governance.

8.3 After consultation with the leadership team, the board of directors shall periodically review all leadership team position descriptions, outlining specific responsibilities and accountabilities. The board of directors shall provide for periodic performance appraisal of the leadership team. In consultation with the board of directors, the director of operations shall periodically review all support staff position descriptions, outlining specific responsibilities and accountabilities.

ARTICLE 9: FISCAL MATTERS

9.1 The fiscal year shall be the calendar year.

9.2 The Deaconess Community shall not incur deficits in current operations.

9.3 The support of retired deaconesses who were admitted to the cooperative plan prior to July 1, 1978, and who served under it throughout their years in the diaconate shall have priority in the allocation of the financial resources of the Deaconess Community.

9.4 The sale or purchase of real estate, the encumbrance of assets exceeding FIFTY THOUSAND DOLLARS (\$50,000.00), and the financing of capital improvements exceeding FIFTY THOUSAND DOLLARS (\$50,000.00), shall require approval by two-thirds of votes cast by the Deaconess Assembly or by two-thirds of votes cast by mail from the members in good standing of the Deaconess Community.

9.5 No part of the net earnings of the corporation shall inure to the benefit of any private individual, corporation or other organization. No substantial part of the activities of the corporation shall be to carry on propaganda, or otherwise attempt to influence legislation. The corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office, including publishing or distributing statements for the candidate.

ARTICLE 10: INDEMNIFICATION

To the full extent permitted from time to time by law, each person who is or was made or threatened to be made a party to any proceeding by reason of the present or former capacity of that person as a member, director, officer, employee, or committee member of this church shall be indemnified against judgments, penalties, fines, settlements,

excise taxes, and reasonable attorneys' fees and disbursements incurred by that person in connection with the proceeding. This Deaconess Community may purchase and maintain insurance on behalf of itself or any person entitled to indemnification pursuant to this chapter against any liability asserted against and incurred by this Deaconess Community or by such other person in or arising from a capacity described above.

ARTICLE 11: DISSOLUTION

Should the corporation cease to act and be dissolved, all of its property and assets remaining after the payment of its liabilities shall be paid and distributed to the Evangelical Lutheran Church in America, a Minnesota nonprofit corporation, or its successor or assigns, provided, however, that payment shall be made hereunder only to corporations, trusts, foundations, or other organizations which are organized and operated exclusively for charitable or religious purposes and which shall then be exempt from Federal income tax under Section 501 (a) of the Internal Revenue Code of 1954, as amended, as organizations described in Section 501(c) (3) thereof (references to include corresponding provisions of any future revenue law).

ARTICLE 12: AMENDMENTS

12.1 Amendments to these bylaws may be presented: (a) by the board of directors or (b) in writing by five members in good standing of the Deaconess Community. When presented by five members, amendments shall be referred immediately to the board of directors which shall promptly submit its recommendations thereon to the Deaconess Assembly if it is in session or otherwise in writing to the members of the Deaconess Community immediately following the next meeting of the board of directors.

12.2 Amendments to Articles 1, 2, 3, 4.1, and 9 shall be adopted by majority vote of the Deaconess Assembly. Amendments to other articles may be adopted by the same procedure or by mail vote with approval by two-thirds of the members in good standing of the Deaconess Community.

12.3 Before becoming effective, all amendments shall be submitted, through the ELCA's Congregational and Synodical Mission Unit, to the ELCA Church Council or its executive committee for approval.

As adopted by the Deaconess Community of the Lutheran Church in America, In Assembly, December 30, 1978

And

As amended October 1, 1994, by the Deaconess Community of the Evangelical Lutheran Church in America

And

As amended May 16, 2004, by the Deaconess Assembly, approved by the Division for Ministry Board, June 2, 2004

And

As amended by the Deaconess Assembly, May 6, 2006 and approved by the ELCA Church Council Executive Committee July 28, 2006. **EC06.07.25**. Note: The ELCA Office of the Secretary interprets the Community's amended bylaws to mean that all amendments are to be submitted through the Vocation and Education unit to the Church Council or its Executive Committee for approval."

And

As amended by the Deaconess Assembly, April 26, 2008 and approved by the ELCA Church Council Executive Committee July 25, 2008. **EC08.07.16b**. Note: The ELCA Office of the Secretary interprets the Community's amended bylaws to mean that all amendments are to be submitted through the Vocation and Education unit to the Church Council or its Executive Committee for approval.

And

As amended by the Deaconess Assembly, September 29, 2010, submitted by the ELCA Vocation and Education Unit, and approved by the ELCA Church Council, November 13, 2010. **CC10.11.78**.

***NOTE:** Church Council action **CC10.11.78** also authorized the ELCA Secretary "to make editorial changes to the bylaws related to the redesign of the churchwide organization." These changes, which consisted of replacing references to the ELCA's Vocation and Education Unit with the name of the new Congregational and Synodical Mission Unit, which replaced it in the redesign, have been incorporated into these bylaws.

And

As amended by the Deaconess Assembly, October 2, 2011, submitted to the ELCA Office of the Presiding Bishop, and approved by the ELCA Church Council, November 13, 2011. **CC11.11.83u**.

And

As amended by the Deaconess Assembly, September 24, 2012, submitted to the ELCA Office of the Presiding Bishop, and approved by the ELCA Church Council, November 11, 2012. **CC12.11.44v.**

And

As amended by the Deaconess Assembly, September 28, 2013, submitted to the ELCA Office of the Presiding Bishop, and approved by the ELCA Church Council, November ____2013.

BYLAWS
of
The Deaconess Community of the Evangelical Lutheran Church in America

PREAMBLE OF HISTORICAL ANTECEDENTS

The Deaconess Community of the Evangelical Lutheran Church in America expresses the continuity of deaconess work in the Lutheran Church in America (a) as conceived in an agreement dated January 13, 1966, among three corporations existing at that time, viz. Mary J. Drexel Home and Philadelphia Motherhouse of Deaconesses, The Baltimore Lutheran Deaconess Motherhouse and School, Inc., and the Board of College Education and Church Vocations and its successor, the Division for Professional Leadership, both of the Lutheran Church in America, and (b) as of September 7, 1965, by joining with the sisterhood previously affiliated with the Immanuel Deaconess Institute of the former Augustana Lutheran Church. This continuity is particularly defined and shaped by the actions pertaining to deaconess work of the 1978 convention of the Lutheran Church in America and by the official documents of the Evangelical Lutheran Church in America.

ARTICLE 1: NAME AND INCORPORATION

This document records the bylaws which regulate the corporation known as The Deaconess Community of the Evangelical Lutheran Church in America which will be referred to herein as the “Deaconess Community.” The corporation so named was formed by decree of the Court of Common Pleas of Montgomery County, Pennsylvania, dated August 5, 1966, approving the articles of incorporation. The decree, together with the articles of incorporation, was recorded on August 8, 1966, in the Office for the Recording of Deeds for Montgomery County, Pennsylvania, in Charter Book 14, at pages 301 and 302. The Deaconess Community, through corporate merger, is successor to The Baltimore Lutheran Deaconess Motherhouse and School, Inc., and The Mary J. Drexel Home and Philadelphia Motherhouse of Deaconesses. In 1988, the name was changed from the Deaconess Community of the Lutheran Church in America to The Deaconess Community of the Evangelical Lutheran Church in America.

- 1.1 Registered office: The registered office of the Deaconess Community shall be at such location in Pennsylvania as the directors may from time to time determine.
- 1.2 Other offices: The Deaconess Community may also have offices at such other places as the directors may select and the business of the community shall require.

ARTICLE 2: CHURCH RELATIONSHIP

The Deaconess Community, affirmed by and under the direction of the Evangelical Lutheran Church in America referred to herein as the “ELCA,” is subject to policies established by that church including actions of the ELCA’s Congregational and Synodical Mission Unit* taken under the official documents of the church.

ARTICLE 3: PURPOSE, MEMBERSHIP, AND FUNCTIONS

- 3.1 The Deaconess Community has been formed in order that skilled and committed women serving through community may complement the ministry of Word and Sacrament as well as the ministry of the whole people of God. This ministry is exercised within the context of the church’s mission to proclaim the Gospel, to relate the Gospel to human need in every situation, and to extend the ministry of the Gospel to all the world.
- 3.2 The Deaconess Community consists of women who have been consecrated to and continue as deaconesses on the Word and Service Roster of the ELCA or on the Diaconal Ministry Roster of the Evangelical Lutheran Church in Canada, referred to herein as the EICIC, together with those of its candidates who have met preparatory standards and publicly participated in a service of mutual affirmation known as investiture or the Rite of Reception. Members are committed to full-time service and are strengthened for service through the Deaconess Community. If full-time service is not feasible, a deaconess may serve in an appropriate position on a part-time basis, as provided in the “Standards for Members of the Deaconess Community of the Evangelical

- 3.3 In order to proclaim the Word directly and indirectly through the church's specialized ministries, the Deaconess Community shall support its members as follows:
- 3.3.1 encourage spiritual, professional, educational and personal growth;
 - 3.3.2 provide mutual support in call, service and retirement;
 - 3.3.3 recommend to the ELCA's Congregational and Synodical Mission Unit the standards; and
 - 3.3.4 enter into arrangements with the ELCA through the Congregational and Synodical Mission Unit for promotion and interpretation of deaconess work throughout the church and for the recruitment and education of candidates.

ARTICLE 4: THE DEACONESS ASSEMBLY

- 4.1 The Deaconess Assembly is the gathering of the members of the Deaconess Community. Membership in good standing shall be defined in the standards. Voice and vote in sessions of the Deaconess Assembly shall be limited to those who are members in good standing. All members are obligated to attend sessions of the Deaconess Assembly unless duly excused.
- 4.2 The Deaconess Assembly shall be the highest authority within the Deaconess Community.
- 4.3 The Deaconess Assembly shall meet annually to review the work of the Deaconess Community and to plan for the future; its programs shall also include elements of inspiration, fellowship and education.
- 4.4 The Deaconess Assembly shall be called into session at a time and place determined by it or by the board of directors.
- 4.5 The directing deaconess shall chair sessions of the Deaconess Assembly. A vice chairperson and a secretary for each session of the Deaconess Assembly may be approved by the board of directors from among the members in good standing of the Deaconess Community.
- 4.6 The members present shall constitute a quorum provided that the entire membership has been notified by mail at least two months prior to the opening of a session.
- 4.7 The Deaconess Assembly shall elect members of the board of directors as provided in Article 5.
- 4.8 The executive director of the ELCA's Congregational and Synodical Mission Unit, or the director's designee, shall be invited to attend each meeting of the Deaconess Assembly.
- 4.9 *Robert's Rules of Order*, latest edition, shall be the governing parliamentary law of the Deaconess Assembly except as provided in these bylaws.

ARTICLE 5: THE BOARD OF DIRECTORS

- 5.1 The board of directors shall be elected by the Deaconess Assembly, and shall consist of six deaconesses and five other persons from the membership of the ELCA and/or the ELCIC. A majority of the directors shall be members of the ELCA. Biographical information, including the gifts and skills each prospective director offers to the board, shall be given to the Assembly so that the Assembly may make an informed vote. The nomination slate presented by the Governance Committee may consist of two candidates for each deaconess position and a single candidate for each non-deaconess position. The executive director of the ELCA's Congregational and Synodical Mission Unit, or the director's designee; the directing deaconess, the director of vocation and education, and the director of operations, shall have seat and voice on the board of directors.
 - 5.1.1 A majority of the voting members shall constitute a quorum for any board meeting.

- 5.2 The term of a director shall be four years, and the terms shall be arranged so that approximately half of the directors are elected every two years. No director shall serve more than two terms consecutively. Terms of newly elected directors shall begin on January 1st of the calendar year following their election, except that a person selected to fill a vacancy ad interim shall begin upon his or her acceptance of selection. Outgoing directors shall continue in office until their elected successors begin service on January 1st of the calendar year following their election.
- 5.2.1 Interim appointments. When a board vacancy is to be filled between elections, the Committee on Governance shall select a candidate to fill the unexpired term and submit that person's name to the Deaconess Community for a mail vote. A simple majority of members in good standing is required to affirm the appointment. In computing an interim appointee's eligibility for continued board membership, service which precedes a full term without interruption shall be disregarded if less than half a term.
- 5.3 The board of directors shall be accountable to the Deaconess Assembly for the management of the affairs of the Deaconess Community and to the ELCA for policies relating to the Deaconess Community. The board of directors shall act for the Deaconess Community in the interim between sessions of the Deaconess Assembly, but may not act contrary to the Deaconess Assembly's decisions or those of the ELCA. Specifically, the board of directors shall:
- 5.3.1 carry out corporate responsibilities on behalf of the Deaconess Community;
- 5.3.2 have power to authorize contracts;
- 5.3.3 plan and provide for the conduct and evaluation of all Deaconess Community programs including interpretation and the recruitment and education of candidates, and cooperate therein as appropriate with the ELCA's Congregational and Synodical Mission Unit and synodical candidacy committees of the ELCA and the ELCIC;
- 5.3.4 provide general oversight for the service of all members and develop guidelines for their temporal support;
- 5.3.5 oversee the responsibilities of the Deaconess Community to those retired under the cooperative plan;
- 5.3.6 exercise responsibility for all properties owned or leased by the Deaconess Community;
- 5.3.7 establish policy for the management of the financial resources of the Deaconess Community;
- 5.3.8 adopt annual current budgets which project no deficit spending;
- 5.3.9 determine staff structure for the Deaconess Community, and in consultation with the leadership team, employ executive and program staff;
- 5.3.10 determine the inability of a director to carry out his or her responsibilities, e.g., is absent from two consecutive meetings of the board of directors without cause;
- 5.3.11 determine the inability of the directing deaconess or any executive or program staff elected by the board of directors to carry out his or her responsibilities (see 5.4);
- 5.3.12 report annually to the members of the Deaconess Community and to the ELCA's Congregational and Synodical Mission Unit;
- 5.3.13 guide planning for sessions of the Deaconess Assembly;
- 5.3.14 carry out such other responsibilities as the Deaconess Assembly may assign from time to time.
- 5.4 The board of directors, having determined that a director is unable to carry out his or her responsibilities, may elect to remove that director from the board in accordance with these by-laws after giving at least 30 days' prior notice to the secretary of the ELCA. The decision to remove a director shall be reported to the Church Council by the ELCA secretary.

The dismissal of a board member may be effected:

- a. for willful disregard or violation of the by-laws of this Community;
- b. for absence without cause from three consecutive board meetings;
- c. for such physical or mental disability as renders the director incapable of performing the duties of the office; or

- d. for such conduct as would subject the board member to disciplinary action as a member of a roster of the ELCA or ELCIC, or as a member of a congregation of one of these churchbodies.

5.5 Should the directing deaconess die, resign or be unable to serve, its chairperson shall convene the board of directors to arrange for the appropriate care of the responsibilities of the directing deaconess until an election of a new directing deaconess can be held or until the directing deaconess is able to serve again. The term of the successor directing deaconess, elected by the next Deaconess Assembly, or a special meeting of the Deaconess Assembly called for the purpose of election, shall be four years, with the subsequent election to take place at the assembly closest to the expiration of such a term.

The executive committee of the board of directors, in consultation with the rostering bishop, shall determine whether the directing deaconess is unable to serve. The directing deaconess may appeal the decision of the executive committee by requesting a hearing before the board of directors. A meeting to determine the ability of the directing deaconess to serve shall be called upon the request of at least two members of the executive committee. Prior notice of the meeting shall be given to the directing deaconess.

Should a leadership team or program staff person die, resign, or be unable to serve, the remaining leadership team, with the approval of the executive committee of the board of directors, shall arrange for the appropriate care of the responsibilities of the staff person until a new staff person can be appointed or until the staff person is able to serve again.

The dismissal of the directing deaconess or a member of the leadership team or program staff may be effected:

- a. for willful disregard or violation of the bylaws of this Community;
- b. for such physical or mental disability as renders the directing deaconess or staff person incapable of performing the duties of office; or
- c. for such conduct as would subject the directing deaconess or staff person to disciplinary action as a member of the roster of the ELCA or ELCIC, or as a member of a congregation of one of these church bodies.

If dismissal of a rostered member of the leadership team or program staff (other than the directing deaconess) is to be effected under this article, any disciplinary action, including a decision to dismiss, should be undertaken in consultation with the staff member's rostering bishop.

Proceedings for dismissal of the directing deaconess shall be instituted at petition by:

- a. the board of directors on a vote of at least two-thirds of its members; and
- b. the Deaconess Assembly on a vote of at least two-thirds of its members.

5.6 The officers of the board of directors shall be a chairperson, a vice chairperson, a secretary and a treasurer. They shall be elected biennially at the last board meeting of each calendar year in which directors are elected by the Deaconess Assembly. Their respective terms shall begin the first day of the following calendar year, and shall expire no later than the conclusion of their respective terms on the board. Their duties and responsibilities shall be those customary to their respective offices and as set forth in Article 6, below.

5.6.1 The treasurer may be chosen from outside the membership of the board of directors if necessary to provide for the requisite financial expertise. If so chosen, he or she shall also be elected biennially by the directors at the last board meeting of each calendar year in which directors are elected by the Deaconess Assembly. A treasurer chosen from outside the board membership shall not serve more than four two-year terms consecutively. An outside treasurer shall have seat and voice, but not vote, in meetings of the board of directors and of the executive committee.

5.7 The board of directors shall meet twice annually, and at such other times as it may deem necessary. The chairperson or the executive committee may call meetings of the board of directors. The chairperson shall call a meeting when requested to do so in writing by five members of the board of directors or by a majority of

members in good standing of the Deaconess Community. Notice of a meeting shall be mailed or sent electronically at least three weeks prior to its meeting date.

- 5.7.1 A majority of the directors in office shall constitute a quorum for any board meeting. The acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the board of directors.
- 5.7.2 Teleconference meetings: One or more directors may participate in a meeting of the board of directors, or any committee thereof, by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear one another.
- 5.7.3 Action by written consent: Any action which may be taken at a meeting of the board of directors may be taken without a meeting, provided that the action is set forth in writing and all of the directors in office give their written consent. The record of such action shall be filed with the board secretary and distributed to all parties who receive the minutes of regular board meetings.

ARTICLE 6: OFFICERS

6.1 Vacancies

A vacancy in any office may be filled by the board of directors for the unexpired portion of the term.

6.2 The Chairperson

The Chairperson shall:

- 6.2.1 preside at all meetings of the board of directors and of the executive committee;
- 6.2.2 be responsible for the development of an agenda for each meeting;
- 6.2.3 be responsible that the provisions of these bylaws are observed and that the enactments of the board of directors are carried out;
- 6.2.4 have general charge of and control over the affairs and property of the corporation and general supervision over its officers and agents, subject to the direction of the board of directors;
- 6.2.5 have seat and voice in all meetings of each standing committee and of all other committees of the board; and
- 6.2.6 have such other powers and perform such other duties as may be incidental to this office, as are given by these bylaws, or as from time to time may be assigned by the board.

6.3 The Vice-Chairperson

The Vice-Chairperson shall:

- 6.3.1 in the absence of the chairperson preside at all meetings of the board of directors and the executive committee; and
- 6.3.2 perform such other duties as from time to time may be assigned by the board of directors or the chairperson.

6.4 The Secretary

The Secretary shall:

- 6.4.1 record the minutes of the meeting of the board of directors and the executive committee;
- 6.4.2 file with the minutes of the board of directors or the executive committee, as the case may be, the resolutions by which any actions taken without a meeting are authorized, together with the consents to such action;
- 6.4.3 transmit promptly a copy of the minutes of each meeting of, and a copy of each resolution by which action is taken without a meeting by the board of directors or the executive committee to each director;
- 6.4.4 cause notices to be duly given in accordance with the provision of these bylaws and as required by law;
- 6.4.5 see that all reports and other documents and records required by law are properly filed and kept;
- 6.4.6 have custody of the records and seal of the corporation and cause the seal to be affixed as authorized; and
- 6.4.7 have such other powers and perform such other duties as are given by the board of directors or the chairperson.

6.5 The Treasurer

The Treasurer shall:

- 6.5.1 be bonded;

- 6.5.2 be the chief fiscal officer of the board;
- 6.5.3 have responsibility for the receipt and distribution of all moneys, and for the safekeeping of moneys and securities, of the corporation;
- 6.5.4 keep an accurate account of all financial transactions and report thereon at each meeting of the board of directors; and
- 6.5.5 have such other powers and perform such other duties as from time to time may be assigned by the board of directors or the chairperson.

6.6. Resignations

Any officer may resign at any time by giving notice in writing to the board of directors or the chairperson. Unless otherwise specified in the notice, the resignation shall take effect upon delivery.

6.7 Removal

Any officer or agent may be removed at any time, either for or without cause, by the board of directors.

6.8 Signing Authority

Each contract or other financial instrument shall be executed by any one of the following: directing deaconess, director of operations, chairperson, vice chairperson, or treasurer. If the amount of any instrument exceeds FIVE THOUSAND DOLLARS (\$5,000.00), it shall be executed by any two of the above.

ARTICLE 7: COMMITTEES

7.1 Committees of the board of directors shall be appointed by the board chair with the concurrence of the board of directors, except for the executive committee, which is elected by the board. Each committee shall have at least one director included in its membership, who will serve as its liaison to the board. Except for the executive committee, each committee may include non-board members for their special competence, experience, and interest. At least two members of each committee shall be members in good standing of the Deaconess Community.

7.1.1 Members of each committee shall be appointed for a four-year term, and are eligible to serve one additional consecutive four-year term. A member may be appointed to a subsequent four-year term on the same committee after four or more years' break from service.

7.1.2 The chair of each committee shall be appointed biennially by the board of directors at the last board meeting of each calendar year in which directors are elected by the Deaconess Assembly. A committee chair's term shall not exceed his or her term on the committee.

7.1.3 A majority of the voting members shall constitute a quorum for any committee meeting. The acts of a majority of the voting members present at a meeting at which a quorum is present shall be the acts of the committee.

7.1.4 Teleconference meetings: One or more committee members may participate in a meeting by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear one another.

7.1.5 The dismissal of a committee member may be effected:

- a. for willful disregard or violation of the by-laws of this Community;
- b. for absence without cause from three consecutive committee meetings;
- c. for such physical or mental disability as renders the member incapable of performing the duties of the office; or
- d. for such conduct as would subject the member to disciplinary action as a member of a roster of the ELCA or ELCIC, or as a member of a congregation of one of these churchbodies.

7.2 The board of directors shall have general oversight of the work of each committee, establishing policy as appropriate. Each committee shall report, after each meeting, to the board of directors. If a committee's chair is

not a director, a board member who serves on that committee shall be its liaison to the board, and shall give a report to the board at its next scheduled meeting.

- 7.3 The executive committee shall consist of the officers except that, if the treasurer is not a member of the board of directors, one additional “at large” director shall be elected to the committee by the board of directors. This committee shall have the power to act on behalf of the board of directors in instances requiring interim action, except that it shall not have power to modify any prior action of the board of directors. The executive committee shall also act as the Personnel Committee of the board. Actions of the executive committee shall be reported by mail to the entire board of directors within ten days.
- 7.4 The Committee on Finance and Budget shall consist of at least two directors and three other persons chosen for their competence in finance. The treasurer shall be included in its membership. This committee shall report to the board of directors on all matters concerning fiscal management and shall be responsible for the presentation of annual budgets to the board. It shall supervise the investments of the Deaconess Community under policies adopted by the board of directors.
- 7.5 The Committee on Community Life shall consist of at least one director and four other persons. In cooperation with the directing deaconess, it shall seek to enhance the life of the Deaconess Community through programs and events which emphasize spiritual growth, nurture, support, and fellowship among the members. It shall serve in an advisory relationship to the directing deaconess in matters related to community life, and shall appoint the planning committee for meetings of the Deaconess Assembly.
- 7.6 The Committee on Vocation and Education shall consist of at least one director and three other persons. This committee shall deal with all matters related to the candidacy process and continuing education for the Deaconess Community. The director of vocation and education shall have seat and voice on this committee.
- 7.7 The Committee on Communications shall consist of at least one director and three other persons. This committee shall develop a communication plan and oversee its implementation. The coordinator of communication shall be included in its membership.
- 7.8 Committee on Mission Support. The Committee on Mission Support shall consist of at least one director and four other persons. It shall assist the Deaconess Community in seeking, responding to, evaluating, and selecting mission support opportunities that will facilitate, fulfill, and further its vision and mission.
- 7.9 Committee on Governance. The Committee on Governance shall consist of at least one director and four other persons. It shall deal with all matters relating to a) the creating and updating of the Deaconess Community’s governing documents; b) the screening and selection of candidates for election to positions on the board of directors; c) the screening and selection of candidates for election as directing deaconess; and d) recommendations for appointment of standing committee chairs and members.
- 7.10 The board of directors may establish other committees from time to time as it deems necessary.

ARTICLE 8: STAFF

- 8.1 The Deaconess Assembly shall elect a directing deaconess for a term of four years, renewable by election for one additional term. The term of office shall ordinarily begin ninety (90) days following election, or at such other time as may be determined by the board of directors. The directing deaconess shall be chosen from among those who are members in good standing of the Deaconess Community and who are consecrated deaconesses. The process for electing the directing deaconess shall be approved by the board of directors pursuant to paragraph 7.9 of these bylaws. No less than three months before the Deaconess Assembly at which a directing deaconess will be elected, all members in good standing shall be provided notice regarding the election.
- 8.2 The three leadership team members (being the directing deaconess, the director of operations, and the director of vocation and education) shall be responsible to the Deaconess Community, the board of directors, and one another for their respective leadership accountabilities. Each shall have seat and voice in all committees and the

board of directors, providing assistance, counsel and guidance as appropriate. They shall work in partnership with the board, program staff, and one another, to provide leadership, vision, and direction for the organization.

- 8.2.1 The directing deaconess shall be elected by the Deaconess Community with responsibility for overseeing the pastoral and spiritual care of the individual sisters and the Community as a whole. She serves as the Deaconess Community's ambassador and liaison to the church and the world.
- 8.2.2 The director of operations shall be appointed by the board of directors with responsibility for oversight of the management and administration of the finances, programs, and operations of the Deaconess Community. The director of operations hires, supervises and provides for performance appraisals of all support staff, and develops and implements organizational strategy.
- 8.2.3 The director of vocation and education shall be appointed by the board of directors with responsibility for implementing, in cooperation with the Committee on Vocation and Education, the candidacy process and continuing education for candidates and deaconesses. The director of vocation and education serves as the Community's primary liaison with the ELCA and ELCIC directors for candidacy, seminaries, and synod staffs, to interpret and inform them regarding the community's candidacy process.
- 8.2.4 Background checks and screening shall be required and completed for persons nominated to become directing deaconess or recommended for appointment to a leadership team position, prior to their election or appointment if possible, or as soon as practical thereafter. The specific procedures and timing of background checks and screening shall be determined by the Committee on Governance.

8.3 After consultation with the leadership team, the board of directors shall periodically review all leadership team position descriptions, outlining specific responsibilities and accountabilities. The board of directors shall provide for periodic performance appraisal of the leadership team. In consultation with the board of directors, the director of operations shall periodically review all support staff position descriptions, outlining specific responsibilities and accountabilities.

ARTICLE 9: FISCAL MATTERS

- 9.1 The fiscal year shall be the calendar year.
- 9.2 The Deaconess Community shall not incur deficits in current operations.
- 9.3 The support of retired deaconesses who were admitted to the cooperative plan prior to July 1, 1978, and who served under it throughout their years in the diaconate shall have priority in the allocation of the financial resources of the Deaconess Community.
- 9.4 The sale or purchase of real estate, the encumbrance of assets exceeding FIFTY THOUSAND DOLLARS (\$50,000.00), and the financing of capital improvements exceeding FIFTY THOUSAND DOLLARS (\$50,000.00), shall require approval by two-thirds of votes cast by the Deaconess Assembly or by two-thirds of votes cast by mail from the members in good standing of the Deaconess Community.
- 9.5 No part of the net earnings of the corporation shall inure to the benefit of any private individual, corporation or other organization. No substantial part of the activities of the corporation shall be to carry on propaganda, or otherwise attempt to influence legislation. The corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office, including publishing or distributing statements for the candidate.

ARTICLE 10: INDEMNIFICATION

To the full extent permitted from time to time by law, each person who is or was made or threatened to be made a party to any proceeding by reason of the present or former capacity of that person as a member, director, officer, employee, or committee member of this church shall be indemnified against judgments, penalties, fines, settlements,

excise taxes, and reasonable attorneys' fees and disbursements incurred by that person in connection with the proceeding. This Deaconess Community may purchase and maintain insurance on behalf of itself or any person entitled to indemnification pursuant to this chapter against any liability asserted against and incurred by this Deaconess Community or by such other person in or arising from a capacity described above.

ARTICLE 11: DISSOLUTION

Should the corporation cease to act and be dissolved, all of its property and assets remaining after the payment of its liabilities shall be paid and distributed to the Evangelical Lutheran Church in America, a Minnesota nonprofit corporation, or its successor or assigns, provided, however, that payment shall be made hereunder only to corporations, trusts, foundations, or other organizations which are organized and operated exclusively for charitable or religious purposes and which shall then be exempt from Federal income tax under Section 501 (a) of the Internal Revenue Code of 1954, as amended, as organizations described in Section 501(c) (3) thereof (references to include corresponding provisions of any future revenue law).

ARTICLE 12: AMENDMENTS

12.1 Amendments to these bylaws may be presented: (a) by the board of directors or (b) in writing by five members in good standing of the Deaconess Community. When presented by five members, amendments shall be referred immediately to the board of directors which shall promptly submit its recommendations thereon to the Deaconess Assembly if it is in session or otherwise in writing to the members of the Deaconess Community immediately following the next meeting of the board of directors.

12.2 Amendments to Articles 1, 2, 3, 4.1, and 9 shall be adopted by majority vote of the Deaconess Assembly. Amendments to other articles may be adopted by the same procedure or by mail vote with approval by two-thirds of the members in good standing of the Deaconess Community.

12.3 Before becoming effective, all amendments shall be submitted, through the ELCA's Congregational and Synodical Mission Unit, to the ELCA Church Council or its executive committee for approval.

As adopted by the Deaconess Community of the Lutheran Church in America, In Assembly, December 30, 1978

And

As amended October 1, 1994, by the Deaconess Community of the Evangelical Lutheran Church in America

And

As amended May 16, 2004, by the Deaconess Assembly, approved by the Division for Ministry Board, June 2, 2004

And

As amended by the Deaconess Assembly, May 6, 2006 and approved by the ELCA Church Council Executive Committee July 28, 2006. **EC06.07.25**. Note: The ELCA Office of the Secretary interprets the Community's amended bylaws to mean that all amendments are to be submitted through the Vocation and Education unit to the Church Council or its Executive Committee for approval."

And

As amended by the Deaconess Assembly, April 26, 2008 and approved by the ELCA Church Council Executive Committee July 25, 2008. **EC08.07.16b**. Note: The ELCA Office of the Secretary interprets the Community's amended bylaws to mean that all amendments are to be submitted through the Vocation and Education unit to the Church Council or its Executive Committee for approval.

And

As amended by the Deaconess Assembly, September 29, 2010, submitted by the ELCA Vocation and Education Unit, and approved by the ELCA Church Council, November 13, 2010. **CC10.11.78**.

***NOTE:** Church Council action **CC10.11.78** also authorized the ELCA Secretary "to make editorial changes to the bylaws related to the redesign of the churchwide organization." These changes, which consisted of replacing references to the ELCA's Vocation and Education Unit with the name of the new Congregational and Synodical Mission Unit, which replaced it in the redesign, have been incorporated into these bylaws.

And

As amended by the Deaconess Assembly, October 2, 2011, submitted to the ELCA Office of the Presiding Bishop, and approved by the ELCA Church Council, November 13, 2011. **CC11.11.83u**.

And

As amended by the Deaconess Assembly, September 24, 2012, submitted to the ELCA Office of the Presiding Bishop, and approved by the ELCA Church Council, November 11, 2012. **CC12.11.44v.**

And

As amended by the Deaconess Assembly, September 28, 2013, submitted to the ELCA Office of the Presiding Bishop, and approved by the ELCA Church Council, November ____2013.

**ELCA Foundation Task Force on Structure and Governance
Report to the ELCA Church Council Budget and Finance Committee
Spring 2017**

At its November 2016 meeting, the ELCA Church Council adopted a motion “to establish a task force to consider whether the ELCA Foundation should be separately incorporated from the churchwide organization or otherwise reorganized, and to make recommendations on governance and structure.”

The Task Force convened in Chicago for a daylong meeting on January 12, 2017, and held two follow-up conference calls on February 21 and March 10. ELCA staff provided extensive background materials and presentations to ensure that all Task Force members were informed of the current governance, structure and operations of the ELCA churchwide organization and the ELCA Foundation, and of the reports and recommendations from the consultants familiar with ELCA Foundation investments and development work. A list of Task Force members and resource staff is included in Appendix A.

Early conversations of the Task Force revolved around identifying particular sets of needs and hoped-for outcomes for a new structure, including considerations of governance and fiduciary oversight; investment management and creating a positive experience for donors, investors and beneficiaries.

At the request of the Task Force, ELCA staff identified four distinct potential structures for Task Force consideration:

1. expanding the existing Endowment Fund of the ELCA corporation to include the Charitable Remainder Trust (CRT) and Charitable Gift Annuity (CGA) pools;
2. keeping the CRT and CGA assets within the churchwide organization but transferring management of those funds to the Endowment Fund;
3. not incorporating the Foundation but establishing an investment committee to support the Endowment Fund Board of Trustees and the ELCA Church Council; and
4. expanding the existing Endowment Fund of the ELCA corporation to include all programs and staffing of the Foundation as well as major gift, campaign, prospect management and marketing programs currently held within the Mission Advancement unit.

The Task Force carefully considered the advantages and disadvantages of each potential structure and came to a consensus that the first option – an expansion of the existing corporation to include the two additional deferred giving pools – was the structure that best met the needs and hoped-for outcomes identified in previous conversation, and would be the recommended next step for this organization. Advantages of this structure include clear lines of governance, a board with specialized expertise in financial management, and mitigation of financial and legal risk for the churchwide organization. A potential concern with this structure would be how to arbitrate any disagreements between the two governing boards.

The consensus of the Task Force was that the ELCA churchwide organization should move toward implementation of the expanded corporation outlined as the first option above, and subsequent deliberation should take place about whether a move to the fourth structural option—to further expand the corporation to include major giving and other programs as well—would be advantageous at some time in the future.

At the request of the Task Force, churchwide staff provided more detailed information about how a move to an expanded corporation might take place, as well as information about how the structured relationships between the Endowment Fund of the ELCA and the ELCA churchwide organization might mitigate any future differences. This information – mitigation of disadvantages, proposed continuing resolutions, and proposed actions for the Endowment Fund Board of Trustees (which meets March 16-17)

and ELCA Church Council – is provided in detail in Appendices B, C and D. It should be noted that the Task Force expects that the process of deliberation and continued review and consultation will lead to changes in the proposed continuing resolutions.

Information and direction provided at this stage emphasize the changes to be made in structure and governance. After a direction for structure and governance is set, churchwide staff will work with the Task Force and external consultants to assess other implications and develop a detailed implementation plan.

Expected Timeline

- March 15, 2017: Budget and Finance Committee of ELCA Church Council will consider the proposed action during their conference call.
- March 16-17, 2017: Endowment Fund Board of Trustees will consider the proposed action during their meeting.
- March 31-April 4, 2017: ELCA Church Council will consider the proposed action during their meeting.
- May 31, 2017: Foundation Task Force convenes in-person in Chicago to move forward with Church Council and Endowment Fund Board of Trustees directions
- July 19, 2017: Foundation Task Force conference call
- August 23, 2017: Foundation Task Force conference call
- October 20, 2017: Task Force report to Endowment Fund Board of Trustees
- November 10-12, 2017: Church Council final actions

Appendices:

- A. Task Force Members
- B. Mitigation of Potential Disadvantages of Expanding Endowment Fund of the ELCA
- C. Proposed Continuing Resolutions to the ELCA Constitution
- D. Proposed Actions for Endowment Fund Board of Trustees and ELCA Church Council

Appendix A

Members of the Task Force:

Ms. Ingrid S. Stafford, Evanston, Ill., chair

Secretary Wm Chris Boerger

Deacon Christine Connell

Presiding Bishop Elizabeth A. Eaton

Ms. Marjorie B. Ellis

Mr. Eric Golberg

Ms. Christina Jackson-Skelton, executive director of the Mission Advancement unit

Ms. Paula Meyer

Treasurer Linda O. Norman

The Rev. Thomas A. Skrenes, bishop of the Northern Great Lakes Synod

Resource Staff:

The Rev. M. Wyvetta Bullock, executive for administration;

Mr. Thomas A. Cunniff, associate general counsel;

Ms. Annette C. Shoemaker, director for the ELCA Foundation

Ms. Aja Carr, Director of Gift and Trust Administration, ELCA Foundation

Appendix B

Mitigation of Potential Disputes Between ELCA Churchwide Organization and Endowment Fund of the ELCA

To mitigate these concerns, it is helpful to review the ways the Endowment Fund and the churchwide organization interact (and additional possibilities for interaction):

- The Board of Trustees of the Endowment Fund of the ELCA is elected by the ELCA Church Council. This responsibility can be left in the Church Council, or moved to the Churchwide Assembly, which elects the members of the boards of the Mission Investment Fund, Portico Benefit Services, and 1517 Media.
- If the Board of the Endowment Fund were elected by the Churchwide Assembly, the Nominating Committee would nominate candidates; the Nominating Committee need not nominate more than one person for each slot.
- The Board of the Endowment Fund elects the president of the Endowment Fund to a four-year term, with the approval of the Presiding Bishop of the ELCA. The Board and the Presiding Bishop have to act jointly to terminate the president.
- The Endowment Fund is required to report to the Churchwide Assembly and the Church Council.
- The Church Council reviews the policies, procedures, and operation of the Endowment Fund to ensure compliance with the ELCA's governing documents.
- The Endowment Fund is required to amend its governing documents at the request of the Church Council.

Appendix C

Draft Continuing Resolution regarding Expansion of Responsibilities of Endowment Fund

15.15.A17 In addition to the responsibilities set forth in the constitution and bylaws, the responsibilities of the Endowment Fund of the ELCA shall include the following:

- a. Offer, administer, oversee, and manage deferred giving, life income, or similar programs for individual donors, congregations, synods, agencies, and related institutions, including:
 1. the management of assets of life-income agreements;
 2. oversight of the administration of earned-income payments to donors and to remainder beneficiaries as regulated by life-income, trust, and other fiduciary donor agreements;
 3. setting annual endowment fund distribution rate and fees associated with deferred giving programs; and
 4. hiring such managers, consultants, advisors, and sub-advisors as it deems appropriate;
- b. Develop and approve annual budget that will be financed through revenue from its programs and not dependent upon the operating budget of the ELCA churchwide organization; and
- c. Coordinate its programs and ministries with the priorities of the ELCA and other stewardship and financial-resource development activities of this church.

16.12.C15. Mission Advancement Unit

The Mission Advancement unit shall be responsible for planning, coordinating and carrying out this church's communications through publications and other tools. It shall also be responsible for mission support interpretation and consultations, the management of constituent data and shall lead its fundraising and development efforts including current, major and planned gifts, including the work of the ELCA Foundation. The responsibilities of the Mission Advancement unit shall include the following:

- a. engage—in cooperation with congregations, synods, agencies, and institutions of this church—in efforts to:
 1. identify and cultivate prospective major and deferred-gift donors;
 2. seek gifts, bequests, and investments for endowment funds that support ministries of this church; and
- b. conduct—on behalf of this church, its congregations, synods, churchwide units, and related institutions—a program of major gifts;
- c. provide for deferred giving and endowment programs for individual donors, congregations, synods, agencies, and related institutions;
- d. providing educational and support services for the Endowment Fund's provision of deferred giving and endowment programs for individual donors, congregations, synods, agencies, and related institutions;
- e. promote pooled investment services for endowment funds of this church, its congregations, synods, agencies, and affiliated institutions;
- f. recommend to the Office of the Treasurer policies and procedures for processes governing valuation of noncash gifts; and
- g. coordinate its programs and ministries with the objectives and programs of other stewardship and financial-resource development activities of this church.

Appendix D

Proposed Actions for Endowment Fund Board of Trustees and ELCA Church Council

Proposed Action for Endowment Fund Board

RESOLVED, that the Board of the Endowment Fund of the ELCA affirms the direction of the Foundation Task Force to move towards a structure in which the deferred giving programs of the ELCA Foundation are transferred to the Endowment Fund of the ELCA, with the goal of bringing a complete proposal to the Board at its October 2017 meeting.

Proposed Action for Church Council

RESOLVED, that the Church Council of the ELCA affirms the direction of the Foundation Task Force to move towards a structure in which the deferred giving programs of the ELCA Foundation are transferred to the Endowment Fund of the ELCA, and authorizes the Task Force and the staff to begin steps to lay the groundwork for that transition, including the hiring of such advisors and consultants as reasonably necessary, with the goal of bringing a complete proposal, including the necessary implementing continuing resolutions, before the Church Council at its November 2017 meeting.

Revised March 29, 2017

En Bloc Items

I. Board Development Committee

II. Budget and Finance

A. Audit Committee Report

CC ACTION [EN BLOC]

Recommended:

To approve the report of the ELCA Audit Committee describing the review of the audited financial statements, management letter, and response of management for the Endowment Fund Pooled Trust's year ending December 31, 2016.

B. Revisions to 2017 Synod Mission Support Plans

The ELCA Church Council has a fiduciary responsibility for reviewing and acting on synod mission support plans as an interdependent partner with congregations and synods in implementing and strengthening the financial support for the work of the Evangelical Lutheran Church in America (ELCA Constitution, 8.15 and 10.71).

Since the November 2016 Church Council meeting, we have received revisions for 2017 Mission Support plans from six synods. Three synods have requested to decrease both their percentage sharing and the projected amount to be shared and three requested to maintain their percentage sharing and decrease their projected amount to be shared.

CC ACTION [EN BLOC]

Recommended:

To acknowledge with appreciation the action of the following synod(s) to maintain the percentage of sharing of 2017 mission support contributions by congregations for synod and churchwide ministries but estimating an adjustment in the projected amount to be shared:

Nebraska, Southeastern Pennsylvania, Upper Susquehanna; and

To further affirm that we will steward these gifts to maximize their impact in mission for the sake of God's Work, Our Hands in the world.

CC ACTION [EN BLOC]

Recommended:

As a grateful church that affirms the partnership of congregation, synod and churchwide expressions, we affirm the percentage of sharing of 2017 mission support by congregations for synod and churchwide ministries:

Rocky Mountain, Western North Dakota, Northern Great Lakes;

As a Church Council, we thank the bishops and synod leaders of every synod as they strive to be faithful to shared commitments within the ELCA and to direct synod and churchwide staff, including the directors for evangelical mission, to deepen their partnership in efforts to strengthen financial support for the Evangelical Lutheran Church in America; and

We will steward these gifts to maximize their impact in mission for the sake of God's Work, Our Hands in the world.

Revised March 29, 2017

C. Synod Mission Support Plans for 2018

To date we have received sixty-one synod mission support plans for 2018. Compared to the prior year, nine synods are showing increased percentages, seven decreased percentages and forty-three synods are maintaining current levels of percentage sharing. Two synods have chosen to report their synod intent based on dollar share and did not provide a percentage.

CC ACTION [EN BLOC]

Recommended:

As a grateful church that affirms the partnership of congregation, synod and churchwide expressions, we acknowledge with gratitude the actions of the following synods and to affirm the percentage of sharing of 2018 mission support by congregations for synod and churchwide ministries:

Alaska, Northwest Washington, Southwest Washington, Eastern Washington/Idaho, Oregon, Montana, Sierra-Pacific, Southwest California, Pacifica, Grand Canyon, Rocky Mountain, Western North Dakota, Eastern North Dakota, South Dakota, Northwestern Minnesota, Northeastern Minnesota, Southwestern Minnesota, Minneapolis Area, Saint Paul Area, Southeastern Minnesota, Nebraska, Central States, Arkansas/Oklahoma, Northern Texas/Northern Louisiana, Southwestern Texas, Gulf Coast, Metropolitan Chicago, Northern Illinois, Central/Southern Illinois, Southeast Iowa, Western Iowa, Northeast Iowa, Northern Great Lakes, Northwest Synod of Wisconsin, East-Central Synod of Wisconsin, Greater Milwaukee, South-Central Synod of Wisconsin, La Crosse Area Synod, Southeast Michigan, North/West Lower Michigan, Indiana/Kentucky, Northeast Ohio, New Jersey, New England, Metropolitan New York, Upstate New York, Northeastern Pennsylvania, Southeastern Pennsylvania, Northwest Pennsylvania, Southwestern Pennsylvania, Lower Susquehanna, Upper Susquehanna, Delaware-Maryland, Metropolitan Washington D.C., West Virginia/Western Maryland, Virginia, North Carolina, South Carolina, Southeastern, Florida-Bahamas, Caribbean

As a Church Council, we thank the bishops and synod leaders of every synod as they strive to be faithful to shared commitments within the ELCA, and to direct synod and churchwide staff, including the directors for evangelical mission, to deepen their partnership in efforts to strengthen financial support for the Evangelical Lutheran Church in America; and

We further affirm that we will steward these gifts to maximize their impact in mission for the sake of God's Work, Our Hands in the world.

D. Establishment of a Church Council Designated Fund

Based on current income projections, the churchwide organization will experience a significant budget gap for FY2018 between estimated current fund income and our historical level of expenses. The Budget and Finance Committee will hear from leadership about plans for navigating the implications of this gap, in alignment with strategic directions from Called Forward Together in Christ.

A new Church Council Designated Fund will be considered funded equal to the excess revenue over expenses from fiscal year 2016, or \$1,630,000. These funds will be released in FY2018 for support of budgeted operations. Notwithstanding this amount, the organization has exceeded our target cash position and continues to be compliant with our organizational cash policy.

CC ACTION [EN BLOC]

Recommended:

To approve a Church Council designated fund in the amount of \$1,630,000 representing the excess revenue over expenses from fiscal year 2016 for release in fiscal year 2018 for the budgeted operations of the ELCA Churchwide Organization.

III. Executive Committee

IV. Legal and Constitutional Review Committee

A. Designation of Churchwide Organization Representatives at Synod Assemblies

In accordance with S7.23, the Church Council is to designate official representatives of this church who will have voice but not vote in the meetings of the Synod Assembly. Bishop Eaton has named the official representatives for the synod assemblies. The grid that identifies each representative to a respective synod assembly can be found [here](#).

CC ACTION [EN BLOC]

Recommended:

To designate the persons identified in the “2017 ELCA Synod Assemblies” grid with voice but not vote in the meetings of the assigned Synod Assembly, including like privileges accorded to those additional persons whom the Synod Assembly or the Synod Council has designated.

B. Revised *Manual of Policies and Procedures for the Management of the Rosters of the Evangelical Lutheran Church in America*

The Office of the Secretary, in consultation with other churchwide offices and units, has reviewed and proposed changes for the *Manual of Policies and Procedures for Management of the Rosters of the ELCA*. The last revision was approved by the Church Council at its November 2010 meeting. The secretary has provided periodic updates to reflect new or revised policies adopted by the Church Council and incorporated the constitutional amendments of subsequent churchwide assemblies.

A summary of the significant changes is outlined in the [Report of the Secretary](#) (pp. 1-3). The revised roster manual can be found [here](#).

CC ACTION [EN BLOC]

Recommended:

To approve the updated *Manual of Policies and Procedures for the Management of the Rosters of the Evangelical Lutheran Church in America* for use by synod bishops, synod staff members, and others who hold responsibilities for such matters in this church; and

To authorize the secretary of the Evangelical Lutheran Church in America to provide periodic updates reflecting new or revised policies subsequently adopted by the Church Council.

C. Approval of ELCA Deaconess Community Bylaws

According to continuing resolution 16.12.A16., the Deaconess Community of the ELCA is “a separately incorporated ministry of theologically trained, professionally prepared women called to ministry and service by congregations, synods, and agencies of the Evangelical Lutheran Church in America and the Evangelical Lutheran Church in Canada.” The ministry is submitting an amendment to bylaw 3.2 for Church Council’s consideration. The proposed amended bylaws can be found [here](#).

CC ACTION [EN BLOC]

Recommended:

To approve the amended bylaws of the Deaconess Community of the Evangelical Lutheran Church in America.

D. Approval of Lutheran School of Theology at Chicago Constitution and Bylaws

Lutheran School of Theology at Chicago (LSTC) has proposed amendments to its [constitution and bylaws](#). The Executive Committee reviewed the amendments at its January 2017 meeting as the LSTC board was to submit them for accreditation at its upcoming meeting (EC17.01.02).

CC ACTION [EN BLOC]

Recommended:

To approve the revised constitution and bylaws of the Lutheran School of Theology at Chicago, Chicago, Illinois.

E. Approval of Wartburg Theological Seminary Bylaws

In accordance with ELCA bylaw 8.21.02, Wartburg Theological Seminary submits proposed amendments to its [bylaws](#) and Articles of Incorporation for Church Council consideration.

CC ACTION [EN BLOC]

Recommended:

To approve the amended bylaws and Articles of Incorporation of Wartburg Theological Seminary, Dubuque, Iowa.

F. Approval of Luther Seminary Bylaws

In accordance with ELCA bylaw 8.21.02, Luther Seminary submits proposed amendments to its [bylaws](#) for Church Council consideration.

CC ACTION [EN BLOC]

Recommended:

To approve the amended bylaws of Luther Seminary, Saint Paul, Minnesota.

G. Approval of Luther Seminary Foundation Bylaws

Luther Seminary Foundation submits proposed amendments to its restated [bylaws](#) for Church Council consideration.

CC ACTION [EN BLOC]

Recommended:

To ~~approve~~ affirm the amended bylaws of Luther Seminary Foundation, Saint Paul, Minnesota.

H. Approval of Lutheran Theological Seminary at Philadelphia bylaws as a supporting organization for United Lutheran Seminary

Church Council is asked to review [revised bylaws](#) for the continuation of Lutheran Theological Seminary at Philadelphia to administer the property as a supporting organization for the United Lutheran Seminary effective July 1, 2017.

CC ACTION [EN BLOC]

Recommended:

To approve the amended bylaws of the Lutheran Theological Seminary at Philadelphia, to be subsequently a supporting organization for United Lutheran Seminary.

~~I. Approval of Capital University and Trinity Lutheran Seminary Merger~~

~~The boards of Capital University and Trinity Lutheran Seminary have decided together to create a unified institution through an Asset Acquisition of Trinity by Capital University. Church Council is asked to consider the [draft bylaws](#) for Capital University, which incorporate Trinity Lutheran Seminary within the university. In addition, the council is to consider a draft [Asset Transfer Agreement](#) to address how Capital University will acquire and utilize the assets of Trinity such that Trinity will become a school of the university. The statement of principles regarding the Capital University and Trinity Lutheran Seminary reunion can be found [here](#).~~

CC ACTION [EN BLOC]

Recommended:

~~— To receive with appreciation the draft documents relating to the proposed asset acquisition of Trinity Lutheran Seminary by Capital University;~~

~~— To thank the administrations and boards of Capital University and Trinity Lutheran Seminary for engaging in thoughtful, forward-looking, spirit-filled discussions about the future of these institutions within the ecology of the Evangelical Lutheran Church in America; and~~

~~— To state that merger actions involving these schools must comply with the requirements in the Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America.~~

J. Approval of 1517 Media Restated Articles of Incorporation and Bylaws

In accordance with ELCA bylaw 17.40.02., 1517 Media, the publishing house of the ELCA, has proposed amendments to its [Restated Articles of Incorporation and Bylaws](#) for Church Council consideration.

CC ACTION [EN BLOC]

Recommended:

To approve the amended Articles of Incorporation and Bylaws of The Publishing House of the Evangelical Lutheran Church in America.

K. Execution of Document

The Church Council is asked to authorize Presiding Bishop Eaton and Vice President Horne to execute a document that would nominate Ms. Nancy Lee Nelson to be a personal representative of Mr. Gary Mazzone's estate. The documentation and biographical information for Ms. Nelson can be found [here](#).

CC ACTION [EN BLOC]

Recommended:

To authorize Presiding Bishop Elizabeth A. Eaton and Vice President William B. Horne II to execute the "Nomination by Evangelical Lutheran Church in America of Personal Representative and Renunciation of Priority of Appointment."

V. Planning and Evaluation

VI. Program and Services

A. Corporate Social Responsibility Succession Plan

Ms. Patricia (Pat) Zerega has led the ELCA Corporate Social Responsibility (CSR) portfolio since 2000. She was named full-time director in 2003 and laid off during the churchwide reorganization in 2010 when the position was eliminated. Pat became a half-time contractor in 2011 and has served since in that capacity. Pat has communicated her intention to retire, necessitating creation of a succession plan in consultation with Portico Benefit Services. The complexity of work in corporate social responsibility, including the responsibility of representing ELCA and Portico positions, requires that there be a period of training for any successor. The Domestic Mission Unit and Portico are currently anticipating that Pat will retire in June 2018.

We recommend her successor start in January 2018 to provide sufficient overlap in the position. This will have implications for the CSR budget for 2018 and for long term funding to adequately support the position. Some funding considerations include independent (current contract) or churchwide employee with benefits.

CC ACTION [EN BLOC]

Recommended:

To affirm the succession plan proposed by the Domestic Mission unit for the Corporate Social Responsibility position.

VII. Other Items

A. Church Council Nominations and Elections

The Church Council has the responsibility of electing people to fill terms on boards of Separately Incorporated Ministries (SIM), social ministry organizations, and seminaries.

Revised March 30, 2017

Bylaw 8.31.03. outlines basic parameters for the election of members to the boards of ELCA seminaries. Pursuant to 14.15. of the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*, the Church Council is also to elect nominees to a vacancy on a board or committee of the churchwide organization.

Biographical information is provided in [Biographies](#).

CC ACTION [EN BLOC]

Recommended:

To nominate to serve as chair of the Pacific Lutheran Theological Seminary advisory committee beginning June 1, 2017: The Rev. David C. Nagler.

CC ACTION [EN BLOC]

Recommended:

To elect to the board of directors of Luther Seminary for a four-year term expiring in 2021: Ms. Joyce A. Thompsen, Mr. John E. Haugo, Mr. David L. Hayes, Mr. Thomas Holtz, Mr. David L. Rutlen, **Mr. Carlos E. Peña and Ms. Kathleen Brekken;**

To elect to the board of directors of The Lutheran School of Theology at Chicago for a three-year term expiring in 2020: Mr. Harry C. Mueller;

To re-elect to the board of directors of Trinity Lutheran Seminary for a three-year term expiring in 2020: The Rev. Gus Vinajeras and Ms. Danette Miller; and

To elect to the board of trustees of The Lutheran Theological Seminary at Gettysburg, to be subsequently known as United Lutheran Seminary, for a three-year term expiring in 2020: The Rev. Nancy J. Deming.

CC ACTION [EN BLOC]

Recommended:

To elect to the board of directors of Mosaic, Inc., for a three-year term expiring in 2020: The Rev. Daniel F. Forehand.

CC ACTION [EN BLOC]

Recommended:

To elect to the board of trustees of Portico Benefit Services (Board of Pensions of the ELCA) for a two-year term expiring in 2019: Ms. Lori A. Kirkland, Ms. Jennifer L. McGinnis and Mr. Morris L. Larson;

To elect to the board of trustees of the Mission Investment Fund of the ELCA for a two-year term expiring in 2019: The Rev. Martín J. Lopez-Vega, Ms. Lori S. Fedyk and Ms. Nicole Hudson; and

To elect to the board of trustees of 1517 Media (Publishing House of the ELCA) for a two-year term expiring in 2019: The Rev. Pedro M. Suarez, Ms. Julie M. Stecker, Ms. Susan G. Worst and Mr. Fred D. Halvin.

CC ACTION [EN BLOC]

Recommended:

To elect to the Committee on Appeals for a two-year term expiring in 2019: Mr. George K. Rahdert, The Rev. Paul J. Blom, The Rev. Christine A. Timm and **Ms. Lesley M. Houston.**

Legal and Constitutional Review Committee

ELCA Church Council

March 31, 2017

Eaglewood Resort

Welcomed New Members



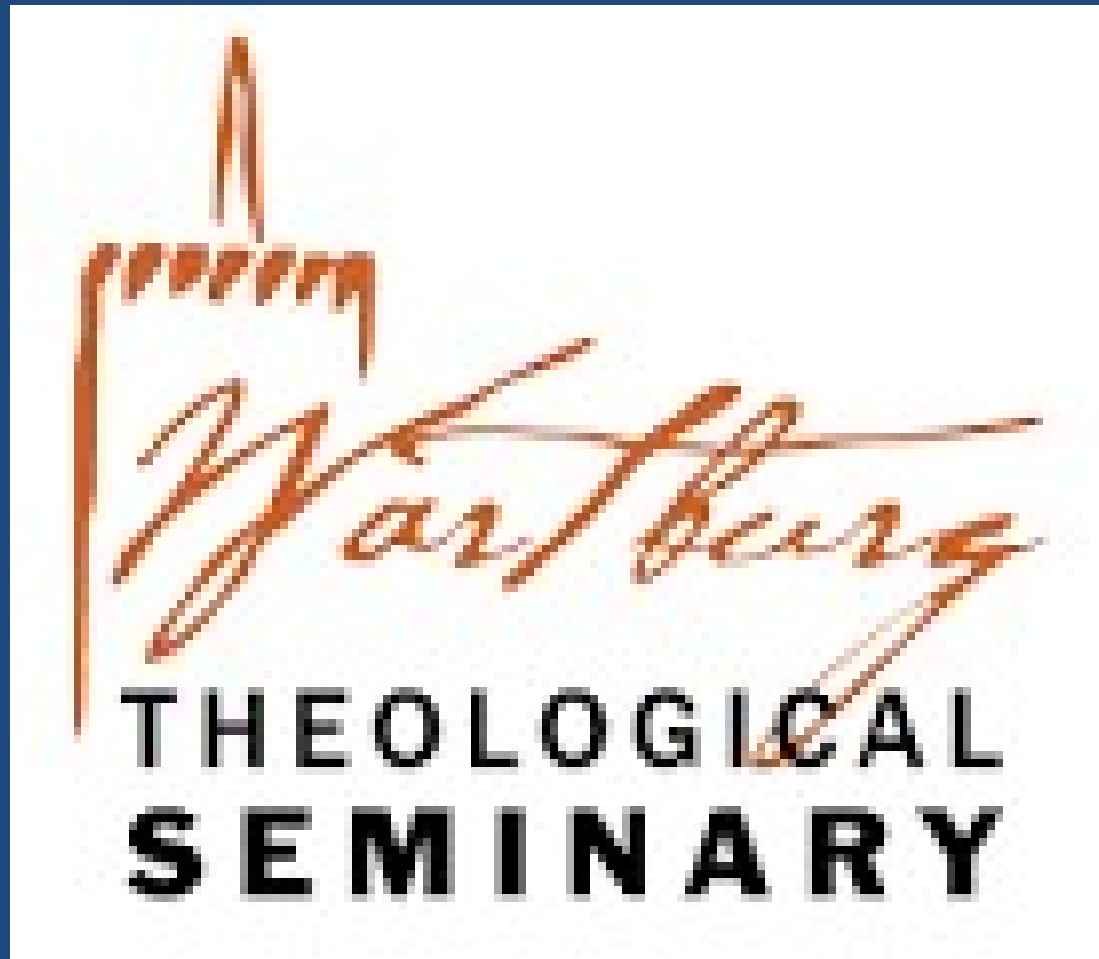
Action Items

- Churchwide Representatives to the 2017 Synod Assemblies
- Authorization for Presiding Bishop Elizabeth Eaton and Vice-President Bill Horne to designate an executor for the estate of Gary J. Mazzone
- Roster Manual
- Deaconess Community Bylaws
- 1517 Bylaws and Article of Incorporation

Luther Seminary



Wartburg Theological Seminary



Lutheran School of Theology at Chicago



Lutheran School *of*
Theology *at* Chicago

Capital University -Trinity Lutheran Seminary Reunion



Lutheran Theological Seminary at Philadelphia United Lutheran Seminary



Lutheran Theological Southern
Seminary
Lenoir-Rhyne University

The logo for Lenoir-Rhyne University consists of the letters "LR" in a large, white, serif font, centered within a solid red square.

Pacific Lutheran Theological Seminary California Lutheran University



The Office of the Secretary



General Counsel



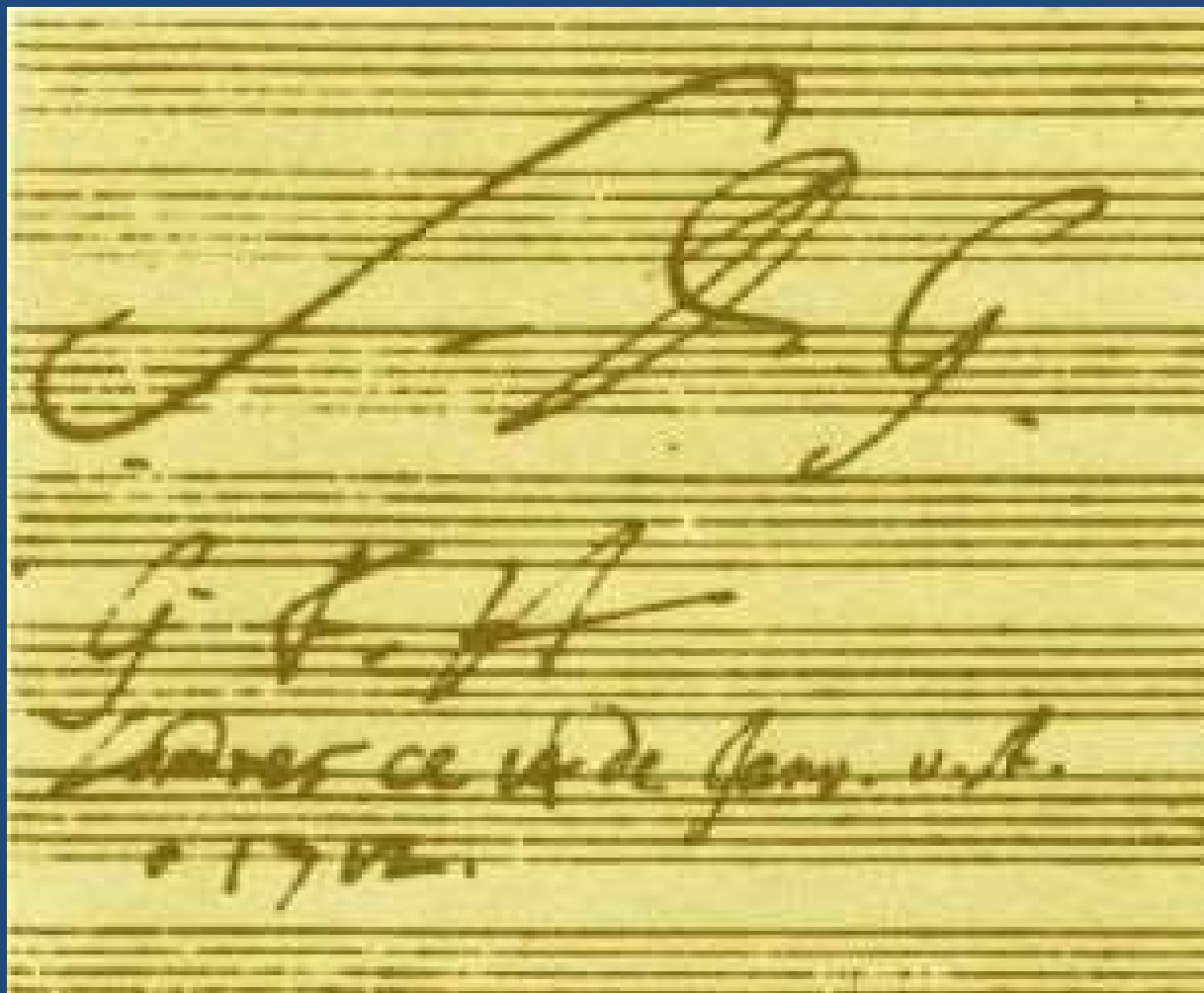
Farewell and Godspeed

- Amanda Briggs
- Marjorie Ellis
- Bishop David Zellmer
- Steve Herr

New Chair and Vice-Chair

- Chair Jim Hushagen
- Vice-Chair Maren Hulden

Soli Deo Gloria



<<<<REVISED BYLAWS IN PROCESS AS OF FEBRUARY 6, 2017>>>>
 THE BYLAWS OF THE LUTHERAN THEOLOGICAL SEMINARY AT PHILADELPHIA

Chapter	1	Name and Location	1
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Chapter 1 - Name and Location

- 1.01** The name of the Corporation is The Lutheran Theological Seminary at Philadelphia.
- 1.02** The principal office of the Corporation shall be located in Philadelphia, Pennsylvania. Offices may be maintained in such other locations as the Board of Trustees shall determine.

Chapter 2 - Purpose

- 2.01** (a) The primary purpose of the Corporation is to function as a supporting organization for the United Lutheran Seminary, as the term “supporting organization” is defined in the Internal Revenue Code (the “Code”) and regulations promulgated thereunder. The Corporation shall possess and may exercise all of the powers and privileges authorized by the Pennsylvania Non-Profit Law (the “Act”), its original Charter, as amended, or any other law, together with any incidental powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion and attainment of the primary purpose of the Corporation, and so long as such powers and privileges are permitted to be exercised by an organization described in Section 501(c)(3) of the Code. These powers shall include but not be limited to the management, development, leasing and sale of real and personal property, and the management, administration, acquisition, investment and disposition of endowment, restricted funds and other assets in its possession.
- (b) The Corporation is organized exclusively for exempt purposes under Section 501(c)(3) of the Code, and shall be operated exclusively to further the charitable purposes of United Lutheran Seminary. The obligations set forth in this section shall take precedence over any duty to operate for the financial benefit of the Corporation.
- 2.02** The Corporation shall undertake no actions prohibited or proscribed by law, or which may impede or jeopardize its status as a tax exempt entity under Section 501(c)(3) of the Code.

Chapter 3 – Board of Trustees

- 3.01** The business and affairs of the Corporation, and all powers vested by law in the Corporation, shall be governed by and under the authority of a Board of Trustees. Unless expressly authorized by the Board, no attorney-in-fact, employee, officer or agent of the Corporation shall have the power or authority to bind the Corporation, pledge its credit or render it pecuniarily liable in any manner or for any purpose. The Board may delegate at any time and from time to time such power, authority or discretion as it sees fit to one or more officers of the Corporation.
- 3.02** Each Trustee shall be a natural person, and need not be a resident of the Commonwealth of Pennsylvania.
- 3.03** Number, Selection and Term of Office
- a. The Board shall consist of not fewer than seven nor more than nine Trustees. The initial Board shall consist of seven Trustees, and shall be chosen by the Board of Trustees in office at the time that these bylaws are adopted, with terms to expire June 30, 2017, or until their successors are elected and qualified. The terms and appointments of Trustees whose terms commence July 1, 2017 shall be as follows: Four (4) Trustees shall be chosen for two (2) year terms, with two (2) Trustees chosen by the Board of Trustees of the Corporation, and two (2) Trustees chosen by the Board of Trustees of United Lutheran Seminary. Three (3) additional Trustees shall be chosen for terms to commence at the same time as the first four (4), for initial one (1) year terms, with two (2) chosen by the Board of Trustees of this Corporation and one (1) by the Board of Trustees of United Lutheran Seminary. Following their initial one year terms, the Trustees so chosen shall thereafter have two (2) year terms, such that in even numbered years, three (3) Trustees shall be selected, and in odd numbered years, four (4) Trustees shall be selected. Successor Trustees shall be selected by the entity which appointed the predecessor. If additional Trustees shall be added to the original seven (7), the additional Trustees shall be added in even numbered years, and in all instances, a majority of the Board shall be selected by the Board of Trustees of this Corporation.
- b. Each Trustee shall serve until the end of such Trustee's term or until such Trustee's successor is selected and qualified. Unfulfilled terms caused by death, resignation, removal or incapacity shall be filled by the entity which selected the Trustee to be replaced, upon a declaration by the Board of Trustees of the Corporation that the Trustee's seat is vacant. There shall be no requirement that vacant Trustee positions be fulfilled, except to assure that the minimum number of Board positions called for in section 3.03 (a) is maintained. Actions by the Board of Trustees shall be binding even if fewer than seven (7) Trustees are then in office, provided that any action so taken has been approved by not fewer than four (4) votes.
- 3.04** The Board shall meet each year on a date in the fourth quarter of the calendar year and on a date in the second quarter of the calendar year. Both dates shall be designated by the Executive Committee in advance of each fiscal year. The fourth quarter meeting shall be the annual meeting. Special meetings of the Board shall be called by the Executive Committee, or upon the request of four Trustees.
- 3.05** Notice of all meetings shall be communicated to all Trustees no less than ten (10) days prior to the appointed meeting date. Such communication shall be by regular first class mail, electronic mail, personal delivery, or such other means where confirmation of receipt is possible.
- 3.06** A majority of the Trustees then in office shall constitute a quorum.
- 3.07** Robert's Rules of Order, latest edition, shall establish the procedural rules for all meetings of this Board and its Committees. Telephonic participation in board and committee meetings is authorized and unanimous written consent including by email communication is an authorized form of voting.

- 3.08** Any Trustee may be removed from office for cause at any meeting of the Board by a majority vote of Trustees then in office. Additionally, any Trustee may be removed from office by the group appointing or electing the Trustee to office, with or without assigning any cause.

Chapter 4 – Officers

- 4.01** Officers of the Corporation shall be elected by the Board of Trustees, and shall consist of a President, who need not be a Trustee, a Chairperson, a Vice Chairperson, a Secretary and a Treasurer. The terms of Trustee officers shall expire upon the selection of their successors, or at the end of their terms as Trustees, whichever shall first occur.
- 4.02** The chairperson, vice-chairperson, and secretary shall be Trustees and elected respectively by ecclesiastical ballot. The treasurer need not be a Trustee and shall be appointed by the Board in consultation with United Lutheran Seminary.
- 4.03** The Chairperson shall preside at all meetings of the Board and its Executive Committee, and shall have the authority to execute documents on behalf of this corporation. The Chairperson, in consultation with the President, shall appoint the chairpersons of all Committees of the Board.
- 4.04** The Vice chairperson shall have authority to act in place of the Chairperson, in the event of the death, resignation, disability, or unavailability of the Chairperson.
- 4.05** The Secretary shall keep a faithful record of the proceedings of the Board and the Executive Committee, and shall furnish a copy of the minutes of each Board and Executive Committee meeting to each Trustee and to those designated by the Board to receive copies of the minutes.
- 4.06** The Treasurer shall be responsible to the President and the Board for all monies, securities, deeds, and mortgages which are assets of this corporation and which are to be maintained as such, either in perpetuity or for a period extending beyond the normal fiscal year of this corporation. The Treasurer shall order the deposits and investments of this corporation. The Treasurer shall make a report on the condition of the assets of this corporation at each regular meeting of the Board, and his/her annual report shall be properly audited and the securities in his/her possession examined in such manner as the Board or the Executive Committee may from time to time require. He/she shall give security for the faithful performance of his/her duties as the Board may determine.
- 4.07** The President shall administer the policies established by the Board. The President shall be an *ex officio* member (with voice and vote) of all Committees of the Board. In addition to the Chairperson, the President shall have the authority to execute documents on behalf of this corporation. The signature of either shall be deemed sufficient.

Chapter 5 – Committees

- 5.01** There shall be an Executive Committee and such other Committees as the Board may establish. The Executive Committee shall consist of the Officers together with the chairpersons of these other Committees established by the Board. The Executive Committee may appoint non-trustee members to committees as long as Trustees are in the majority.

Chapter 6 - Staff

- 6.01** The President may from time to time hire or contract for such other staff as he/she may deem necessary for the administration of the Corporation.

Chapter 7 - Conflict of Interest

- 7.01** A Trustee shall be considered to have a conflict of interest if:
- I. such Trustee has existing or potential financial or other interests which impair or might reasonably appear to impair such Trustee's independent, unbiased judgment in the discharge of his or her responsibilities to this corporation; or
 - II. such Trustee is aware that a member of his/her family (which for the purposes of this Chapter shall mean a spouse, parents, siblings, children and any other relative if the relative resides in the same household as the Trustee), or any organization in which such Trustee (or a member of his/her family) is an officer, director, employee, member, partner, trustee or controlling director, has such existing or potential financial or other interest.
- 7.02** Each Trustee shall disclose to the Board of Trustees any possible conflict of interest at the earliest practical time. No Trustee shall vote on any matter, under consideration at a Board or Committee meeting, in which such Trustee has a conflict of interest. The minutes of such meetings shall reflect that a disclosure was made and that the Trustee having a conflict of interest abstained from voting. Any Trustee who is uncertain whether a conflict of interest may exist in any matter may request the Board or Committee to resolve the question by a majority of those voting.

Chapter 8 - Indemnification

- 8.01** To the full extent permitted by law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of this corporation, by reason of the fact that such person is or was a Trustee, (*member*), officer, employee, agent or member of any Board Committee shall be indemnified against judgments, penalties, fines, settlements, and reasonable expenses, including attorney's fees and costs, incurred by the person in connection with the proceeding. Such indemnification shall continue as to a person who has ceased to be a Trustee, officer, employee, agent or member of a Board Committee and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this Bylaw.
- 8.02** This corporation shall purchase and maintain insurance on behalf of a person who is or was a Trustee, officer, employee, agent or member of a Board Committee against any liability asserted against and incurred by the person in or arising from that capacity.

Chapter 9 - Amendments

- 9.01** Amendments to these Bylaws may be made by a two-thirds vote of the Trustees present at any regular or special meeting of the Board, provided that prior consultation occurs with the ULS Board, any such proposed amendments are submitted in writing by three Trustees and transmitted in writing by the Secretary to all Trustees at least ten days previous to the date of such meeting, and the notice for that meeting includes the announcement of the consideration of an amendment to these Bylaws.

Chapter 10 – Dissolution Clause

- 10.01** In the event the Corporation is dissolved and liquidated, the Board of Trustees shall, after paying or making provisions for payment of all of the liabilities of the Corporation, distribute the corporate property and assets to United Lutheran Seminary, its supported organization; provided, however, that the transferee organization or organizations shall then be a qualified tax-exempt charitable organization within the meaning of §501(c)(3) and §170(b)(1)(A) other than in clauses (vii) and (viii) of the Internal Revenue code or their successor provisions, and shall also be an organization contributions to which are deductible under §§ 170, 2055 and 2522 of the Internal Revenue code or successor provisions. Any of the property or assets not so distributed shall be

disposed of by the court having jurisdiction of the dissolution and liquidation of a Pennsylvania nonprofit corporation exclusively to such charitable organization or organizations as are then qualified tax-exempt organizations as defined above.

October 1988
Amended October 11, 1991
Name change effective July 1, 1994
Amended January 15, 2000
Amended May 15, 2004
Amended October 20, 2007
Amendments approved October 11, 2013
Approved By ELCA Church Council, except Article IV and V
Amendments approved February 8, 2014 and May 3, 2014
Approved by ELCA Church Council by action of its Executive Committee June 18, 2014
Approved by Governance Committee March 1, 2017; submitted for ELCA Church Council action _____

**RESTATED BYLAWS
OF
LUTHER SEMINARY**

ARTICLE I
Name and Organization

Section 1.
Name and location.

The name of this corporation is LUTHER SEMINARY (hereinafter “the Seminary”). The principal office of the Seminary shall be at such place within the City of Saint Paul, Minnesota, as shall be designated from time to time by duly adopted resolutions of the Board of Directors. Until otherwise fixed by the Board of Directors, the principal office shall be at 2481 Como Avenue West, Saint Paul, Minnesota 55108.

Section 2.
History.

The Seminary is the legal and historic successor of Northwestern Lutheran Theological Seminary, a seminary of the Minnesota Synod and the Red River Valley Synod of the Lutheran Church in America, organized in 1920, and of Luther Theological Seminary, a seminary of The American Lutheran Church, organized in 1917, together with its antecedent institutions, as well as Augsburg Theological Seminary, also a seminary of The American Lutheran Church, organized in 1869. The merger of Luther Theological Seminary and Northwestern Lutheran Theological Seminary became effective on July 1, 1982. The American Lutheran Church and the Lutheran Church in America, together with The Association of Evangelical Lutheran Churches, were united in the Evangelical Lutheran Church in America (hereinafter, “ELCA”) through a merger effective on January 1, 1988. The name of the school was changed to LUTHER SEMINARY, effective July 1, 1994.

ARTICLE II
Purpose

Luther Seminary educates leaders for Christian communities called and sent by the Holy Spirit to witness to salvation through Jesus Christ and to serve in God's world.

ARTICLE III
Corporate Member

The ELCA shall be the sole member of this corporation and this Seminary shall be governed by its policies.

ARTICLE IV
Confessional Basis

The faith and life of this Seminary shall be in harmony with the confessional commitments of the ELCA.

ARTICLE V
Membership of the Board of Directors

Section 1.
Membership and Terms.

- (a) This Seminary shall be governed by a Board of Directors comprised of up to ~~twenty-six~~ **thirty** Directors. The Directors shall be elected as follows: (i) Each of the Seminary's supporting Synods of the ELCA may be asked by the Seminary to elect one Director; (ii) at least one-fifth of the Directors shall be nominated by the appropriate churchwide unit and elected by the Church Council, which one-fifth shall include the President of Luther Seminary and the Chair of the Luther Seminary Foundation Board of Trustees if they are also elected by the Church Council; (iii) the Bishops of Regions 1 and 3 shall elect two Bishops from among their number as Directors; and (iv) the remaining members elected by the supporting Synods, in consultation with the Seminary's Board of Directors, in numbers as set by the Board.
- (b) New Directors and incumbent members of the Board who are eligible and standing for reelection normally shall be elected in the spring so that Directors may begin their service on July 1 of the year in which they are elected or re-elected. The term of a Director shall be four years, renewable twice. Appointment or election to fill a vacancy of an un-expired term shall not be counted as a term.
- (c) The Board shall aspire to having a diverse membership, including persons of color, a balance of male and female members and a balance of clergy and lay members. Potential members

are to be nominated through a process in compliance with subsection (a) above and in careful consultation with the President of the Seminary to ensure the needed competencies and proportions of the Board.

- (d) The Board of the Seminary shall be conclusively presumed to have been properly constituted, and neither the method of selection nor the composition may be challenged in a court of law by any person or be used as the basis of a challenge in a court of law to the validity or effect of any action taken or authorized by this Board.
- (e) A Director shall serve until a successor is elected and qualified. Vacancies on the Board of Directors shall be filled by the electing body after thorough consultation with the President and/or Chair of the Board concerning required competencies, representation and above provisions. A Director may be removed from office with or without cause by an affirmative vote of two-thirds of the Directors. If a Director is absent from two consecutive meetings without valid excuse, the office shall be declared vacant by the Board of Directors.

Section 2.

Advisory members.

The Executive Director for the appropriate unit of the ELCA or designee, and the Trustees of the Foundation shall serve as advisory members of the Board of Directors with voice but without vote in Board meetings. The Board of Directors may designate other advisory members from the faculty, the administration, the student body, the Alumni Association, the Auxiliary and other groups as the Board determines, with voice but without vote.

ARTICLE VI

Responsibilities and Authorities of the Board of Directors

Subject to the Articles of Incorporation, the Board of Directors shall have and exercise all power and authority granted to nonprofit corporations under Minnesota Statutes, Chapter 317, these Bylaws and such other appropriate Board Policy Statements. These Bylaws and other Board Policy Statements shall, subject to the Articles of Incorporation, take precedence over all other institutional statements, documents and policies.

Subject to the policies of the ELCA, the Board shall have, but not be limited to, the following responsibilities and authorities:

- (a) Establish and periodically review the Purpose, Vision, Mission and Strategic Plan of the Seminary, and in consultation with the President, support the Seminary in accomplishing them;
- (b) Oversee governance of the Seminary and establish effective governance processes;
- (c) Establish Policies and criteria for Board membership; elect Board officers and authorize assessment of Board performance;

- (d) Oversee the selection and retention of Seminary personnel, including the appointment of the President as the chief executive officer of the Seminary; establish the President's conditions of employment; establish the President's performance evaluation criteria and provide input to the Committee of the Board assigned to oversee the President's performance;
- (e) Adopt policy statements, including policies and procedures within the Faculty Handbook relating to faculty personnel, for the internal operation of Seminary; assuring consultation and review by those groups primarily affected by such policy statements;
- (f) Elect other Seminary administrative officers upon the recommendation of the President;
- (g) Appoint, reappoint, grant tenure, promote, discipline, terminate, dismiss or suspend faculty according to the provisions of these Bylaws and the Faculty Handbook;
- (h) Receive and review reports of the President and Seminary leadership and provide reports to the ELCA as and when appropriate or required;
- (i) Oversee the education program and other programs of the Seminary including changes in program, and curriculum; and review and approve policies that assist the Seminary in achieving its purpose;
- (j) Grant such earned and honorary diplomas and degrees as are properly granted by this Seminary, upon recommendation of the faculty and the President;
- (k) Oversee the religious life of the Seminary and student life, admissions and financial aid policies and procedures;
- (l) Oversee the financial affairs of the Seminary, including but not limited to, adopting and amending, where necessary, the annual budget, managing the assets of the Seminary, funding, fund-raising and gift-acceptance policies as recommended by the Seminary Foundation Board of Trustees;
- (m) Purchase, acquire, lease, sell and convey, mortgage, pledge and otherwise dispose of real estate and all other property of whatsoever nature; and borrow money; and manage all assets, real estate, endowment and other investable funds;
- (n) Receive gifts, legacies and devices, either in outright or in trust;
- (o) Establish tuition, fees and other charges for this Seminary;
- (p) Set salaries of faculty and administrative officers within salary ranges, if any, defined by the ELCA;
- (q) Authorize ongoing financial development according to the policies of the ELCA;

- (r) Conduct fund-raising in the congregations of any supporting synod only upon the approval of the appropriate synod; and
- (s) Oversee other programs, policies and procedures to support accountability, transparency and open communication with internal and external constituencies of the Seminary, as well as represent the broader interests of the ELCA, the church at large and the broader public interest in graduate religious education.

ARTICLE VII
Officers of the Board of Directors

Section 1.
Officers of the Seminary.

The officers of the Seminary shall consist of the Chair, the President, the Vice Chair, the Secretary and the Treasurer, and such other officers as shall be named from time to time with the title of Executive Vice President or Vice President. The Dean of Academic Affairs and other officers such as Executive Vice Presidents or Vice Presidents shall serve at the pleasure of the President. The Chair, Vice Chair, Secretary, Treasurer and President shall be Directors, and shall serve at the pleasure of the Board.

Section 2.
Terms and Responsibilities of the Chair of the Board.

The Chair shall be elected in the spring of even-numbered years, upon nomination by the Governance Committee, and shall serve for two years. The term shall begin on the first day of July of the year in which the Chair is elected, or immediately if the Chair is filling a vacancy. Vacancies may be filled at any time by a vote of the Directors.

The Chair shall fulfill the responsibilities prescribed in these Bylaws, together with the following duties:

- (a) Preside at all meetings of the Board of Directors and its Executive Committee;
- (b) Have the right to vote on all questions (other than those in which the Chair has an identified conflict of interest);
- (c) Serve as spokesperson for the Board of Directors;
- (d) Upon consultation with the Governance Committee and the President, appoint committee chairs, vice chairs and members;
- (e) Serve as Chair of the Executive Committee, and as an ex officio member of all committees of the

Board;

- (f) Consult with the President and the Governance Committee in the preparation of the agendas for the meetings of the Board of Directors or its Executive Committee;
- (g) Consult with the President about such other matters deemed desirable by either the President or the Chair; and
- (h) Perform such other duties as may be prescribed by the Board of Directors or the Executive Committee from time to time.

Section 3.

Term and Responsibility of Vice Chair of the Board.

The Vice Chair shall be elected in the spring of even-numbered years, upon nomination by the Governance Committee and shall serve for two years. The term shall begin on the first day of July of the year in which the Vice Chair is elected, or immediately if the Vice Chair is filling a vacancy. Vacancies may be filled at any time by a vote of the Board of Directors.

The Vice Chair of the Board of Directors shall, in the absence or disability of the Chair, perform all duties of the Chair as described in Section 2 above, and shall perform such other duties as may from time to time be assigned by the Chair, the Executive Committee of the Board of Directors.

Section 4.

Term and Responsibilities of the Secretary of the Board.

The Secretary shall be elected in the spring of even-numbered years, upon nomination by the Governance Committee and shall serve for two years. The term shall begin on the first day of July of the year in which the Secretary is elected, or immediately if the Secretary is filling a vacancy. Vacancies may be filled at any time by a vote of the Directors.

The Secretary shall and perform the following duties:

- (a) Keep accurate minutes of the Board of Directors and its Executive Committee and assure that they are promptly distributed to the members of the Board of Directors and Executive Committee appropriately;
- (b) Assure that all meeting notices are duly given in accordance with these Bylaws;
- (c) Assure that the Seal of the Seminary is affixed to all official documents that are required by law to bear it, the execution of which on behalf of this corporation is duly authorized in accordance with the provisions of these Bylaws, and assure all records of the Seminary are properly authenticated;
- (d) See that all reports of the President and Board committees are received and filed for record

and other official documents of the Seminary are properly maintained;

- (e) Ensure that the Board is acting in accordance with the Restated and Amended Articles of Incorporation, these Bylaws and adopted Policies of the Board of Directors;
- (f) See that a register of the post office address and other relevant contact information of each Director is kept; and
- (g) Perform such other duties as may be assigned by the Board Chair, the Board of Directors or its Executive Committee.

Section 5.

Term and Responsibilities of the Treasurer of the Board of Directors.

The Treasurer shall be elected in the spring of even-numbered years, upon nomination by the Governance Committee and shall serve for two years. The term shall begin on the first day of July of the year in which the Treasurer is elected, or immediately if the Treasurer is filling a vacancy. Vacancies may be filled at any time by a vote of the Directors.

The Treasurer shall perform the following duties:

- (a) Serve as a member of the Audit Committee and as a member of the Finance and Administration Committee of the Board;
- (b) Serve as the Board's key leader on all financial management policy matters;
- (c) Ensure that the Board regularly receives appropriate financial statements from the Seminary's administration that include comparisons of revenue and expenditures with the approved annual budget;
- (d) Ensure that all other financial reports, including those regarding special or major Board-approved expenditures, Seminary investments and debt, and annual or special audits, are provided to the Directors in a timely fashion;
- (e) Work closely with the Seminary's chief financial officer, independent auditors and any other financial oversight committee of the Board; and
- (f) Perform such other duties as may be assigned by the Board Chair, the Board of Directors or its Executive Committee.

ARTICLE VIII

Committees of the Board of Directors

Section 1.

Committees

The Board of Directors shall establish such standing and ad hoc committees as it deems appropriate for the performance of the Board's responsibilities. The Board, upon recommendation of the Chair, shall appoint the committee members in the spring who shall serve for one year, or until their successor has been appointed or the committee has fulfilled its charge. Each committee member's term shall begin on July 1 of the year in which they were appointed, or immediately if they are fulfilling a vacancy or being appointed to an ad hoc committee.

The chairs, vice chairs and members of the committees shall be appointed in the spring, or upon the establishment of an ad hoc committee, by the Chair of the Board, in accordance with Article 7.2(d) herein, and shall serve for one year, or until their successor has been appointed or the committee has fulfilled its charge. Each committee member's term shall begin on July 1 of the year in which they were appointed, or immediately if they are fulfilling a vacancy or being appointed to an ad hoc committee. All committee chairs and vice chairs shall be members of the Board of Directors, unless otherwise appointed by the Board.

Each Committee shall have a written statement of purpose, role, and responsibilities which shall be submitted to the Governance Committee for review, approval and recommendation to the Board for approval. Such statements shall be reviewed annually by each committee and changes shall be submitted as described above.

Each committee shall have designated a member of the Seminary Administration, as determined and appointed by the President in consultation with the Board Chair, to assist with the work of the committee. Each committee shall meet at least three times annually or more often if required by the Board, and regularly report on its work and recommendations to the Board. All committees shall maintain written minutes of meetings, and, with the exception of the Executive and Governance Committees, shall distribute such minutes to the Directors. A majority of each committee's voting members shall constitute a quorum.

Section 2.
Executive Committee.

The Executive Committee shall be comprised of the Chair, Vice Chair, Secretary, Treasurer, President and Chair of the Foundation Board of Trustees, together with the chairs of the regularly established committees as determined by the Board.

The purpose of the Executive Committee is to serve at the pleasure of the Board as its agent in addressing business between the Board's regular meetings. The Executive Committee shall oversee the work of the committees of the Board; oversee the Seminary's planning process and progress on planning goals; assure the Board's obligation to support the President; annually assess the performance of the President; and implement the process for determining the compensation and conditions of employment of the President, officers and key employees of the Seminary.

The Executive Committee shall have the power to act on behalf of the Board of Directors between meetings, to the extent permitted by applicable law, but with the following exceptions: Presidential selection or termination; Director or Board officer selection or termination; changes in the Purpose, Vision, Mission or Strategic Plan of the Seminary; changes in the Articles of Incorporation, Bylaws or Policies of the Seminary; incurring corporate indebtedness; sale of Seminary assets or tangible

property; adoption of the annual budget; and conferral of degrees.

Meetings of the Executive Committee may be called either by the Chair of the Board of Directors or the President. The Executive Committee shall meet as often as necessary to conduct its business. All actions of the Executive Committee are subject to review by the Board of Directors.

Section 3.
Governance Committee.

The Governance Committee Chair shall be the Vice Chair of the Board. The Committee shall be comprised of the Board Chair, the Chair of the Foundation Board of Trustees, the Vice Chair of the Foundation Board of Trustees, the Executive Director of the Luther Seminary Foundation and the President of the Seminary,

The purpose of the Governance Committee is to ensure that the Board's membership complies with the requirements of the ELCA and consists of qualified and committed individuals; identify and nominate candidates for membership on the Foundation Board of Trustees for approval by the Board of Directors; ensure that appropriate and helpful programs of orientation and in-service training are provided for Directors and Trustees; develop the appropriate agendas for Board meetings so that the Board functions effectively and efficiently; develop and implement processes for the regular assessment of performance of Directors, Trustees and officers of the Board of Directors and the Foundation Board of Trustees; and periodically review and appropriately propose amendments to the list of Director responsibilities in Article VI of these Bylaws.

Meetings of the Governance Committee shall be called by the Committee Chair. The Governance Committee shall meet as often as necessary to conduct its business.

ARTICLE IX
Meetings of the Board of Directors

Section 1.
Regular meetings.

Three regular meetings of the Board of Directors shall be held each year, one each in the fall, winter and spring, at such time and place as may be specified from time to time by the Board of Directors or Executive Committee. Unless otherwise specified by the Board of Directors or Executive Committee, the Board of Directors shall meet at the principal office of the Seminary.

Section 2.
Special meetings.

Special meetings of the Board of Directors may be called by the President, the Board Chair, upon written request of any seven (7) members of the Board of Directors, by the Board at either a regular or special meeting, or by either the President or the Board Chair upon written request of a majority of the members of the faculty. Such meetings shall be held at such time and place as stipulated by the President, the Chair or the Board, whoever is convening the meeting, including holding such meetings

telephonically or by other generally accepted electronic means that are available to the members of the Board of Directors and that allow for discussion and voting to properly occur.

Section 3.

Notice of meetings.

Written notice of each regular meeting shall be sent to each Director by the President not less than fifteen and not more than thirty days prior to the date of the meeting, excluding the day of the meeting. Written notice of each special meeting of the Board of Directors shall be sent to each Director by the President not less than two nor more than thirty days before the meeting, excluding the day of the meeting. Written notice may be sent in a generally accepted electronic format to a Director's last known e-mail address, cell phone number, or by other electronic medium known to be regularly accessed by the Director.

The purpose of both regular and special meetings shall be set forth in the notice and the notice shall be accompanied by an agenda. No business shall be transacted at any special meeting other than the business specified in the notice of that meeting.

Any Director may make written waiver of notice before, at or after a meeting. The waiver shall be filed with the person who has been designated to act as secretary of the meeting, who shall enter it upon the records of the meeting. Appearance at a meeting is deemed a waiver unless it is solely for the purpose of asserting the illegality of the meeting.

Section 4.

Quorum and Telephonic Meetings.

A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Except as otherwise stated in these Bylaws or the Restated and Amended Articles of Incorporation, a majority vote of those Directors present with a proper quorum shall be sufficient to transact any business.

Members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of such Board or committee by means of conference telephone or similar communications by which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

Section 5.

Action without a Formal Meeting.

Any action required or permitted to be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting if the action is taken by eighty percent or more of the members of the Board or committee. Such action must be evidenced by a written document that describes the action taken; containing the signatures of eighty percent or more of the Directors indicating their approval of such action; and such document is included in the minutes or other official records of the Seminary. Action taken in this manner shall be effective when the last necessary Director consents, unless the document specifies a prior or subsequent effective date.

Such document may be an electronic document in a generally accepted format, describing the proposed action, sent to the Director's last known e-mail address, cell phone number, or by other electronic medium known to be regularly accessed by the Director, clearly stating a deadline for response. A Director may approve or disapprove by responding to such written or electronic document with a clear statement of approval or disapproval. Failure to so respond by the stated deadline shall be deemed an abstention.

ARTICLE X
Officers of the Administration

Section 1.

Election of the President.

(a) Eligibility.

The President shall be an ordained minister on the clergy roster of, and a member of, the ELCA, or, if not at the time of election, shall fulfill both requirements before assuming office.

(b) Presidential Search Committee.

The Presidential Search Committee shall consist of the following persons:

- 1) Four Directors, recommended by the Board Chair and approved by the Board of Directors, from whom the Board shall elect the Chair of the Search Committee;
- 2) Two Trustees of the Luther Seminary Foundation, recommended by the Chair of the Foundation Board of Trustees and approved by the Foundation Board and the Board of Directors;
- 3) The Director for the appropriate unit of the ELCA or another person chosen by the Presiding Bishop of the ELCA;
- 4) One member of the Administrative Cabinet, recommended by the Board Chair and approved by the Board of Directors;
- 5) Two tenured members of the faculty, chosen by the faculty in a manner deemed appropriate by them;
- 6) One member of the administrative staff, recommended by the Board Chair and approved by the Board of Directors; and
- 7) One full-time student enrolled at the Seminary, appointed by the governing structure of the student body.

- (c) Search Process. The Search Committee shall solicit names of candidates for the office of President from the members of the ELCA by announcement in appropriate church wide publications. The announcement shall include the schedule of the process to be followed. There shall be consultation with the ELCA Presiding Bishop and the appropriate ELCA unit throughout each step of the search process. Unless otherwise determined by the Board, the Search Committee shall generate a confidential ranking of the finalists and discuss such ranking and the merits of the finalists, together with its recommendation of the candidate who should be elected President, with the Board of Directors.

- (d) Election of the President. The election of the President shall be by a two-thirds majority vote of the Board. The President shall have the rank of Professor and shall serve as, or may appoint the Dean of Academic Affairs as, the Chair of the Faculty.
- (e) Term of the President.
The President shall be elected for a five-year term, indefinitely eligible for re-election by the Board, which election should be held one year in advance of the end of the term. Re-election shall be subject to a thorough performance review.
- (f) Resignation, retirement and dismissal.
- 1) The President serves at the pleasure of the Board for such term and with such compensation, benefits and conditions of employment as the Board shall determine.
 - 2) The President may resign by giving written notice to the Chair of the Board of Directors. 3) The President may, on his or her own initiative, or at the request of the Board of Directors, elect retirement under the policy of the ELCA.
 - 4) The President may be dismissed by the Board of Directors at any time and for any reason upon the vote of a majority of the Directors, provided that upon dismissal, the President's salary and fringe benefits shall be continued for at least three months.
 - 5) In the event the President is incapacitated or otherwise unable to perform his or her duties, the Chair of the Board, in consultation with the Executive Committee, shall appoint a successor to act as Interim President, until such time as the President is able to resume the duties of the office or is replaced.

Section 2.

Duties of the President

The President shall be the chief executive officer of Seminary, responsible to the Board of Directors for the administration, oversight and proper functioning of the Seminary. The President shall:

- (a) Perform all duties necessary to implement the policies and decisions of the Board of Directors;
- (b) Direct and supervise the work of the faculty, the administrative officers and other staff members, in accordance with these Bylaws and the Faculty Handbook;
- (c) Be responsible for the encouragement and direction of student activities and organizations;
- (d) Provide pastoral, academic and administrative leadership for Seminary;
- (e) Supervise the work of the Faculty and participate in the process for selection and retention of faculty according to the process specified in the Faculty Handbook, including submitting an independent recommendation for each faculty personnel recommendation brought to the Board;
- (f) Lead the faculty, administrative staff and students in the development of objectives and policies for the Seminary to be recommended to the Board of Directors;

- (g) Supervise and administer the work and programs of the Seminary according to the objectives and policies approved by the Board of Directors;
- (h) Establish such programs as are necessary to implement Board policy decisions;
- (i) Supervise and administer the educational program, including responsibility for oversight and supervision of the faculty in developing the educational policies and curricula of this seminary, the recruitment and admission of students and such other faculty and student programs developed for the Seminary;
- (j) Supervise and administer the business, fund-raising and public and church relations personnel and programs of the Seminary;
- (k) Lead and carry out fund-raising campaigns as approved and directed by the Board of Directors;
- (l) Develop an annual budget and approve expenditure of funds in accordance with, but not more than, the limit established by the adopted budget;
- (m) Sign and execute such documents and papers as authorized by the Board of Directors;
- (n) Keep the Board of Directors appropriately informed and consult with the Board in a timely manner on matters related to the Board's policy making and fiduciary responsibilities;
- (o) Act as an ex officio member of all Board committees;
- (p) Appropriately and helpfully represent the Seminary to its various constituencies and act as the Seminary's key spokesperson; and
- (q) Do such other things as the Board of Directors may from time to time assign.

Section 3.

The Vice President for Finance.

The Vice President for Finance shall be elected by the Board upon the recommendation of the President and shall serve at the President's pleasure. Under the direction and supervision of the President, the Vice President for Finance shall:

- (a) Have charge and custody of, and be responsible for, the safekeeping of all funds and securities of the Seminary, in accordance with all applicable laws and the Articles of Incorporation, Bylaws and Policies of the Seminary;
- (b) Give bond for faithful discharge of responsibilities in such sum and substance and with such surety as the Board of Directors shall determine, the cost of which shall be borne by the Seminary;

- (c) Receive and give a receipt for monies due and payable to this corporation from any source whatever;
- (d) Deposit monies in the name of this corporation at such bank or banks or other depositories as shall be approved by the Board of Directors;
- (e) Present to the Board of Directors at the end of each fiscal year, and otherwise when requested, a full statement of the financial condition of the Seminary;
- (f) Present to the Board of Directors an annual audit of the business transactions of this seminary prepared by a firm of certified public accountants approved by the Board of Directors.

Section 4.

Other officers.

Upon recommendation of the President, the Board of Directors may elect other officers of the Seminary to assist the President in the fulfillment of the administrative duties assigned the President. Such officers may include, but not be limited to: the Academic Dean, the Dean of Students, the Vice President for Administration, the Vice President for Seminary Relations and Executive Director of the Foundation. Such officers shall serve for such term and with such compensation, benefits and conditions of employment as the President shall determine in consultation with the Board of Directors. The President shall have the responsibility for appointing, evaluating, disciplining, terminating, dismissing, suspending or accepting the resignation of all such other officers as well as the Vice President for Finance and other support personnel of the Seminary.

ARTICLE XI
Financial matters

Section 1.

The Fiscal Year.

The fiscal year of this corporation shall begin on July 1 and end on the following June 30.

Section 2.

Financial support.

Funds for capital expenditures may be provided by the ELCA and the supporting synods according to policies decided by each of them.

Major fund appeals for this seminary in the congregations of the ELCA shall be subject to authorization by the ELCA and shall be carried out in a manner decided by the ELCA.

These arrangements shall be reviewed every five years by the Board of Directors of the Seminary, the Vocation and Education, or its successor, unit and the supporting synods of Regions 1 and 3.

Section 3.
Signatures.

All checks shall be signed (either by hand or with facsimiles) by both the President and the Vice President for Finance of this seminary. Two other persons shall be designated by the Board of Directors to sign checks in the case of the death, resignation or the inability to function of either the President or the Vice President for Finance. All drafts, notes and other evidences of indebtedness of this corporation shall be signed by the President and a Director designated by the Board of Directors.

ARTICLE XII
The Faculty

Section 1.
Membership.

The faculty of the Seminary shall be comprised of those persons holding the academic rank of professor, associate professor, assistant professor and instructor, including visiting faculty at any of those ranks, and such administrative personnel (e.g., the seminary pastor) as may not hold academic rank but are voted faculty status by the faculty and approved by the Board of Directors. The academic rank and status of faculty members shall be determined by the Board of Directors upon recommendation of the President and the faculty according to the process prescribed in these Bylaws and the Faculty Handbook. The faculty shall normally be ordained members of the Lutheran church.

Section 2.
General Duties.

Subject to the policies of the ELCA and the Board of Directors, the faculty shall develop the curriculum, adopt rules and regulations for the admission, promotion and graduation of students and shall be responsible for their instruction and guidance. The faculty shall develop, and amend from time to time as necessary and appropriate, a Faculty Handbook, all provisions and amendments of which shall be effective only upon approval by the Board of Directors. The Faculty Handbook shall govern all aspects of faculty selection, appointment, retention, promotion, and performance of duties by all members of the faculty.

ARTICLE XIII
The Students

Section 1.
Qualification.

The Seminary shall be open to such students as meet the established qualification for admission and agree to the regulations of the Seminary. The Student Handbook shall guide the student relationship with the Seminary.

Section 2.

Admission.

Students may be admitted by the Faculty or a standing committee thereof according to policies developed by them and approved by the Board.

Section 3.

Discipline.

Students may be suspended or dismissed by the Faculty according to policies developed by them and approved by the Board. Such policies shall include an appeals process.

ARTICLE XIV
Amendments

These Bylaws shall be reviewed periodically by the Governance Committee who shall recommend any necessary changes to the Board. Notice of proposed changes shall have been sent to each Director, together with a copy of the proposed changes, within the same time and in the same manner as notice of meetings are required to be given, in accordance with Article IX above. Upon approval by two-thirds of the Directors present and voting at any meeting, these Amendments shall be recommended to the ELCA Church Council for approval. Amendments shall become effective upon approval by the ELCA Church Council.

ARTICLE XV
Indemnification

To the full extent permitted by any applicable law, the Seminary shall indemnify each person (and the heirs and personal representatives of such person) who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever brought, whether, civil, criminal, administrative or investigative, including an action by or in the right of the corporation, by reason of the fact that such person exercised acts of judgment, discretion or omission in connection with his or her duties as

- (a) a Director, officer, employee or member of a committee of the Seminary; or
- (b) while a Director, officer or employee of this corporation, was serving as a Director, officer, partner, trustee or agent of another organization or employee benefit plan at the request of the Seminary or pursuant to his or her duties as a Director, officer, employee or agent of the Seminary;

against damages, expenses, including attorneys' fees, judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan) and amounts paid in settlement or pursuant to arbitration actually and reasonably incurred by such person in connection with such action, suit or proceeding.

Indemnification provided by this section shall continue as to a person who has ceased to be a Director, officer, employee or committee member, shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section.

Indemnification provided by this section shall not apply if the act or omission of the potentially indemnified person constituted willful or wanton conduct. "Willful or wanton conduct" shall mean a course of action which shows an actual or deliberate intention to cause harm, or which, if not intentional, shows an utter indifference or conscious disregard for the safety of others or their property.

The Seminary shall, to the full extent permitted by applicable law from time to time in effect, purchase and maintain appropriate insurance coverage for the liability protection and indemnification purposes set forth in this Article.

ARTICLE XVI Conflict of Interest

All Directors shall comply with Minnesota law concerning duties and a requirement relating to a Director's standard of care to the Seminary and the manner in which any conflict of interest must be addressed. Any conflict of interest shall be disclosed at the earliest possible time following when the Director becomes aware of such conflict or upon request by the Seminary.

October 1988
Amended October 11, 1991
Name change effective July 1, 1994
Amended January 15, 2000
Amended May 15, 2004
Amended October 20, 2007
Amendments approved October 11, 2013
Approved By ELCA Church Council, except Article IV and V
Amendments approved February 8, 2014 and May 3, 2014
Approved by ELCA Church Council by action of its Executive Committee June 18, 2014

**RESTATED BYLAWS
OF
LUTHER SEMINARY**

ARTICLE I

Name and Organization

Section 1.

Name and location.

The name of this corporation is LUTHER SEMINARY (hereinafter “the Seminary). The principal office of the Seminary shall be at such place within the City of Saint Paul, Minnesota, as shall be designated from time to time by duly adopted resolutions of the Board of Directors. Until otherwise fixed by the Board of Directors, the principal office shall be at 2481 Como Avenue West, Saint Paul, Minnesota 55108.

Section 2.

History.

The Seminary is the legal and historic successor of Northwestern Lutheran Theological Seminary, a seminary of the Minnesota Synod and the Red River Valley Synod of the Lutheran Church in America, organized in 1920, and of Luther Theological Seminary, a seminary of The American Lutheran Church, organized in 1917, together with its antecedent institutions, as well as Augsburg Theological Seminary, also a seminary of The American Lutheran Church, organized in 1869. The merger of Luther Theological Seminary and Northwestern Lutheran Theological Seminary became effective on July 1, 1982. The American Lutheran Church and the Lutheran Church in America, together with The Association of Evangelical Lutheran Churches, were united in the Evangelical Lutheran Church in America (hereinafter, “ELCA”) through a merger effective on January 1, 1988. The name of the school was changed to LUTHER SEMINARY, effective July 1, 1994.

ARTICLE II

Purpose

Luther Seminary educates leaders for Christian communities called and sent by the Holy Spirit to witness to salvation through Jesus Christ and to serve in God's world.

ARTICLE III

Corporate Member

The ELCA shall be the sole member of this corporation and this Seminary shall be governed by its policies.

ARTICLE IV

Confessional Basis

The faith and life of this Seminary shall be in harmony with the confessional commitments of the ELCA.

ARTICLE V

Membership of the Board of Directors

Section 1.

Membership and Terms.

- (a) This Seminary shall be governed by a Board of Directors comprised of up to thirty Directors. The Directors shall be elected as follows: (i) Each of the Seminary's supporting Synods of the ELCA may be asked by the Seminary to elect one Director; (ii) at least one-fifth of the Directors shall be nominated by the appropriate churchwide unit and elected by the Church Council, which one-fifth shall include the President of Luther Seminary and the Chair of the Luther Seminary Foundation Board of Trustees if they are also elected by the Church Council; (iii) the Bishops of Regions 1 and 3 shall elect two Bishops from among their number as Directors; and (iv) the remaining members elected by the supporting Synods, in consultation with the Seminary's Board of Directors, in numbers as set by the Board.
- (b) New Directors and incumbent members of the Board who are eligible and standing for reelection normally shall be elected in the spring so that Directors may begin their service on July 1 of the year in which they are elected or re-elected. The term of a Director shall be four years, renewable twice. Appointment or election to fill a vacancy of an un-expired term shall not be counted as a term.
- (c) The Board shall aspire to having a diverse membership, including persons of color, a balance of male and female members and a balance of clergy and lay members. Potential members are to

be nominated through a process in compliance with subsection (a) above and in careful consultation with the President of the Seminary to ensure the needed competencies and proportions of the Board.

- (d) The Board of the Seminary shall be conclusively presumed to have been properly constituted, and neither the method of selection nor the composition may be challenged in a court of law by any person or be used as the basis of a challenge in a court of law to the validity or effect of any action taken or authorized by this Board.
- (e) A Director shall serve until a successor is elected and qualified. Vacancies on the Board of Directors shall be filled by the electing body after thorough consultation with the President and/or Chair of the Board concerning required competencies, representation and above provisions. A Director may be removed from office with or without cause by an affirmative vote of two-thirds of the Directors. If a Director is absent from two consecutive meetings without valid excuse, the office shall be declared vacant by the Board of Directors.

Section 2.

Advisory members.

The Executive Director for the appropriate unit of the ELCA or designee, and the Trustees of the Foundation shall serve as advisory members of the Board of Directors with voice but without vote in Board meetings. The Board of Directors may designate other advisory members from the faculty, the administration, the student body, the Alumni Association, the Auxiliary and other groups as the Board determines, with voice but without vote.

ARTICLE VI

Responsibilities and Authorities of the Board of Directors

Subject to the Articles of Incorporation, the Board of Directors shall have and exercise all power and authority granted to nonprofit corporations under Minnesota Statutes, Chapter 317, these Bylaws and such other appropriate Board Policy Statements. These Bylaws and other Board Policy Statements shall, subject to the Articles of Incorporation, take precedence over all other institutional statements, documents and policies.

Subject to the policies of the ELCA, the Board shall have, but not be limited to, the following responsibilities and authorities:

- (a) Establish and periodically review the Purpose, Vision, Mission and Strategic Plan of the Seminary, and in consultation with the President, support the Seminary in accomplishing them;
- (b) Oversee governance of the Seminary and establish effective governance processes;

- (c) Establish Policies and criteria for Board membership; elect Board officers and authorize assessment of Board performance;
- (d) Oversee the selection and retention of Seminary personnel, including the appointment of the President as the chief executive officer of the Seminary; establish the President's conditions of employment; establish the President's performance evaluation criteria and provide input to the Committee of the Board assigned to oversee the President's performance;
- (e) Adopt policy statements, including policies and procedures within the Faculty Handbook relating to faculty personnel, for the internal operation of Seminary; assuring consultation and review by those groups primarily affected by such policy statements;
- (f) Elect other Seminary administrative officers upon the recommendation of the President;
- (g) Appoint, reappoint, grant tenure, promote, discipline, terminate, dismiss or suspend faculty according to the provisions of these Bylaws and the Faculty Handbook;
- (h) Receive and review reports of the President and Seminary leadership and provide reports to the ELCA as and when appropriate or required;
- (i) Oversee the education program and other programs of the Seminary including changes in program, and curriculum; and review and approve policies that assist the Seminary in achieving its purpose;
- (j) Grant such earned and honorary diplomas and degrees as are properly granted by this Seminary, upon recommendation of the faculty and the President;
- (k) Oversee the religious life of the Seminary and student life, admissions and financial aid policies and procedures;
- (l) Oversee the financial affairs of the Seminary, including but not limited to, adopting and amending, where necessary, the annual budget, managing the assets of the Seminary, funding, fund-raising and gift-acceptance policies as recommended by the Seminary Foundation Board of Trustees;
- (m) Purchase, acquire, lease, sell and convey, mortgage, pledge and otherwise dispose of real estate and all other property of whatsoever nature; and borrow money; and manage all assets, real estate, endowment and other investable funds;
- (n) Receive gifts, legacies and devices, either in outright or in trust;
- (o) Establish tuition, fees and other charges for this Seminary;

- (p) Set salaries of faculty and administrative officers within salary ranges, if any, defined by the ELCA;
- (q) Authorize ongoing financial development according to the policies of the ELCA;
- (r) Conduct fund-raising in the congregations of any supporting synod only upon the approval of the appropriate synod; and
- (s) Oversee other programs, policies and procedures to support accountability, transparency and open communication with internal and external constituencies of the Seminary, as well as represent the broader interests of the ELCA, the church at large and the broader public interest in graduate religious education.

ARTICLE VII
Officers of the Board of Directors

Section 1.

Officers of the Seminary.

The officers of the Seminary shall consist of the Chair, the President, the Vice Chair, the Secretary and the Treasurer, and such other officers as shall be named from time to time with the title of Executive Vice President or Vice President. The Dean of Academic Affairs and other officers such as Executive Vice Presidents or Vice Presidents shall serve at the pleasure of the President. The Chair, Vice Chair, Secretary, Treasurer and President shall be Directors, and shall serve at the pleasure of the Board.

Section 2.

Terms and Responsibilities of the Chair of the Board.

The Chair shall be elected in the spring of even-numbered years, upon nomination by the Governance Committee, and shall serve for two years. The term shall begin on the first day of July of the year in which the Chair is elected, or immediately if the Chair is filling a vacancy. Vacancies may be filled at any time by a vote of the Directors.

The Chair shall fulfill the responsibilities prescribed in these Bylaws, together with the following duties:

- (a) Preside at all meetings of the Board of Directors and its Executive Committee;
- (b) Have the right to vote on all questions (other than those in which the Chair has an identified conflict of interest);
- (c) Serve as spokesperson for the Board of Directors;

- (d) Upon consultation with the Governance Committee and the President, appoint committee chairs, vice chairs and members;
- (e) Serve as Chair of the Executive Committee, and as an ex officio member of all committees of the Board;
- (f) Consult with the President and the Governance Committee in the preparation of the agendas for the meetings of the Board of Directors or its Executive Committee;
- (g) Consult with the President about such other matters deemed desirable by either the President or the Chair; and
- (h) Perform such other duties as may be prescribed by the Board of Directors or the Executive Committee from time to time.

Section 3.

Term and Responsibility of Vice Chair of the Board.

The Vice Chair shall be elected in the spring of even-numbered years, upon nomination by the Governance Committee and shall serve for two years. The term shall begin on the first day of July of the year in which the Vice Chair is elected, or immediately if the Vice Chair is filling a vacancy. Vacancies may be filled at any time by a vote of the Board of Directors.

The Vice Chair of the Board of Directors shall, in the absence or disability of the Chair, perform all duties of the Chair as described in Section 2 above, and shall perform such other duties as may from time to time be assigned by the Chair, the Executive Committee of the Board of Directors.

Section 4.

Term and Responsibilities of the Secretary of the Board.

The Secretary shall be elected in the spring of even-numbered years, upon nomination by the Governance Committee and shall serve for two years. The term shall begin on the first day of July of the year in which the Secretary is elected, or immediately if the Secretary is filling a vacancy. Vacancies may be filled at any time by a vote of the Directors.

The Secretary shall and perform the following duties:

- (a) Keep accurate minutes of the Board of Directors and its Executive Committee and assure that they are promptly distributed to the members of the Board of Directors and Executive Committee appropriately;

- (b) Assure that all meeting notices are duly given in accordance with these Bylaws;
- (c) Assure that the Seal of the Seminary is affixed to all official documents that are required by law to bear it, the execution of which on behalf of this corporation is duly authorized in accordance with the provisions of these Bylaws, and assure all records of the Seminary are properly authenticated;
- (d) See that all reports of the President and Board committees are received and filed for record and other official documents of the Seminary are properly maintained;
- (e) Ensure that the Board is acting in accordance with the Restated and Amended Articles of Incorporation, these Bylaws and adopted Policies of the Board of Directors;
- (f) See that a register of the post office address and other relevant contact information of each Director is kept; and
- (g) Perform such other duties as may be assigned by the Board Chair, the Board of Directors or its Executive Committee.

Section 5.

Term and Responsibilities of the Treasurer of the Board of Directors.

The Treasurer shall be elected in the spring of even-numbered years, upon nomination by the Governance Committee and shall serve for two years. The term shall begin on the first day of July of the year in which the Treasurer is elected, or immediately if the Treasurer is filling a vacancy. Vacancies may be filled at any time by a vote of the Directors.

The Treasurer shall perform the following duties:

- (a) Serve as a member of the Audit Committee and as a member of the Finance and Administration Committee of the Board;
- (b) Serve as the Board's key leader on all financial management policy matters;
- (c) Ensure that the Board regularly receives appropriate financial statements from the Seminary's administration that include comparisons of revenue and expenditures with the approved annual budget;
- (d) Ensure that all other financial reports, including those regarding special or major Boardapproved expenditures, Seminary investments and debt, and annual or special audits, are provided to the Directors in a timely fashion;
- (e) Work closely with the Seminary's chief financial officer, independent auditors and any other

financial oversight committee of the Board; and

- (f) Perform such other duties as may be assigned by the Board Chair, the Board of Directors or its Executive Committee.

ARTICLE VIII
Committees of the Board of Directors

Section 1.
Committees

The Board of Directors shall establish such standing and ad hoc committees as it deems appropriate for the performance of the Board's responsibilities. The Board, upon recommendation of the Chair, shall appoint the committee members in the spring who shall serve for one year, or until their successor has been appointed or the committee has fulfilled its charge. Each committee member's term shall begin on July 1 of the year in which they were appointed, or immediately if they are fulfilling a vacancy or being appointed to an ad hoc committee.

The chairs, vice chairs and members of the committees shall be appointed in the spring, or upon the establishment of an ad hoc committee, by the Chair of the Board, in accordance with Article 7.2(d) herein, and shall serve for one year, or until their successor has been appointed or the committee has fulfilled its charge. Each committee member's term shall begin on July 1 of the year in which they were appointed, or immediately if they are fulfilling a vacancy or being appointed to an ad hoc committee. All committee chairs and vice chairs shall be members of the Board of Directors, unless otherwise appointed by the Board.

Each Committee shall have a written statement of purpose, role, and responsibilities which shall be submitted to the Governance Committee for review, approval and recommendation to the Board for approval. Such statements shall be reviewed annually by each committee and changes shall be submitted as described above.

Each committee shall have designated a member of the Seminary Administration, as determined and appointed by the President in consultation with the Board Chair, to assist with the work of the committee. Each committee shall meet at least three times annually or more often if required by the Board, and regularly report on its work and recommendations to the Board. All committees shall maintain written minutes of meetings, and, with the exception of the Executive and Governance Committees, shall distribute such minutes to the Directors. A majority of each committee's voting members shall constitute a quorum.

Section 2.
Executive Committee.

The Executive Committee shall be comprised of the Chair, Vice Chair, Secretary, Treasurer, President and

Chair of the Foundation Board of Trustees, together with the chairs of the regularly established committees as determined by the Board.

The purpose of the Executive Committee is to serve at the pleasure of the Board as its agent in addressing business between the Board's regular meetings. The Executive Committee shall oversee the work of the committees of the Board; oversee the Seminary's planning process and progress on planning goals; assure the Board's obligation to support the President; annually assess the performance of the President; and implement the process for determining the compensation and conditions of employment of the President, officers and key employees of the Seminary.

The Executive Committee shall have the power to act on behalf of the Board of Directors between meetings, to the extent permitted by applicable law, but with the following exceptions: Presidential selection or termination; Director or Board officer selection or termination; changes in the Purpose, Vision, Mission or Strategic Plan of the Seminary; changes in the Articles of Incorporation, Bylaws or Policies of the Seminary; incurring corporate indebtedness; sale of Seminary assets or tangible property; adoption of the annual budget; and conferral of degrees.

Meetings of the Executive Committee may be called either by the Chair of the Board of Directors or the President. The Executive Committee shall meet as often as necessary to conduct its business. All actions of the Executive Committee are subject to review by the Board of Directors.

Section 3.

Governance Committee.

The Governance Committee Chair shall be the Vice Chair of the Board. The Committee shall be comprised of the Board Chair, the Chair of the Foundation Board of Trustees, the Vice Chair of the Foundation Board of Trustees, the Executive Director of the Luther Seminary Foundation and the President of the Seminary,

The purpose of the Governance Committee is to ensure that the Board's membership complies with the requirements of the ELCA and consists of qualified and committed individuals; identify and nominate candidates for membership on the Foundation Board of Trustees for approval by the Board of Directors; ensure that appropriate and helpful programs of orientation and in-service training are provided for Directors and Trustees; develop the appropriate agendas for Board meetings so that the Board functions effectively and efficiently; develop and implement processes for the regular assessment of performance of Directors, Trustees and officers of the Board of Directors and the Foundation Board of Trustees; and periodically review and appropriately propose amendments to the list of Director responsibilities in Article VI of these Bylaws.

Meetings of the Governance Committee shall be called by the Committee Chair. The Governance Committee shall meet as often as necessary to conduct its business.

ARTICLE IX

Meetings of the Board of Directors

Section 1.

Regular meetings.

Three regular meetings of the Board of Directors shall be held each year, one each in the fall, winter and spring, at such time and place as may be specified from time to time by the Board of Directors or Executive Committee. Unless otherwise specified by the Board of Directors or Executive Committee, the Board of Directors shall meet at the principal office of the Seminary.

Section 2.

Special meetings.

Special meetings of the Board of Directors may be called by the President, the Board Chair, upon written request of any seven (7) members of the Board of Directors, by the Board at either a regular or special meeting, or by either the President or the Board Chair upon written request of a majority of the members of the faculty. Such meetings shall be held at such time and place as stipulated by the President, the Chair or the Board, whoever is convening the meeting, including holding such meetings telephonically or by other generally accepted electronic means that are available to the members of the Board of Directors and that allow for discussion and voting to properly occur.

Section 3.

Notice of meetings.

Written notice of each regular meeting shall be sent to each Director by the President not less than fifteen and not more than thirty days prior to the date of the meeting, excluding the day of the meeting. Written notice of each special meeting of the Board of Directors shall be sent to each Director by the President not less than two nor more than thirty days before the meeting, excluding the day of the meeting. Written notice may be sent in a generally accepted electronic format to a Director's last known e-mail address, cell phone number, or by other electronic medium known to be regularly accessed by the Director.

The purpose of both regular and special meetings shall be set forth in the notice and the notice shall be accompanied by an agenda. No business shall be transacted at any special meeting other than the business specified in the notice of that meeting.

Any Director may make written waiver of notice before, at or after a meeting. The waiver shall be filed with the person who has been designated to act as secretary of the meeting, who shall enter it upon the records of the meeting. Appearance at a meeting is deemed a waiver unless it is solely for the purpose of asserting the illegality of the meeting.

Section 4.

Quorum and Telephonic Meetings.

A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Except as otherwise stated in these Bylaws or the Restated and Amended Articles of Incorporation, a majority vote of those Directors present with a proper quorum shall be sufficient to transact any business.

Members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of such Board or committee by means of conference telephone or similar communications by which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

Section 5.

Action without a Formal Meeting.

Any action required or permitted to be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting if the action is taken by eighty percent or more of the members of the Board or committee. Such action must be evidenced by a written document that describes the action taken; containing the signatures of eighty percent or more of the Directors indicating their approval of such action; and such document is included in the minutes or other official records of the Seminary. Action taken in this manner shall be effective when the last necessary Director consents, unless the document specifies a prior or subsequent effective date.

Such document may be an electronic document in a generally accepted format, describing the proposed action, sent to the Director's last known e-mail address, cell phone number, or by other electronic medium known to be regularly accessed by the Director, clearly stating a deadline for response. A Director may approve or disapprove by responding to such written or electronic document with a clear statement of approval or disapproval. Failure to so respond by the stated deadline shall be deemed an abstention.

ARTICLE X

Officers of the Administration

Section 1.

Election of the President.

(a) Eligibility.

The President shall be an ordained minister on the clergy roster of, and a member of, the ELCA, or, if not at the time of election, shall fulfill both requirements before assuming office.

(b) Presidential Search Committee.

The Presidential Search Committee shall consist of the following persons:

- 1) Four Directors, recommended by the Board Chair and approved by the Board of Directors, from whom the Board shall elect the Chair of the Search Committee;

- 2) Two Trustees of the Luther Seminary Foundation, recommended by the Chair of the Foundation Board of Trustees and approved by the Foundation Board and the Board of Directors;
 - 3) The Director for the appropriate unit of the ELCA or another person chosen by the Presiding Bishop of the ELCA;
 - 4) One member of the Administrative Cabinet, recommended by the Board Chair and approved by the Board of Directors;
 - 5) Two tenured members of the faculty, chosen by the faculty in a manner deemed appropriate by them;
 - 6) One member of the administrative staff, recommended by the Board Chair and approved by the Board of Directors; and
 - 7) One full-time student enrolled at the Seminary, appointed by the governing structure of the student body.
- (c) Search Process. The Search Committee shall solicit names of candidates for the office of President from the members of the ELCA by announcement in appropriate church wide publications. The announcement shall include the schedule of the process to be followed. There shall be consultation with the ELCA Presiding Bishop and the appropriate ELCA unit throughout each step of the search process. Unless otherwise determined by the Board, the Search Committee shall generate a confidential ranking of the finalists and discuss such ranking and the merits of the finalists, together with its recommendation of the candidate who should be elected President, with the Board of Directors.
- (d) Election of the President. The election of the President shall be by a two-thirds majority vote of the Board. The President shall have the rank of Professor and shall serve as, or may appoint the Dean of Academic Affairs as, the Chair of the Faculty.
- (e) Term of the President.
The President shall be elected for a five-year term, indefinitely eligible for re-election by the Board, which election should be held one year in advance of the end of the term. Re-election shall be subject to a thorough performance review.
- (f) Resignation, retirement and dismissal.
- 1) The President serves at the pleasure of the Board for such term and with such compensation, benefits and conditions of employment as the Board shall determine.
 - 2) The President may resign by giving written notice to the Chair of the Board of Directors.
 - 3) The President may, on his or her own initiative, or at the request of the Board of Directors, elect retirement under the policy of the ELCA.
 - 4) The President may be dismissed by the Board of Directors at any time and for any reason upon the vote of a majority of the Directors, provided that upon dismissal, the President's salary and fringe benefits shall be continued for at least three months.
 - 5) In the event the President is incapacitated or otherwise unable to perform his or her duties, the Chair of the Board, in consultation with the Executive Committee, shall

appoint a successor to act as Interim President, until such time as the President is able to resume the duties of the office or is replaced.

Section 2.

Duties of the President

The President shall be the chief executive officer of Seminary, responsible to the Board of Directors for the administration, oversight and proper functioning of the Seminary. The President shall:

- (a) Perform all duties necessary to implement the policies and decisions of the Board of Directors;
- (b) Direct and supervise the work of the faculty, the administrative officers and other staff members, in accordance with these Bylaws and the Faculty Handbook;
- (c) Be responsible for the encouragement and direction of student activities and organizations;
- (d) Provide pastoral, academic and administrative leadership for Seminary;
- (e) Supervise the work of the Faculty and participate in the process for selection and retention of faculty according to the process specified in the Faculty Handbook, including submitting an independent recommendation for each faculty personnel recommendation brought to the Board;
- (f) Lead the faculty, administrative staff and students in the development of objectives and policies for the Seminary to be recommended to the Board of Directors;
- (g) Supervise and administer the work and programs of the Seminary according to the objectives and policies approved by the Board of Directors;
- (h) Establish such programs as are necessary to implement Board policy decisions;
- (i) Supervise and administer the educational program, including responsibility for oversight and supervision of the faculty in developing the educational policies and curricula of this seminary, the recruitment and admission of students and such other faculty and student programs developed for the Seminary;
- (j) Supervise and administer the business, fund-raising and public and church relations personnel and programs of the Seminary;
- (k) Lead and carry out fund-raising campaigns as approved and directed by the Board of Directors;
- (l) Develop an annual budget and approve expenditure of funds in accordance with, but not more than, the limit established by the adopted budget;

- (m) Sign and execute such documents and papers as authorized by the Board of Directors;
- (n) Keep the Board of Directors appropriately informed and consult with the Board in a timely manner on matters related to the Board's policy making and fiduciary responsibilities;
- (o) Act as an ex officio member of all Board committees;
- (p) Appropriately and helpfully represent the Seminary to its various constituencies and act as the Seminary's key spokesperson; and
- (q) Do such other things as the Board of Directors may from time to time assign.

Section 3.

The Vice President for Finance.

The Vice President for Finance shall be elected by the Board upon the recommendation of the President and shall serve at the President's pleasure. Under the direction and supervision of the President, the Vice President for Finance shall:

- (a) Have charge and custody of, and be responsible for, the safekeeping of all funds and securities of the Seminary, in accordance with all applicable laws and the Articles of Incorporation, Bylaws and Policies of the Seminary;
- (b) Give bond for faithful discharge of responsibilities in such sum and substance and with such surety as the Board of Directors shall determine, the cost of which shall be borne by the Seminary;
- (c) Receive and give a receipt for monies due and payable to this corporation from any source whatever;
- (d) Deposit monies in the name of this corporation at such bank or banks or other depositories as shall be approved by the Board of Directors;
- (e) Present to the Board of Directors at the end of each fiscal year, and otherwise when requested, a full statement of the financial condition of the Seminary;
- (f) Present to the Board of Directors an annual audit of the business transactions of this seminary prepared by a firm of certified public accountants approved by the Board of Directors.

Section 4.

Other officers.

Upon recommendation of the President, the Board of Directors may elect other officers of the Seminary to assist the President in the fulfillment of the administrative duties assigned the President. Such officers may include, but not be limited to: the Academic Dean, the Dean of Students, the Vice President for Administration, the Vice President for Seminary Relations and Executive Director of the Foundation. Such officers shall serve for such term and with such compensation, benefits and conditions of employment as the President shall determine in consultation with the Board of Directors. The President shall have the responsibility for appointing, evaluating, disciplining, terminating, dismissing, suspending or accepting the resignation of all such other officers as well as the Vice President for Finance and other support personnel of the Seminary.

ARTICLE XI
Financial matters

Section 1.
The Fiscal Year.

The fiscal year of this corporation shall begin on July 1 and end on the following June 30.

Section 2.
Financial support.

Funds for capital expenditures may be provided by the ELCA and the supporting synods according to policies decided by each of them.

Major fund appeals for this seminary in the congregations of the ELCA shall be subject to authorization by the ELCA and shall be carried out in a manner decided by the ELCA.

These arrangements shall be reviewed every five years by the Board of Directors of the Seminary, the Vocation and Education, or its successor, unit and the supporting synods of Regions 1 and 3.

Section 3.
Signatures.

All checks shall be signed (either by hand or with facsimiles) by both the President and the Vice President for Finance of this seminary. Two other persons shall be designated by the Board of Directors to sign checks in the case of the death, resignation or the inability to function of either the President or the Vice President for Finance. All drafts, notes and other evidences of indebtedness of this corporation shall be signed by the President and a Director designated by the Board of Directors.

ARTICLE XII
The Faculty

Section 1.
Membership.

The faculty of the Seminary shall be comprised of those persons holding the academic rank of professor, associate professor, assistant professor and instructor, including visiting faculty at any of those ranks, and such administrative personnel (e.g., the seminary pastor) as may not hold academic rank but are voted faculty status by the faculty and approved by the Board of Directors. The academic rank and status of faculty members shall be determined by the Board of Directors upon recommendation of the President and the faculty according to the process prescribed in these Bylaws and the Faculty Handbook. The faculty shall normally be ordained members of the Lutheran church.

Section 2.
General Duties.

Subject to the policies of the ELCA and the Board of Directors, the faculty shall develop the curriculum, adopt rules and regulations for the admission, promotion and graduation of students and shall be responsible for their instruction and guidance. The faculty shall develop, and amend from time to time as necessary and appropriate, a Faculty Handbook, all provisions and amendments of which shall be effective only upon approval by the Board of Directors. The Faculty Handbook shall govern all aspects of faculty selection, appointment, retention, promotion, and performance of duties by all members of the faculty.

ARTICLE XIII
The Students

Section 1.
Qualification.

The Seminary shall be open to such students as meet the established qualification for admission and agree to the regulations of the Seminary. The Student Handbook shall guide the student relationship with the Seminary.

Section 2.
Admission.

Students may be admitted by the Faculty or a standing committee thereof according to policies developed by them and approved by the Board.

Section 3.
Discipline.

Students may be suspended or dismissed by the Faculty according to policies developed by them and approved by the Board. Such policies shall include an appeals process.

ARTICLE XIV
Amendments

These Bylaws shall be reviewed periodically by the Governance Committee who shall recommend any necessary changes to the Board. Notice of proposed changes shall have been sent to each Director, together with a copy of the proposed changes, within the same time and in the same manner as notice of meetings are required to be given, in accordance with Article IX above. Upon approval by two-thirds of the Directors present and voting at any meeting, these Amendments shall be recommended to the ELCA Church Council for approval. Amendments shall become effective upon approval by the ELCA Church Council.

ARTICLE XV
Indemnification

To the full extent permitted by any applicable law, the Seminary shall indemnify each person (and the heirs and personal representatives of such person) who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever brought, whether, civil, criminal, administrative or investigative, including an action by or in the right of the corporation, by reason of the fact that such person exercised acts of judgment, discretion or omission in connection with his or her duties as

- (a) a Director, officer, employee or member of a committee of the Seminary; or
- (b) while a Director, officer or employee of this corporation, was serving as a Director, officer, partner, trustee or agent of another organization or employee benefit plan at the request of the Seminary or pursuant to his or her duties as a Director, officer, employee or agent of the Seminary;

against damages, expenses, including attorneys' fees, judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan) and amounts paid in settlement or pursuant to arbitration actually and reasonably incurred by such person in connection with such action, suit or proceeding.

Indemnification provided by this section shall continue as to a person who has ceased to be a Director, officer, employee or committee member, shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section.

Indemnification provided by this section shall not apply if the act or omission of the potentially indemnified person constituted willful or wanton conduct. "Willful or wanton conduct" shall mean a course of action which shows an actual or deliberate intention to cause harm, or which, if not intentional, shows an utter indifference or conscious disregard for the safety of others or their property.

The Seminary shall, to the full extent permitted by applicable law from time to time in effect, purchase and maintain appropriate insurance coverage for the liability protection and indemnification purposes set forth in this Article.

ARTICLE XVI
Conflict of Interest

All Directors shall comply with Minnesota law concerning duties and a requirement relating to a Director's standard of care to the Seminary and the manner in which any conflict of interest must be addressed. Any conflict of interest shall be disclosed at the earliest possible time following when the Director becomes aware of such conflict or upon request by the Seminary.

Proposed Amendments to the Bylaws of
THE LUTHER SEMINARY FOUNDATION
Pending Approval April 2017
Reviewed October 31, 2016

December 1991
Amended October 23, 1999
Amended August 20, 2000
Amended August 21, 2001
Amended July 30, 2004
Amended February 6, 2010
Amended October 12, 2013

*Proposed Amendments for review as of October 2016
Pending Board approval April 2017*

RESTATED BYLAWS
OF LUTHER SEMINARY FOUNDATION

ARTICLE I

Name and Location

The name of this corporation is Luther Seminary Foundation (hereinafter the “Foundation”). The principal office of the Foundation shall be at 2481 Como Avenue, Saint Paul, Minnesota 55108, or at such other place as the Board of Trustees of the Foundation shall designate from time to time. The business of the Foundation shall be transacted from the principal office, and the records of the Foundation shall be kept there.

ARTICLE II

Member and Beneficiary Organization

The Articles of Incorporation of the Foundation (“Articles”) provide that the only voting member of this corporation shall be the beneficiary organization. The ~~initial~~ beneficiary organization of this corporation is Luther Seminary. The beneficiary organization (hereinafter the “Seminary”) shall exercise its rights as the sole voting member of this corporation by notifying the Board of Trustees of its exercise of those rights.

The Seminary shall cease to be the beneficiary organization if it ceases to be described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“the Code”) or in either Section

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509(a)(1) or 590(a)(2) of the Code. If the Seminary ceases to be the beneficiary organization of the Foundation, assuming the Seminary then exists, it shall designate a successor beneficiary organization; and if it does not then exist, the Evangelical Lutheran Church in America shall designate a successor beneficiary organization. Any such successor must be described in Section 501(c)(3) and either Section 509(a)(1) or Section 509(a)(2) of the Code at the time at which it is designated as the successor beneficiary organization of the Foundation.

ARTICLE III

Purpose

The purpose of the Foundation is to support and advance the mission of the Seminary through ~~fundraising~~, managing and ~~growing~~ the endowments of the Foundation of the Seminary and, as and when directed by the Seminary Board of Directors, to act as the trustee of any split interest charitable trusts where the Foundation or the Seminary is a beneficiary.

ARTICLE IV

Membership of the Board of Trustees

Section 1

Composition and Appointment

The Board of Trustees shall be composed of not less than three members appointed by the Board of Directors of the Seminary as the beneficiary organization (hereinafter the "Seminary Board"). ~~At least one and no more than one-third of the appointed members of the Board of Trustees-The Chair, Vice-Chair and Secretary of the Board of Trustees shall concurrently be members of the Seminary Board. In addition to the appointed members, the Chair of the Board of Directors of the Seminary and the President of the Seminary shall be ex officio, non-voting members of the Board of Trustees. -The Trustees at the time of appointment shall be assigned to a class to which each such Trustee shall belong in a manner consistent with Article IX of the Articles of Incorporation of the Foundation.~~

New Trustees and incumbent Trustees who are eligible and standing for re-election normally shall be elected in the spring, so that Trustees may begin their service on July 1 of the year in which they are elected or re-elected. The term of a Trustee shall be four years, renewable twice, in accordance with Article IX of the Foundation Articles of Incorporation. Appointment or election to fill a vacancy of an unexpired term shall not be counted as a term. A Trustee shall serve until a successor is elected and qualified.

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Vacancies on the Board of Trustees shall be filled by the Seminary Board after thorough consultation with the President of the Seminary, the Chair of the Seminary Board and the Chair of the Board of Trustees concerning required competencies and representation.

A Trustee may be removed from office with or without cause by an affirmative vote of two-thirds of the members of the Seminary Board. If a Trustee is absent from two consecutive meetings without valid excuse, the office may be declared vacant by the Board of Directors.

Section 2 Membership upon Termination of Beneficiary Organization Status

If for any reason the Seminary ceases to be the beneficiary organization of the Foundation, the members of the Board of Trustees who were appointed by the Seminary Board shall cease to be Trustees upon appointment of their successors by the appointing body of the successor beneficiary organization.

ARTICLE V

Responsibilities and Authorities of the Board of Trustees Section 1 Authority

The Board of Trustees of the Foundation shall direct the general management of the Foundation's affairs. In addition to the powers conferred upon the Board of Trustees by these Bylaws and the Articles of Incorporation, the Board of Trustees may exercise all powers of the Foundation and perform all lawful acts which are not prohibited to it by statute, by the Articles of Incorporation or by these Bylaws. These Bylaws, the Bylaws of the Seminary Board and other policy statements of the Board of Trustees or the Seminary Board shall, subject to the Articles of Incorporation, take precedence over all other institutional statements, documents and policies.

The Board of Trustees shall have, but not be limited to, the following responsibilities and authorities:

- (a) In accordance with and as requested by the Seminary Board, periodically review the Purpose, Vision, Mission and Strategic Plan of the Seminary, and in consultation with the Seminary Board and the President, support the Seminary in accomplishing them;
- (b) Participate in the work of the Committees of the Seminary Board via membership of individual Trustees on such Committees in accordance with Article VIII herein.
- (c) Receive and review reports of the President and Seminary leadership and provide input for reports to the ELCA as and when requested by the Seminary Board;

- (d) Participate with the Seminary Board, as and when requested by the Seminary Board, to oversee the education program and other programs of the Seminary, including changes in program, and curriculum; and review and approve policies that assist the Seminary in achieving its purpose;
- (e) Participate with the Seminary Board, as and when requested by the Seminary Board, to oversee the religious life of the Seminary and student life, admissions and financial aid policies and procedures;
- (f) Recommend financial development, funding, fund-raising and gift-acceptance policies to the Seminary Board;
- (g) Participate with the Seminary Board, as and when requested by the Seminary Board and in accordance with Article VIII herein, to oversee the financial affairs of the Seminary.
- (h) Receive gifts, legacies and devices, either in outright or in trust;
- (i) As approved and directed by the Seminary Board, lead in the conduct of major fund appeals for this Seminary; and
- (j) Participate with the Seminary Board, as and when requested by the Seminary Board, to oversee other programs, policies and procedures to support accountability, transparency and open communication with internal and external constituencies of the Seminary, as well as represent the broader interests of the ELCA, the church at large and the broader public interest in graduate religious education.

ARTICLE VI

Officers Section 1

Election of the Officers of the Foundation

The officers of the Foundation shall be: the Chair, the Executive Director, the Vice Chair, the Secretary and the Treasurer. The Board of Trustees may elect such other officers as it shall determine from time to time.

The officers shall be elected annually in the spring at a meeting of the Board of Trustees of the Foundation, for a term of one year, which term shall begin on the first day of July of the year in which the officers are elected, or immediately for any officer who may be filling a vacancy. Vacancies may be filled at any time by a vote of the trustees.

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Section 2

Responsibilities of the Chair of the Board of Trustees

The Chair of the Board of Trustees shall:

- (a) Preside at all meetings of the Board of Trustees and its Executive Committee;
- (b) Serve as spokesperson for the Board of Trustees;
- (c) Consult with the Chair of the Seminary Board, the Governance Committee of the Seminary Board and the President on the appointment of Trustees to the Committees of the Seminary Board as provided in Article VIII herein;
- (d) Serve as ~~Chair of the Seminary Relations Committee of the Seminary Board, and as~~ a member of the Executive Committee and Governance Committee of the Seminary Board;
- (e) Consult with the Chair of the Seminary Board and the President about such other matters deemed desirable by either the President or the Chair; and
- (f) Perform such other duties as may be prescribed by the Board of Trustees or the Seminary Board from time to time.

Section 3

Responsibilities of the Vice Chair of the Board of Trustees The Vice Chair of the Board of ~~Directors-Trustees~~ shall:

- (a) In the absence or disability of the Chair, perform all duties of the Chair as described in Section 2 above;
- (b) Serve as a member of the Governance Committee of the Seminary Board; and
- (c) Perform such other duties as may from time to time be assigned by the Chair of the Board of Trustees, the Chair of the Seminary Board or the Executive Committee of the Seminary Board.

Section 4

Executive Director of the Board of Trustees and Responsibilities

The Executive Director shall be the Executive Officer of the Foundation. The Executive Director shall be the individual who is then serving as Vice President for Seminary Relations of the Seminary. If there is a vacancy in this office, the Board of Trustees shall be represented in the search process and shall advise the President of the Seminary on the recommendation of a nominee.

The Executive Director shall:

- (a) Direct the general management of the business of the Foundation under the supervision and direction of the Board of Trustees;

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- (b) See that all orders and resolution of the Board of Trustees are carried out;
- (c) Execute all contracts or instruments requiring an officer's signature, unless the Board directs otherwise;
- (d) From time to time make such reports to the Board of Trustees as it may request;
- (e) Have the general powers and duties usually vested in the office of a President of a corporation; and
- (f) Have such other powers and perform such other duties as the Board of Trustees may prescribe from time to time.

Section 5

~~Vice Presidents of the Board of Trustees and Responsibilities~~

~~Any Vice President, if one is elected, shall have such powers and perform such duties as the Executive Director or the Board of Trustees may prescribe from time to time.~~

~~In the absence of the Executive Director or in the event of his or her death, inability, or refusal to act, the Vice President, or in the event there be more than one Vice President, the Vice Presidents in the order designated by the Board of Trustees, or, in the absence of any such designation, in the order of their election, or in the event there is no Vice President then such person as the President of the beneficiary organization shall designate, shall perform the duties of the Executive Director, and, when so acting, shall have all the powers of, and be subject to all of the restrictions upon, the Executive Director.~~

Section 6-5

Responsibilities of the Secretary of the Board of Trustees

The Secretary shall perform the following duties:

- (a) Keep accurate minutes of the Board of Trustees and its Executive Committee and assure that they are promptly distributed to the Trustees and Executive Committee appropriately;
- (b) Assure that all meeting notices are duly given in accordance with these Bylaws;
- (c) Assure all records of the Foundation are properly authenticated;
- (d) See that all reports of the Executive Director, and other reports are received and filed for record and other official documents of the Foundation are properly maintained;
- (e) Ensure that the Board of Trustees is acting in accordance with the Articles of Incorporation, these Bylaws, the adopted Policies of the Board of Trustees, as well as the Bylaws and adopted Policies of the Board of Directors as they may apply;

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- (f) See that a register of the post office address and other relevant contact information of each Trustee is kept; and
- (g) Perform such other duties as may be assigned by the Board Chair, the Board of Directors or its Executive Committee.

Section 7.6

Treasurer of the Board of Trustees and Responsibilities

The Treasurer shall be the chief financial officer of the Foundation. The Treasurer shall:

- (a) Serve as the Board's key leader on all financial policy matters;
- (b) Have custody of all funds and securities of the Foundation;
- (c) Disburse the funds of the Foundation as may be ordered from time to time by the Executive Director of the Board of Trustees;
- (d) As necessary and proper, endorse on behalf of the Foundation all checks, drafts, notes and other obligations and evidences of the payment of money payable to the Foundation, and deposit the same, together with all other funds of the Foundation coming into his possession, in such banks as may be selected by the Board of Trustees;
- (e) Keep full and accurate financial records for the Foundation, which shall be open at all times to the inspection of the Board of Trustees and ensure that the Board regularly and in a timely fashion receives appropriate financial statements for the Foundation and the endowments of the Foundation and the Seminary; and
- (f) Perform such other duties as may be assigned by the Board Chair, its Executive Committee or the Executive Director.

ARTICLE VII

Committees of the Board of Trustees Section 1

Executive Committee

The Executive Committee shall be comprised of the officers of the Board of Trustees, the Executive Director, the President and the Chair of the Board of Directors of the Seminary.

The purpose of the Executive Committee is to serve at the pleasure of the Board of Trustees as its agent in addressing business between the Board's regular meetings. Further, the Executive Committee shall oversee the work of the Trustees who serve as members of Committees of the Seminary Board; oversee the work of the Trustees in fulfilling their obligations as set forth in Article V above; and annually provide input to the President of the Seminary as to the

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performance of the Executive Director.

The Executive Committee shall have the power to act on behalf of the Board of Trustees between meetings, to the extent permitted by applicable law, but with the following exceptions: Trustee or Board officer selection or termination; recommending campaigns or changes in the goals of a campaign in progress; changes in the purpose or mission of the Foundation; or changes in the Articles of Incorporation, Bylaws or Policies of the Foundation.

The Executive Committee shall nominate individuals as candidates for appointment as Trustees of the Foundation by the Board of Directors of the Seminary.

Meetings of the Executive Committee may be called either by the Chair of the Board of Trustees or the President. The Executive Committee shall meet as often as necessary to conduct its business. All actions of the Executive Committee are subject to review by the Board of Trustees.

Section 2

Governance Committee

Governance of the Board of Trustees shall be managed jointly with the Seminary Board and under the auspices of the Governance Committee of the Seminary Board. For this purpose, the Chair and Vice Chair shall be members of the Governance Committee of the Seminary Board.

Section 3

Other Committees

The Board of Trustees may establish such standing and ad hoc committees as it deems appropriate for the performance of the Board's responsibilities, within limits established by joint governance processes with the Seminary Board, avoiding duplication of purpose and performance of duties. The Chair, in consultation with the Chair of the Seminary Board, shall recommend Trustees to be appointed by the Seminary Board as members of the standing and ad hoc Committees of the Seminary Board. Such appointment of Trustees shall occur in the Spring, or upon the establishment of an ad hoc committee, and such Trustees shall serve for one year, or until their successor has been appointed or the committee has fulfilled its charge. Each committee member's term shall begin on July 1 of the year in which they were appointed, or immediately if they are fulfilling a vacancy or being appointed to an ad hoc committee.

Each Committee shall have a written statement of purpose, role, and responsibilities which shall be submitted to the Governance Committee of the Seminary Board for review and approval. Such statements shall be reviewed annually by each committee and changes shall be submitted as described above.

Each committee shall have designated a member of the Seminary Administration, as determined

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and appointed by the President in consultation with the Board Chair, to assist with the work of the committee. Each committee shall meet as required by the Board, and regularly report on its work and recommendations to the Board. All committees shall maintain written minutes of meetings, and, with the exception of the Executive Committee, shall distribute such minutes to the Directors. A majority of each committee's voting members shall constitute a quorum.

Section 4

Ex Officio Committee Members

The President of the Seminary and Executive Director of the Foundation, or representatives appointed by them, shall be ex officio members, without voting rights, of each committee of the Foundation.

ARTICLE VIII

Meetings of the Board of Trustees Section 1

Regular Meetings

~~Three~~ At least one regular meetings of the Board of Trustees shall be held each year, ~~one each in the fall, winter and spring~~, at such time and place as may be specified from time to time by the Chair of the Board of Trustees, with the commitment to hold such meetings in conjunction with, and at the same location as, the meetings of the Seminary Board.

Section 2

Special Meetings

Special meetings of the Board of Trustees may be called by: (a) the Executive Director, (b) the Chair of the Board of Trustees, (c) three (3) or more members of the Board of Trustees or (d) the President of the Seminary. Such meetings shall be held at such time and place as stipulated by the President, the Chair or the Board of Trustees, whoever is convening the meeting, including holding such meetings telephonically or by other generally accepted electronic means that are available to the members of the Board of Trustees and that allow for discussion and voting to properly occur.

Section 3

Notice of Meetings

Written notice of each regular meeting shall be sent to each Trustee at the instruction of the Chair not less than fifteen and not more than thirty days prior to the date of the meeting, excluding the

day of the meeting. Written notice of each special meeting of the Board of Trustees shall be sent to each Trustee at the instruction of the Chair not less than two nor more than thirty days before the meeting, excluding the day of the meeting. Written notice may be sent in a generally accepted electronic format to a Trustee's last known e-mail address, cell phone number, or by other electronic medium known to be regularly accessed by the Trustee.

The purpose of both regular and special meetings shall be set forth in the notice and the notice shall be accompanied by an agenda. No business shall be transacted at any special meeting other than the business specified in the notice of that meeting.

Any Trustee may make written waiver of notice before, at or after a meeting. The waiver shall be filed with the person who has been designated to act as secretary of the meeting, who shall enter it upon the records of the meeting. Appearance at a meeting is deemed a waiver unless it is solely for the purpose of asserting the illegality of the meeting.

Section 4

Quorum

A majority of Trustees shall constitute a quorum for the transaction of business at any meeting of a Board of Trustees. Except as otherwise stated in these Bylaws or the Article of Incorporation, a majority vote of those Trustees present, with a proper quorum, shall be sufficient to transact any business.

Members of the Board of Trustees, or any committee designated by the Board of Trustees or the Seminary Board, may participate in a meeting of the Board of Trustees or such committee by means of conference telephone or similar communications by which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

Section 5

Action without a Formal Meeting

Any action required or permitted to be taken at a meeting of the Board of Trustees or any committee thereof may be taken without a meeting, in accordance with Article X of the Foundation Articles of Incorporation, provided that the action is taken by the number of Trustees that would be required to take the same action at a meeting at which all Trustees were present. Such action must be evidenced by a written document that describes the action taken; containing the signatures of the required number of the Trustees indicating their approval of such action; and such document is included in the minutes or other official records of the Foundation. Action taken in this manner shall be effective when the last necessary Trustee consents, unless the document

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specifies a prior or subsequent effective date.

Such document may be an electronic document in a generally accepted format, describing the proposed action, sent to the Trustee's last known e-mail address, cell phone number, or by other electronic medium known to be regularly accessed by the Trustee, clearly stating a deadline for response. A Trustee may approve or disapprove by responding to such written or electronic document with a clear statement of approval or disapproval. Failure to so respond by the stated deadline shall be deemed an abstention.

ARTICLE IX

Financial Matters Section 1

The Fiscal Year

The fiscal year of the Foundation shall be the same as the fiscal year of the Seminary.

Section 2

Signatures

All financial transactions undertaken for the Foundation or the endowments of the Foundation or the Seminary shall be signed (either by hand or with facsimiles) by both the Executive Director and the Vice President for Finance of the Seminary. Two other persons shall be designated by the Board of Trustees to sign checks in the case of the death, resignation or the inability to function of either the Executive Director or the Vice President for Finance to function.

ARTICLE X

Amendments

These Bylaws shall be reviewed periodically by the Executive ~~Committee-Director~~ who shall recommend any necessary changes to the ~~Governance Committee of the Board of Directors, and if approved then Board of Trustees~~; notice of proposed changes shall ~~have-been-be~~ sent to each Trustee, together with a copy of the proposed changes, within the same time and in the same manner as notice of meetings are required to be given, in accordance with Article VIII above. Upon approval by two-thirds of the Trustees present and voting at any meeting, these Amendments shall be recommended to the Seminary Board for approval. Amendments shall become effective upon approval by the Seminary Board.

ARTICLE XI

Indemnification

To the full extent permitted by any applicable law, the Foundation shall indemnify each person (and the heirs and personal representatives of such person) who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever brought, whether, civil, criminal, administrative or investigative, including an action by or in the right of the corporation, by reason of the fact that such person exercised acts of judgment, discretion or omission in connection with his or her duties as

- (a) a trustee, officer, employee or member of a committee of the Foundation or of the Seminary Board of Directors; or
- (b) while a director, officer or employee of the Foundation, was serving as a director, officer, partner, trustee or agent of another organization or employee benefit plan at the request of the Foundation or the Seminary or pursuant to his or her duties as a director, officer, employee or agent of the Foundation;

against damages, expenses, including attorneys' fees, judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan) and amounts paid in settlement or pursuant to arbitration actually and reasonably incurred by such person in connection with such action, suit or proceeding.

Indemnification provided by this section shall continue as to a person who has ceased to be a trustee, officer, employee or committee member, shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section.

Indemnification provided by this section shall not apply if the act or omission of the potentially indemnified person constituted willful or wanton conduct. "Willful or wanton conduct" shall mean a course of action which shows an actual or deliberate intention to cause harm, or which, if not intentional, shows an utter indifference or conscious disregard for the safety of others or their property.

The Foundation shall, to the full extent permitted by applicable law from time to time in effect, purchase and maintain appropriate insurance coverage for the liability protection and indemnification purposes set forth in this Article.

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ARTICLE XII

Conflict of Interest

All Trustees shall comply with Minnesota law concerning duties and a requirement relating to a trustee's standard of care to the Foundation and the manner in which any conflict of interest must be addressed. Any conflict of interest shall be disclosed at the earliest possible time following when the Trustee becomes aware of such conflict or upon request by the Seminary.

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RESTATED BYLAWS
OF LUTHER SEMINARY FOUNDATION

ARTICLE I

Name and Location

The name of this corporation is Luther Seminary Foundation (hereinafter the “Foundation”). The principal office of the Foundation shall be at 2481 Como Avenue, Saint Paul, Minnesota 55108, or at such other place as the Board of Trustees of the Foundation shall designate from time to time. The business of the Foundation shall be transacted from the principal office, and the records of the Foundation shall be kept there.

ARTICLE II

Member and Beneficiary Organization

The Articles of Incorporation of the Foundation (“Articles”) provide that the only voting member of this corporation shall be the beneficiary organization. The-beneficiary organization of this corporation is Luther Seminary. The beneficiary organization (hereinafter the “Seminary”) shall exercise its rights as the sole voting member of this corporation by notifying the Board of Trustees of its exercise of those rights.

The Seminary shall cease to be the beneficiary organization if it ceases to be described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“the Code”) or in either Section

509(a)(1) or 590(a)(2) of the Code. If the Seminary ceases to be the beneficiary organization of the Foundation, assuming the Seminary then exists, it shall designate a successor beneficiary organization; and if it does not then exist, the Evangelical Lutheran Church in America shall designate a successor beneficiary organization. Any such successor must be described in Section 501(c)(3) and either Section 509(a)(1) or Section 509(a)(2) of the Code at the time at which it is designated as the successor beneficiary organization of the Foundation.

ARTICLE III

Purpose

The purpose of the Foundation is to support and advance the mission of the Seminary through managing and the endowment of the Foundation of the Seminary and, as and when directed by the Seminary Board of Directors, to act as the trustee of any split interest charitable trusts where the Foundation or the Seminary is a beneficiary.

ARTICLE IV

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Section 1

Composition and Appointment

The Board of Trustees shall be composed of not less than three members appointed by the Board of Directors of the Seminary as the beneficiary organization (hereinafter the "Seminary Board"). The Chair, Vice-Chair and Secretary of the Board of Trustees shall concurrently be members of the Seminary Board. In addition to the appointed members, the Chair of the Board of Directors of the Seminary and the President of the Seminary shall be ex officio, non-voting members of the Board of Trustees.

New Trustees and incumbent Trustees who are eligible and standing for re-election normally shall be elected in the spring, so that Trustees may begin their service on July 1 of the year in which they are elected or re-elected. The term of a Trustee shall be four years, renewable twice, in accordance with Article IX of the Foundation Articles of Incorporation. Appointment or election to fill a vacancy of an unexpired term shall not be counted as a term. A Trustee shall serve until a successor is elected and qualified.

Vacancies on the Board of Trustees shall be filled by the Seminary Board after thorough consultation with the President of the Seminary, the Chair of the Seminary Board and the Chair

of the Board of Trustees concerning required competencies and representation.

A Trustee may be removed from office with or without cause by an affirmative vote of two-thirds of the members of the Seminary Board. If a Trustee is absent from two consecutive meetings without valid excuse, the office may be declared vacant by the Board of Directors.

Section 2 Membership upon Termination of Beneficiary Organization Status

If for any reason the Seminary ceases to be the beneficiary organization of the Foundation, the members of the Board of Trustees who were appointed by the Seminary Board shall cease to be Trustees upon appointment of their successors by the appointing body of the successor beneficiary organization.

ARTICLE V

Responsibilities and Authorities of the Board of Trustees Section 1 Authority

The Board of Trustees of the Foundation shall direct the general management of the Foundation's affairs. In addition to the powers conferred upon the Board of Trustees by these Bylaws and the Articles of Incorporation, the Board of Trustees may exercise all powers of the Foundation and perform all lawful acts which are not prohibited to it by statute, by the Articles of Incorporation or by these Bylaws. These Bylaws, the Bylaws of the Seminary Board and other policy statements of the Board of Trustees or the Seminary Board shall, subject to the Articles of Incorporation, take precedence over all other institutional statements, documents and policies.

The Board of Trustees shall have, but not be limited to, the following responsibilities and authorities:

- (a) In accordance with and as requested by the Seminary Board, periodically review the Purpose, Vision, Mission and Strategic Plan of the Seminary, and in consultation with the Seminary Board and the President, support the Seminary in accomplishing them;
- (b) Participate in the work of the Committees of the Seminary Board via membership of individual Trustees on such Committees in accordance with Article VIII herein.
- (c) Receive and review reports of the President and Seminary leadership and provide input for reports to the ELCA as and when requested by the Seminary Board;
- (d) Participate with the Seminary Board, as and when requested by the Seminary Board, to oversee the education program and other programs of the Seminary, including changes in program, and curriculum; and review and approve policies that assist the Seminary in

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- achieving its purpose;
- (e) Participate with the Seminary Board, as and when requested by the Seminary Board, to oversee the religious life of the Seminary and student life, admissions and financial aid policies and procedures;

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- (f) Recommend financial development, funding, fund-raising and gift-acceptance policies to the Seminary Board;
- (g) Participate with the Seminary Board, as and when requested by the Seminary Board and in accordance with Article VIII herein, to oversee the financial affairs of the Seminary.
- (h) Receive gifts, legacies and devices, either in outright or in trust;
- (i) As approved and directed by the Seminary Board, lead in the conduct of major fund appeals for this Seminary; and
- (j) Participate with the Seminary Board, as and when requested by the Seminary Board, to oversee other programs, policies and procedures to support accountability, transparency and open communication with internal and external constituencies of the Seminary, as well as represent the broader interests of the ELCA, the church at large and the broader public interest in graduate religious education.

ARTICLE VI

Officers Section 1

Election of the Officers of the Foundation

The officers of the Foundation shall be: the Chair, the Executive Director, the Vice Chair, the Secretary and the Treasurer. The Board of Trustees may elect such other officers as it shall determine from time to time.

The officers shall be elected annually in the spring at a meeting of the Board of Trustees of the Foundation, for a term of one year, which term shall begin on the first day of July of the year in which the officers are elected, or immediately for any officer who may be filling a vacancy. Vacancies may be filled at any time by a vote of the trustees.

Section 2

Responsibilities of the Chair of the Board of Trustees

The Chair of the Board of Trustees shall:

- (a) Preside at all meetings of the Board of Trustees and its Executive Committee;
- (b) Serve as spokesperson for the Board of Trustees;
- (c) Consult with the Chair of the Seminary Board, the Governance Committee of the Seminary Board and the President on the appointment of Trustees to the Committees of the Seminary Board as provided in Article VIII herein;
- (d) Serve as a member of the Executive Committee and Governance Committee of the

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- Seminary Board;
- (e) Consult with the Chair of the Seminary Board and the President about such other matters deemed desirable by either the President or the Chair; and
 - (f) Perform such other duties as may be prescribed by the Board of Trustees or the Seminary Board from time to time.

Section 3

Responsibilities of the Vice Chair of the Board of Trustees The Vice Chair of the Board of Trustees shall:

- (a) In the absence or disability of the Chair, perform all duties of the Chair as described in Section 2 above;
- (b) Serve as a member of the Governance Committee of the Seminary Board; and
- (c) Perform such other duties as may from time to time be assigned by the Chair of the Board of Trustees, the Chair of the Seminary Board or the Executive Committee of the Seminary Board.

Section 4

Executive Director of the Board of Trustees and Responsibilities

The Executive Director shall be the Executive Officer of the Foundation. The Executive Director shall be the individual who is then serving as Vice President for Seminary Relations of the Seminary. If there is a vacancy in this office, the Board of Trustees shall be represented in the search process and shall advise the President of the Seminary on the recommendation of a nominee.

The Executive Director shall:

- (a) Direct the general management of the business of the Foundation under the supervision and direction of the Board of Trustees;
- (b) See that all orders and resolution of the Board of Trustees are carried out;
- (c) Execute all contracts or instruments requiring an officer's signature, unless the Board directs otherwise;
- (d) From time to time make such reports to the Board of Trustees as it may request;
- (e) Have the general powers and duties usually vested in the office of a President of a corporation; and
- (f) Have such other powers and perform such other duties as the Board of Trustees may prescribe from time to time.

Section 5

Responsibilities of the Secretary of the Board of Trustees

The Secretary shall perform the following duties:

- (a) Keep accurate minutes of the Board of Trustees and its Executive Committee and assure that they are promptly distributed to the Trustees and Executive Committee appropriately;
- (b) Assure that all meeting notices are duly given in accordance with these Bylaws;
- (c) Assure all records of the Foundation are properly authenticated;
- (d) See that all reports of the Executive Director, and other reports are received and filed for record and other official documents of the Foundation are properly maintained;
- (e) Ensure that the Board of Trustees is acting in accordance with the Articles of Incorporation, these Bylaws, the adopted Policies of the Board of Trustees, as well as the Bylaws and adopted Policies of the Board of Directors as they may apply;
- (f) See that a register of the post office address and other relevant contact information of each Trustee is kept; and
- (g) Perform such other duties as may be assigned by the Board Chair, the Board of Directors or its Executive Committee.

Section 6

Treasurer of the Board of Trustees and Responsibilities

The Treasurer shall be the chief financial officer of the Foundation. The Treasurer shall:

- (a) Serve as the Board's key leader on all financial policy matters;
- (b) Have custody of all funds and securities of the Foundation;
- (c) Disburse the funds of the Foundation as may be ordered from time to time by the Executive Director of the Board of Trustees;
- (d) As necessary and proper, endorse on behalf of the Foundation all checks, drafts, notes and other obligations and evidences of the payment of money payable to the Foundation, and deposit the same, together with all other funds of the Foundation coming into his possession, in such banks as may be selected by the Board of Trustees;
- (e) Keep full and accurate financial records for the Foundation, which shall be open at all times to the inspection of the Board of Trustees and ensure that the Board regularly and in a timely fashion receives appropriate financial statements for the Foundation and the endowments of the Foundation and the Seminary; and
- (f) Perform such other duties as may be assigned by the Board Chair, its Executive Committee or the Executive Director.

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ARTICLE VII

Committees of the Board of Trustees Section 1

Executive Committee

The Executive Committee shall be comprised of the officers of the Board of Trustees, the Executive Director, the President and the Chair of the Board of Directors of the Seminary.

The purpose of the Executive Committee is to serve at the pleasure of the Board of Trustees as its agent in addressing business between the Board's regular meetings. Further, the Executive Committee shall oversee the work of the Trustees who serve as members of Committees of the Seminary Board; oversee the work of the Trustees in fulfilling their obligations as set forth in Article V above; and annually provide input to the President of the Seminary as to the performance of the Executive Director.

The Executive Committee shall have the power to act on behalf of the Board of Trustees between meetings, to the extent permitted by applicable law, but with the following exceptions: Trustee or Board officer selection or termination; recommending campaigns or changes in the goals of a campaign in progress; changes in the purpose or mission of the Foundation; or changes in the Articles of Incorporation, Bylaws or Policies of the Foundation.

The Executive Committee shall nominate individuals as candidates for appointment as Trustees of the Foundation by the Board of Directors of the Seminary.

Meetings of the Executive Committee may be called either by the Chair of the Board of Trustees or the President. The Executive Committee shall meet as often as necessary to conduct its business. All actions of the Executive Committee are subject to review by the Board of Trustees.

Section 2

Governance Committee

Governance of the Board of Trustees shall be managed jointly with the Seminary Board and under the auspices of the Governance Committee of the Seminary Board. For this purpose, the Chair and Vice Chair shall be members of the Governance Committee of the Seminary Board.

Section 3

Other Committees

The Board of Trustees may establish such standing and ad hoc committees as it deems appropriate for the performance of the Board's responsibilities, within limits established by joint governance processes with the Seminary Board, avoiding duplication of purpose and performance

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of duties. The Chair, in consultation with the Chair of the Seminary Board, shall recommend Trustees to be appointed by the Seminary Board as members of the standing and ad hoc Committees of the Seminary Board. Such appointment of Trustees shall occur in the Spring, or upon the establishment of an ad hoc committee, and such Trustees shall serve for one year, or until their successor has been appointed or the committee has fulfilled its charge. Each committee member's term shall begin on July 1 of the year in which they were appointed, or immediately if they are fulfilling a vacancy or being appointed to an ad hoc committee.

Each Committee shall have a written statement of purpose, role, and responsibilities which shall be submitted to the Governance Committee of the Seminary Board for review and approval. Such statements shall be reviewed annually by each committee and changes shall be submitted as described above.

Each committee shall have designated a member of the Seminary Administration, as determined and appointed by the President in consultation with the Board Chair, to assist with the work of the committee. Each committee shall meet as required by the Board, and regularly report on its work and recommendations to the Board. All committees shall maintain written minutes of meetings, and, with the exception of the Executive Committee, shall distribute such minutes to the Directors. A majority of each committee's voting members shall constitute a quorum.

Section 4

Ex Officio Committee Members

The President of the Seminary and Executive Director of the Foundation, or representatives appointed by them, shall be ex officio members, without voting rights, of each committee of the Foundation.

ARTICLE VIII

Meetings of the Board of Trustees Section 1

Regular Meetings

At least one regular meetings of the Board of Trustees shall be held each year at such time and place as may be specified from time to time by the Chair of the Board of Trustees, with the commitment to hold such meeting in conjunction with, and at the same location as, the meetings of the Seminary Board.

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Section 2

Special Meetings

Special meetings of the Board of Trustees may be called by: (a) the Executive Director, (b) the Chair of the Board of Trustees, (c) three (3) or more members of the Board of Trustees or (d) the President of the Seminary. Such meetings shall be held at such time and place as stipulated by the President, the Chair or the Board of Trustees, whoever is convening the meeting, including holding such meetings telephonically or by other generally accepted electronic means that are available to the members of the Board of Trustees and that allow for discussion and voting to properly occur.

Section 3

Notice of Meetings

Written notice of each regular meeting shall be sent to each Trustee at the instruction of the Chair not less than fifteen and not more than thirty days prior to the date of the meeting, excluding the day of the meeting. Written notice of each special meeting of the Board of Trustees shall be sent to each Trustee at the instruction of the Chair not less than two nor more than thirty days before the meeting, excluding the day of the meeting. Written notice may be sent in a generally accepted electronic format to a Trustee's last known e-mail address, cell phone number, or by other electronic medium known to be regularly accessed by the Trustee.

The purpose of both regular and special meetings shall be set forth in the notice and the notice shall be accompanied by an agenda. No business shall be transacted at any special meeting other than the business specified in the notice of that meeting.

Any Trustee may make written waiver of notice before, at or after a meeting. The waiver shall be filed with the person who has been designated to act as secretary of the meeting, who shall enter it upon the records of the meeting. Appearance at a meeting is deemed a waiver unless it is solely for the purpose of asserting the illegality of the meeting.

Section 4

Quorum

A majority of Trustees shall constitute a quorum for the transaction of business at any meeting of a Board of Trustees. Except as otherwise stated in these Bylaws or the Article of Incorporation, a majority vote of those Trustees present, with a proper quorum, shall be sufficient to transact any business.

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Members of the Board of Trustees, or any committee designated by the Board of Trustees or the Seminary Board, may participate in a meeting of the Board of Trustees or such committee by means of conference telephone or similar communications by which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

Section 5

Action without a Formal Meeting

Any action required or permitted to be taken at a meeting of the Board of Trustees or any committee thereof may be taken without a meeting, in accordance with Article X of the Foundation Articles of Incorporation, provided that the action is taken by the number of Trustees that would be required to take the same action at a meeting at which all Trustees were present. Such action must be evidenced by a written document that describes the action taken; containing the signatures of the required number of the Trustees indicating their approval of such action; and such document is included in the minutes or other official records of the Foundation. Action taken in this manner shall be effective when the last necessary Trustee consents, unless the document specifies a prior or subsequent effective date.

Such document may be an electronic document in a generally accepted format, describing the proposed action, sent to the Trustee's last known e-mail address, cell phone number, or by other electronic medium known to be regularly accessed by the Trustee, clearly stating a deadline for response. A Trustee may approve or disapprove by responding to such written or electronic document with a clear statement of approval or disapproval. Failure to so respond by the stated deadline shall be deemed an abstention.

ARTICLE IX

Financial Matters Section 1

The Fiscal Year

The fiscal year of the Foundation shall be the same as the fiscal year of the Seminary.

Section 2

Signatures

All financial transactions undertaken for the Foundation or the endowments of the Foundation or the Seminary shall be signed (either by hand or with facsimiles) by both the Executive Director and the Vice President for Finance of the Seminary. Two other persons shall be designated by the

Board of Trustees to sign checks in the case of the death, resignation or the inability to function of either the Executive Director or the Vice President for Finance to function.

ARTICLE X

Amendments

These Bylaws shall be reviewed periodically by the Executive Director who shall recommend any necessary changes to the Governance Committee of the Board of Directors, and if approved then notice of proposed changes shall be sent to each Trustee, together with a copy of the proposed changes, within the same time and in the same manner as notice of meetings are required to be given, in accordance with Article VIII above. Upon approval by two-thirds of the Trustees present and voting at any meeting, these Amendments shall be recommended to the Seminary Board for approval. Amendments shall become effective upon approval by the Seminary Board.

ARTICLE XI

Indemnification

To the full extent permitted by any applicable law, the Foundation shall indemnify each person (and the heirs and personal representatives of such person) who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever brought, whether, civil, criminal, administrative or investigative, including an action by or in the right of the corporation, by reason of the fact that such person exercised acts of judgment, discretion or omission in connection with his or her duties as

- (a) a trustee, officer, employee or member of a committee of the Foundation or of the Seminary Board of Directors; or
- (b) while a director, officer or employee of the Foundation, was serving as a director, officer, partner, trustee or agent of another organization or employee benefit plan at the request of the Foundation or the Seminary or pursuant to his or her duties as a director, officer, employee or agent of the Foundation;

against damages, expenses, including attorneys' fees, judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan) and amounts paid in settlement or pursuant to arbitration actually and reasonably incurred by such person in connection with such action, suit or proceeding.

Indemnification provided by this section shall continue as to a person who has ceased to be a

Proposed Amendments to the Bylaws of
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Reviewed October 31, 2016

trustee, officer, employee or committee member, shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section.

Indemnification provided by this section shall not apply if the act or omission of the potentially indemnified person constituted willful or wanton conduct. "Willful or wanton conduct" shall mean a course of action which shows an actual or deliberate intention to cause harm, or which, if not intentional, shows an utter indifference or conscious disregard for the safety of others or their property.

The Foundation shall, to the full extent permitted by applicable law from time to time in effect, purchase and maintain appropriate insurance coverage for the liability protection and indemnification purposes set forth in this Article.

ARTICLE XII

Conflict of Interest

All Trustees shall comply with Minnesota law concerning duties and a requirement relating to a trustee's standard of care to the Foundation and the manner in which any conflict of interest must be addressed. Any conflict of interest shall be disclosed at the earliest possible time following when the Trustee becomes aware of such conflict or upon request by the Seminary.

STATE OF MINNESOTA
COUNTY OF HENNEPIN

DISTRICT COURT
FOURTH JUDICIAL DISTRICT
PROBATE/MENTAL HEALTH DIVISION

Court File No. _____

Estate of
Gary J. Mazzone,
Decedent

**NOMINATION BY EVANGELICAL
LUTHERAN CHURCH IN AMERICA
OF PERSONAL REPRESENTATIVE AND
RENUNCIATION OF PRIORITY OF APPOINTMENT**

We, Rev. Elizabeth A. Eaton and William Horne II, state:

1. The address of the Evangelical Lutheran Church in America ("ELCA") is 8765 W. Higgins Road, Chicago, IL 60631. Each of us can be reached by using this address, and we consent to receiving service of any legal notice in this matter at this address, whether on behalf of each of us individually or on behalf of the ELCA.
2. Reverend Elizabeth A. Eaton serves as the Presiding Bishop—also considered President—of the ELCA.
3. William Horne II serves as Vice President of the ELCA, which also includes serving as Chair of the ELCA Church Council.
4. The ELCA has no President of the Church Council. The ELCA has a President of the ELCA itself, who is Rev. Elizabeth A. Eaton, and the ELCA has a Chair of its Church Council, who is William Horne II (who is also Vice President of the ELCA).
5. Our nominations and renunciations in this document are made: (a) on behalf of each of us individually, to the extent appropriate; and (b) on behalf of the ELCA and the ELCA's Church Council. We represent and warrant that we have the necessary authority to act on behalf of the ELCA and its Church Council in this matter.
6. One or both of us potentially have priority for appointment as the personal representative of this Estate and/or a right to nominate the personal representative(s) of this Estate because Decedent, in his Will dated March 26, 2010, nominated "the then acting President of the Church Council of the Evangelical Lutheran Church in America" as an alternative personal representative (to serve if the Pastor of Calvary Lutheran Church, Minneapolis, Minnesota, fails to qualify or ceases to serve).

7. We nominate Nancy Lee Nelson, who is a Board member of Devisee Crossroads Community Foundation, to be a personal representative of Decedent's Estate, with no bond, in an unsupervised administration. Ms. Nelson resides at 1826 Goodrich Ave., St. Paul, MN 55105.
8. Subject to the Nominee's acceptance and qualification, the ELCA, the ELCA Church Council, and each of us individually renounce priority for appointment, if any, as personal representative. Each of us reserves that priority, if any, if the Nominee fails to qualify or ceases to act as personal representative.

Under penalties of perjury, we declare or affirm that we have read this document and we know or believe its representations are true and complete.

Dated: _____
Rev. Elizabeth A. Eaton

Dated: _____
William Horne II

This instrument was drafted by:
Michael J. Weber (License No. 0243267)
Attorney for Applicant Nancy Lee Nelson
Weber & Nelson Law Office, PLLC
150 Third Avenue South, Suite 100
Minneapolis, MN 55401
Office (612) 296-8080
Fax (612) 928-2828

Court File No. _____
Nomination by Evangelical Lutheran Church in America of
Personal Representative and Renunciation of Priority of Appointment

Ms. Nancy L. Nelson

Partner

Weber and Nelson Law Office

Parish nurse, St. Anthony Park Lutheran Church in St. Paul, MN



Areas of practice:

Health Law

Contract Review and Drafting

Professional License Defense

Medical Board, Nursing Board, and Other Boards

Wills and Probate

Business Law, including Mergers and Acquisitions

Education:

William Mitchell College of Law

University of Minnesota

St. Olaf College

Licenses:

Minnesota (Law & Registered Nurse)

Experience and background:

Nancy joined Weber & Nelson Law Office in 2010, as a partner. Nancy's areas of practice include health law, contracts, health license defense, wills and probate, and business law.

Nancy began her legal career with a moderate-size law firm, where most of what she did was health law and some medical malpractice defense of health professionals. She then joined the law department of United Health Group, one of the largest healthcare corporations in the United States.

Nancy graduated from William Mitchell College of Law with honors. She also has a Bachelor of Arts in nursing from St. Olaf College in Northfield, MN, and Master's in Public Health from the University of Minnesota. Nancy has experience as a nurse practitioner and a registered nurse.

Nancy is currently licensed in Minnesota, not only as an attorney, but also as a registered nurse.

PLANNING & EVALUATION COMMITTEE

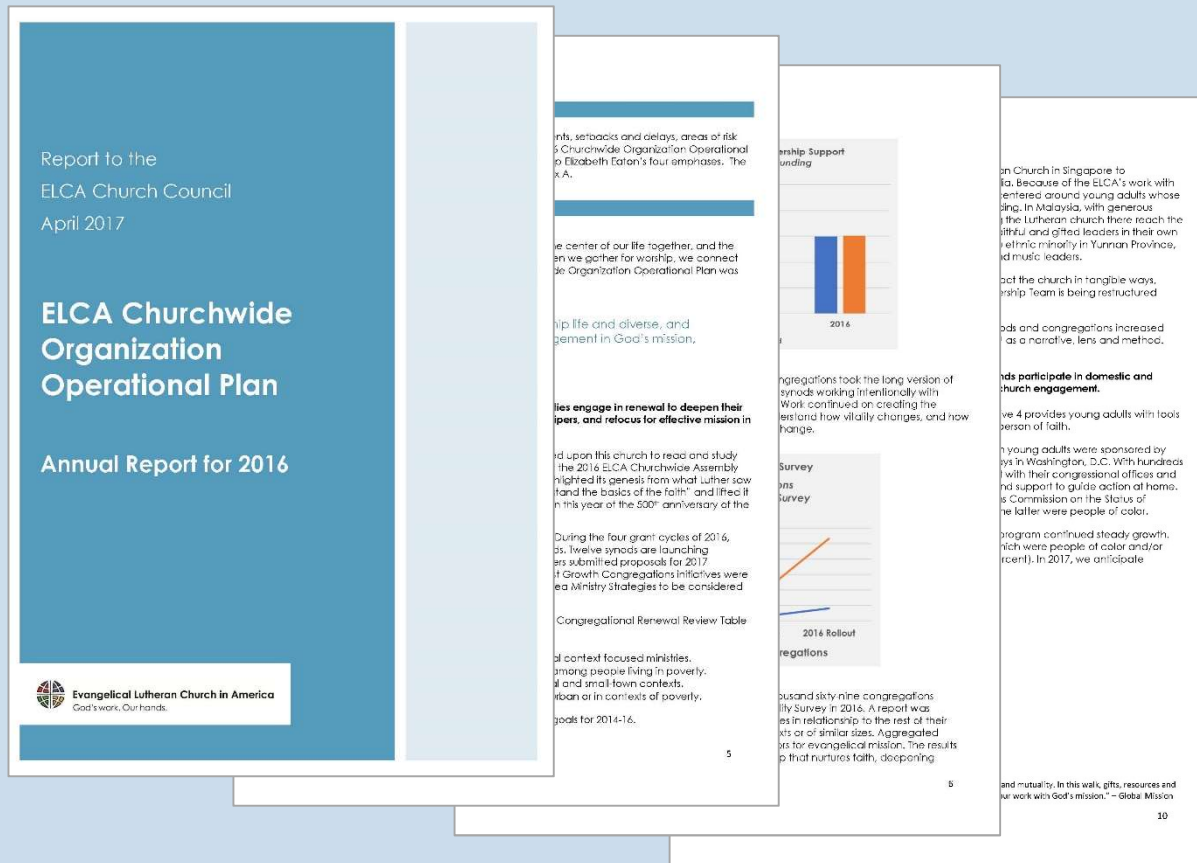
ELCA Church Council

March 30, 2017



Evangelical Lutheran Church in America
God's work. Our hands.

2016 Operational Plan Annual Report



Report to the
ELCA Church Council
April 2017

ELCA Churchwide Organization Operational Plan

Annual Report for 2016



...info, setbacks and delays, areas at risk
...Churchwide Organization Operational
...Elizabeth Eaton's four ambassadors. The
...A.A.

...ve center of our life together, and the
...en we gather for worship, we connect
...the Organization Operational Plan was

...hip life and diverse, and
...gement in God's mission,

...lies engage in renewal to deepen their
...pers, and refocus for effective mission in

...nd upon this church to read and study
...the 2016 ELCA Churchwide Assembly
...highlighted its genesis from what Luther saw
...land the basics of the faith" and lifted it
...in this year of the 500th anniversary of the

During the four grant cycles of 2016,
...35. Twelve synods are launching
...ers submitted proposals for 2017.
...11 Growth Congregational Initiatives were
...via Ministry Strategies to be considered

Congregational Renewal Review Table

...al context focused ministries,
...among people living in poverty;
...d and small town contexts,
...urban or in contexts of poverty.

...goals for 2014-16.

5

Partnership Support
Funding

2016

2016

...ngregations took the long version of
...synods working intentionally with
...Work continued on creating the
...rest and how vitality changes, and how
...change.

Survey
2016
Survey

2016 Rollout

regations

...bus and sixty nine congregations
...lly Survey in 2016. A report was
...es in relationship to the rest of their
...its or of similar sizes. Aggregated
...rs for evangelical mission. The results
...p that nurtures faith, deepening

6

...an Church in Singapore to
...lia. Because of the ELCA's work with
...entered around young adults whose
...ling, in Malaysia, with generous
...the Lutheran church there reach the
...gifted and gifted leaders in their own
...ethnic minority in Yunnan Province,
...ad music leaders.

...act the church in tangible ways,
...rship Team is being restructured

...ads and congregations increased
...as a narrative, lens and method.

...ads participate in domestic and
...church engagement.

...ve 4 provides young adults with tools
...person of faith.

...n young adults were sponsored by
...ps in Washington, D.C. With hundreds
...with their congregational offices and
...nd support to guide action of home,
...s Commission on the Status of
...re latter were people of color.

...rogram continued steady growth,
...rich were people of color and/or
...cent). In 2017, we anticipate

...and "mutual". In this work, gifts, resources and
...our work with God's mission." — Global Mission

10



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2016 Operational Plan Annual Report

- Domestic Mission
- Mission Advancement
- Human Resources



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2016 Operational Plan Annual Report

- “Very comprehensive”
- “Stated significant achievements”
- “We should determine a way to publish this for congregants to read”
- “It’s amazing what the ELCA has accomplished”
- Committee is proud of the church being so engaged



2016 Operational Plan Annual Report

CC ACTION

Recommended:

To receive the ELCA Churchwide
Organization Operational Plan Report for
2016; and

To thank the staff of the churchwide
organization for their ongoing work.



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Motion B

HH. Strategy toward authentic diversity within the ELCA (Motion B)

Churchwide Assembly action [CA16.05.25]

To refer Motion B to the Church Council.

Motion B: Resolution for a Strategy Toward Authentic Diversity within the ELCA

RESOLVED, the Churchwide Assembly direct the ELCA Church Council to form a task force for the purpose of developing a comprehensive set of strategies to equip congregations and synods to work towards becoming a more authentically diverse church. The work of the task force shall include but is not limited to:

- consulting with Women of the ELCA, the ethnic specific ministry associations, the multicultural and racial justice team, the Conference of Bishops and ecumenical partners
- collecting existing resources such as those available from Women of the ELCA and the ethnic specific ministry associations and beyond the ELCA
- identifying needs for additional resources
- supporting synods in identifying their specific opportunities for growth
- assessing the effectiveness of diversity strategies across the three expressions church in order to identify strategies that have yielded authentic diversity; and be it further

RESOLVED, that the task force be composed of one person from each of the nine regions and one bishop who will serve as co-chair. The composition of the task force shall conform with the representational principles in section 5.01 f. of the ELCA constitution except that persons of color and/or persons whose primary language is other than English shall comprise 100 percent of the task force, and the task force shall be ethnically diverse. The members of the task force shall be appointed by the Church Council in consultation with the ELCA director of ethnic specific and multicultural ministries; and be it further

RESOLVED, that the Church Council designate funds to support the work of the task force as soon as funds become available, no later than April 2017. The work of the task force shall begin no later than August 2017 and conclude at the 2019 Churchwide Assembly; and be it further

RESOLVED, that the task force submit a report and recommendations to the 2019 Churchwide Assembly that includes:

1. a summary of the information gathered by the task force and
2. a proposal of recommendations for metrics and supports to provide mutual accountability for our commitment to diversity across the three expressions of the church and a proposal for funding these efforts.

Response from the Domestic Mission unit (November 2016)

Work toward becoming a more authentically diverse church is currently being carried out through the Ethnic Specific Ministry Associations and the Ethnic Specific, Multicultural Ministries and Racial Justice team. In addition, Presiding Bishop Elizabeth A. Eaton was asked [CC15.11.55] by the Church Council at its November 2015 meeting "to include the current efforts in a broader, comprehensive strategy toward becoming a racially and ethnically diverse church committed to dismantling racism." It is worth noting that the Called Forward Together in Christ process identified a goal that this church becomes "an inviting, inclusive church that reflects the diversity of our communities and embraces the gifts and opportunities that diversity brings." While the Domestic Mission unit has continued the work, it requests more time for consultations and further reflection before advising the council on a proposed task force and the scope of work prescribed. A full report will be prepared for the April 2017 Church Council meeting.

VOTED:

EN BLOC

CC16.11.46hh To receive the response from the Domestic Mission unit and to anticipate a report by the April 2017 Church Council meeting.



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Recommendation – Motion B

To authorize the Domestic Mission Unit and representatives of the ethnic specific ministry associations, in consultation with Conference of Bishops, Women of the ELCA, and ecumenical partners to provide recommendations of names of persons to be appointed to the task force for implementation of resolution CA.16.05.25.

That the Task force be convened by the DM unit comprised of both association and non-association participants with attention to regional representation, lay/clergy and gender balance.

To receive a progress report and further recommendations including analysis of scope of work called for by Motion B, names of recommended members to the task force, projection of funds to support implementation, at the November 2017 Church Council meeting.



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Election of Chair

Reid Christopherson



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NO, I'M NOT TALKING ABOUT TWITTER.
I LITERALLY WANT YOU TO FOLLOW ME.

--JESUS



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ELCA Churchwide Organization Financial Overview

Church Council March 31, 2017

results through January 31, 2017
(preliminary and unaudited)



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Financial Highlights

Revenue/Expense

- Current fund revenue: *ahead of budget by 4%*
- ▼ Current fund expenses: *spending at 99.7% of budget, 2016 underspending provides operational support for 2017*
- ▼ Mission support: *reached \$45M goal; budgeted decreased in mission support revenue for 2017*
- ELCA World Hunger: *direct giving \$1M ahead of budget, and total income level with prior year*

● Green = on target ▼ Yellow = monitor ◆ Red = requires action



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Current Fund Results



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2016 Current Fund Summary

(In Thousands)

	Actuals	Variances From:	
		Budget	Prior Year
Revenue			
Mission Support	\$45,173	\$173	(\$1,969)
Other	20,120	2,361	1,091
Total Revenue	\$65,293	\$2,534	(\$878)
Des/Res Funds Released	\$3,708	(\$47)	\$146
Expenses	\$66,332	\$182	\$2,641
Net Operating	\$2,669	\$2,669	\$1,909
Less: Church Council Trs frs	\$1,039	(\$1,039)	(\$659)
Net	\$1,630	\$1,630	\$1,250



2016 Current Fund Revenue Sources

SOURCE	ACTUALS	BUDGET	PRIOR YR
Mission Support	\$45,173,180	\$173,180	(\$1,968,819)
Global Church Sponsorship	\$3,239,890	(\$310,110)	\$7,080
Bequests and Trusts	\$3,402,191	\$227,191	(\$779,101)
Investment Income	\$2,386,303	\$1,482,513	\$1,575,026
Endowment	\$3,490,194	\$338,194	\$132,415
Mission Investment Fund	\$1,500,000	\$0	\$0
Vision for Mission	\$621,074	(\$178,926)	(\$245,498)
Other	\$5,480,091	\$801,541	\$401,160



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ELCA World Hunger and Lutheran Disaster Response



Evangelical Lutheran Church in America
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2016 ELCA World Hunger Summary

(In Thousands)

	Actuals	Variances From:	
		Budget	Prior Year
Beginning Balance	\$4,749		
Revenue			
Direct Giving	\$18,993	(\$2,007)	\$1,066
Endowment & Donor Req. Pmts.	583	58	(28)
Bequests, Miscellaneous	2,346	(129)	(1,060)
Total Revenue	\$21,922	(\$2,078)	(\$22)
Expenses	\$21,406	\$594	(\$1,299)
Net Revenue	\$516	(\$1,484)	(\$1,322)
Ending Balance	\$5,265		



Lutheran Disaster Response 2016

Income - \$6.5 Million

- Undesignated Funds \$ 3.4M
- U.S. Floods \$ 1.2M
- Hurricane Matthew Relief \$ 0.8M
- Middle East-Europe Refugee Crisis \$ 0.2M

Expenses - \$5.3 Million

- Nepal Region Earthquake Relief \$ 1.0M
- U.S. Severe Spring Storms \$ 0.3M
- Hurricane Sandy \$ 0.3M
- U.S. Floods \$ 0.2M
- Unaccompanied & Migrant Children \$ 0.2M
- W. Africa Ebola Outbreak Response \$ 0.2M
- Middle East-Europe Refugee Crisis \$ 0.2M
- Hurricane Matthew Relief \$ 0.2M





Always Being Made New: The Campaign for the ELCA



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Campaign for the ELCA Financial Summary 2016 (In Thousands)

	Revenue	Revenue & Commitments	Campaign Goal	Percent of Goal
Where Needed Most	\$3,485	\$4,989	N/A	N/A
Congregations	2,151	2,277	16,000	14.2%
Leadership	9,828	12,259	19,000	64.5%
Global Church	12,468	14,049	33,000	42.6%
Hunger and Poverty	78,635	79,790	130,000	61.4%
TOTAL	\$106,567	\$113,364	\$198,000	57.3%



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Thank you!



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Principles Regarding the Proposed Reunion of Trinity Lutheran Seminary and Capital University

The ELCA strongly affirms the reunion of Trinity Lutheran Seminary with Capital University. This reunion, founded upon a shared mission and values, is expected to open innovation and collaboration that will ensure that Lutheran theological education thrives well into the future. The ELCA looks to this reunion for models that can inspire other schools of theology and faith-guided higher education institutions to breathe new life into educating and forming new generations of faith-informed leaders for the emerging world.

The final decision to reunite, and the definition of the appropriate legal path for reunion, rests entirely with the boards of Capital University and Trinity Lutheran Seminary.

The ELCA remains committed to supporting its seminaries, whether independent or embedded in a university, and a reunion with Capital University will have no impact on Trinity Lutheran Seminary continuing to receive church support.

Given this support from the ELCA, the Boards of Trinity Lutheran Seminary and Capital University share these principles as foundational in a reunion of the two institutions:

- 1. Governance:** The Capital University Board of Trustees will be the sole fiduciary governing board with respect to the seminary following the effective date of the legal reunion.
- 2. Seminary Advisory Board:** The seminary will have a distinct, non-fiduciary advisory board, which will provide the Capital University Board of Trustees with non-binding advice and recommendations. In addition, the Capital University Board commits to consult the seminary advisory board regarding significant decisions affecting the seminary.
- 3. Representation:** The Chair of the Seminary Advisory Board will serve as a voting member of the Capital University Board of Trustees.
- 4. Protection of Mission:** The seminary will remain a seminary of the ELCA. Capital University will commit to operate the seminary in compliance with ELCA Bylaws, requirements related to governance, candidacy, confession, organizational principles and such other material compliance requirements as ELCA may stipulate from time to time.
- 5. Educational Programs:** In order to remain a seminary of the ELCA, the seminary faculty will offer the educational programs recognized by the ELCA for the preparation of persons for ordained or other rostered ministries.

- 6. Program Adaption & Innovation:** The university will support the seminary as a place for future program adaption and innovation as part of the broader Capital University community. New educational programs, including interdisciplinary programs, guided by the shared institutional mission, are encouraged.
- 7. Authority over Educational Programs:** The seminary faculty shall exercise authority over its theological educational programs through the existing governance structures of Capital University, in accordance with applicable accrediting bodies.
- 8. Accreditation:** The Association of Theological Schools (or its successor body) will remain the primary accrediting body for the seminary, and, correspondingly, Capital University commits to having the seminary remain accredited. The Seminary will also be required to be part of Capital University's Higher Learning Commission (or its successor body) accreditation.
- 9. Ceasing the Seminary and/or the ministerial education programs within the Seminary:** In the event of a fiduciary decision by the Capital University Board of Trustees to cease operations of the seminary and/or its educational programs recognized by the ELCA for the preparation for ordained or other rostered ministries, the seminary assets at the time operations cease will go toward the purposes of theological education, subject to the approval of the ELCA.
- 10. Faculty Transition.** Tenured members of the Trinity Lutheran Seminary faculty, who are offered and accept employment at Capital University, will become members of the Capital University faculty, retaining rank and tenure as applicable.
- 11. Faculty Load:** Faculty load for the seminary, including courses as well as service to the church, shall be determined in a manner consistent with, and equitable with, other Capital University graduate departments and divisions.
- 12. Staff Transition:** Trinity staff who are offered and accept employment at Capital University, will be employed in a manner consistent with the employee handbooks and policies of Capital University.
- 13. Faculty and Staff Compensation:** Salary and benefits for seminary faculty and staff shall be determined in a manner consistent with, and equitable with, other Capital University departments and divisions, recognizing that salaries may vary across disciplines.
- 14. Shared Services for Non-Academic Operations:** Administrative functions will come under the direct supervision of Capital University, recognizing the need for specialized expertise in seminary administration, particularly for enrollment and advancement functions.

- 15. Capital Assets:** All capital assets of the Seminary will be governed by Capital University. While it is expected that the Seminary will continue to be housed on the Bexley campus, physical assets may also house other University programs and functions, as determined by the University master plan in terms of highest and best use in supporting the mission. Seminary housing and rental residential units will be an auxiliary function of the University.
- 16. Future Disposition of Seminary Real Estate:** The Capital University Board of Trustees as the sole fiduciary governing board will make decisions with respect to the disposition of real estate of the seminary, after consultation with the Seminary Advisory Board.
- 17. Future Disposition of Endowment Assets:** The seminary endowment at the effective date of the reunion, and other financial assets of the seminary will remain dedicated to the seminary.
- 18. Distinct Name:** The seminary will be known as “Trinity Lutheran Seminary” recognizing that additional description may be added.
- 19. Seminary Leader:** The seminary will have a chief administrative officer by the title of “Dean of the Seminary” to oversee the life and program of the seminary, who is on the roster of Ministers of Word and Sacrament of the ELCA, and who is elected or appointed by the university in consultation with the Seminary Advisory Board.
- 20. Seminary Leader’s Accountability.** The Dean of the Seminary will report to the Capital University Provost.
- 21. Financial Expectations.** The seminary will be a defined responsibility center and will be expected to be self-sustaining, operating with a positive net ratio of revenues and expenses.
- 22. Worshipping Community:** The seminary will continue to be a worshipping community with leadership of a university pastor.
- 23. Community Life:** As part of formation for ministry, the seminary will define mission-directed community life, and will participate within student life of the university graduate schools.
- 24. Geographic Scope.** Capital University remains committed to a seminary that has a vision to serve the whole ELCA with particular attention to the unique needs, challenges and opportunities for communities local and global.

Report of the Theological Education Advisory Committee

At its spring 2016 meeting, the Church Council approved the recommendations of the Theological Education Advisory Council (TEAC) and referred them, along with their implementing strategies, to the new Advisory Committee and the Office of the Presiding Bishop for analysis and implementation.

The last implementing strategy for TEAC's final recommendation was to bring to the Church Council "a proposed revision of the ELCA funding formula for seminaries . . . designating a portion (10-15 percent) of the total grant to be directed to promote and facilitate measures undertaken by the seminaries to move toward a common theological education enterprise that enables operational efficiencies and innovation." The Advisory Committee is concerned about producing financial instability for our seminaries by shifting such a significant portion of the total grant, especially without a more detailed plan of action, and so it recommends a more modest, focused approach that hopefully will also produce needed impact in a crucial area.

Indeed, several current factors support a revision to the last implementing strategy, including (a) the ELCA's identified need to raise up more leaders, especially persons of color, (b) the Conference of Bishops' commitment to work with our seminaries and other partners to address this challenge, and (c) the seminaries' recent receipt of a renewable grant from inFaith, which they have dedicated to a shared project for improved recruitment. In this context, the Advisory Committee recommends that 5 percent of the churchwide support for seminaries in FY2018 be reserved for a focused, collaborative project among all the seminaries that expands the number of persons of color preparing for rostered ministry in this church. The committee believes this is the best way both to foster the rapid development of a common theological enterprise and to serve the ELCA's mission priorities.

Report of the Conference of Bishops

Jesus said, "The harvest is plentiful, but the laborers are few; therefore ask the Lord of the harvest to send out laborers into his harvest."

Luke 10:2

I recently ran across an interesting letter in the file of a deceased retired pastor as I prepared for his funeral. In 1983, this pastor inquired about returning to ministry in the Indiana-Kentucky Synod, having moved from this synod to another a few years before. In 1983, the Indiana-Kentucky Synod, LCA, consisted of about 250 congregations, plus campus ministries, social ministries, camps, and other mission centers. In reply to the inquiring pastor, then Bishop Ralph Kempinski reported that there were only seven congregations in the synod in need of a pastor and six of them were interviewing. Seven congregations out of 250 without a called pastor = .3%.

Today, the Indiana-Kentucky Synod has 185 congregations, plus other mission centers. At this moment, fifty of those congregations are in some part of the process of praying for and waiting to welcome a pastor. Another thirty are on our "long term" list. These are congregations that, for one reason or another (or, more likely, a combination of reasons) and unless some things change significantly, will not be able to call a pastor for a very long time, if ever. Eighty congregations out of 185 without a called pastor = 43%.

Things have changed in thirty-four years. These numbers are just one indicator, a significant one for sure, of the profound challenges we face today. Of course, the changes that give rise to the challenges are complicated and involve more than the number of pastors per congregation. They also affect every aspect of our life together as church and the ways in which we engage God's mission in the world.

In addition, these cultural and ecclesial changes are experienced differently in different places. There are synods today, for example, where a high percentage of the congregations are being served by a called pastor. I am sure that there are also synods with more than 43% of their congregations without called pastors. Each synod both engages the common struggles, challenges, and opportunities that are shared across this church, and faces its own unique manifestations of these challenges that require contextually specific responses. One of the challenges for us as leadership teams for the ELCA (CoB, Church Council, and Churchwide Staff) is to address these sorts of concerns together in ways that hold the universal in creative tension with the local.

Another challenge is to remember that in all aspects of our common concerns, including the so-called "clergy shortage," (a term that must confess I am not fond of at all), we live and work in a land shimmering with promise: the harvest is plentiful; that's why we need more laborers. God is about to do new things with and among us; even now they spring forth, and we need leaders to help us see and get on board with the new things God is doing.

At any rate, a number of key foci and actions shaped our work together during the spring 2017 meeting of the Conference of Bishops as we gathered under the theme, "The Harvest is Plentiful." These actions will continue to provide focus and priority as we engage with other leadership groups to discern where God is leading this church in all its expressions:

We are committed to seeking deeper, more transparent, energetic, and fruitful collaboration between the CoB and churchwide staff and with the Church Council. In fact, during a pre-CoB meeting of the CoB Executive Committee with Bishop Eaton, Secretary Boerger and the Admin Team, I made some notes for myself about the different levels or aspects of collaboration that I heard us talking about and which we might want to give attention to as we work together. Each of these is distinct from the others, but they also overlap with each other and build in depth, challenge, and possibility from one to the other:

Communication >> Consultation >> Collaboration >> Mutual Decision-Making >> Shared Ownership and Action

We spent significant time with a number of our ELCA seminary presidents/leaders, in part discussing and responding to a proposal from them that the CoB “acknowledge that addressing this crisis [the so-called clergy shortage] be identified as the primary focus of our church in support of the proclamation of Jesus Christ in the coming years.” Bringing this request together with Motion F from the Churchwide Assembly, Called Forward Together in Christ, and other concerns that have arisen among us as a Conference or have been requested of us by others, we passed three resolutions intended to begin organizing ourselves to address these and other concerns. We also gave a fourth task to a couple of our committees. Summaries of these four actions are provided here and copies of the resolutions are attached to this report.

Call to Prayer: We invite the whole church in each gathering for worship to include prayers asking the Lord of the harvest to send laborers into the harvest (as directed by Jesus in Luke 10). A short introduction to this call to prayer that includes the resolution and a few sample prayers was shared with the CoB list-serv in mid-March and will be shared with the Church Council when we gather in April.

Commitment to Intentional Work with Seminary Leaders and Others: We will use the current CoB committee structure and create working groups as needed to address the many issues and concerns that intertwine with the so-called shortage of rostered ministers, especially as they impact local congregations and other mission centers. This work will also include topics introduced by CWA Motion F, “Resolution on Call Process.”

Commitment to Re-Orient Bishops’ Visits to Seminary Campuses: Each fall cadres of synod bishops visit seminary campuses to meet with senior students and others in anticipation of the fall and winter Assignment Consultations. The new day we find ourselves in suggests that the form and content of these visits need to be re-oriented.

Examination of the Three-Year Congregational Service Requirement for Ministers of Word and Sacrament: The CoB’s Roster Committee, in consort with the Theological and Ethical Concerns Committee, will initiate exploration of this long-standing requirement for first-call pastors, including the various issues and concerns related to it, with an eye toward recommendations for what to do with or about it, if anything.

Twenty-five years ago, the Old Testament scholar Walter Brueggemann wrote a book about evangelism. In the very first paragraph of the book’s introduction he draws our attention to the main thing, the ground beneath all the other things that clamor for our attention now a quarter-century later, like numbers of rostered ministers, congregations, and dollars:

*Evangelism is currently a passionate preoccupation of the U.S. church. This accent on evangelism is no doubt a reflection of the deep crisis facing the church. On the surface, there is a "drive for survival" as mainline churches notice diminished membership, diminished dollars, and eroding influence and importance. Below that surface agenda, there is the growing awareness among us of the resistance of our culture to the primary claims of the gospel... **Finally the ground of evangelism is found in the gospel itself, and not in any church condition or societal need.** [Biblical Perspectives on Evangelism: Living in a Three-Storied Universe (p. 7). Abingdon Press, 1993. Emphasis added.]*

With gratitude for the partnership we share in the gospel,

Bishop Bill Gafkjen

A resolution calling the church to prayer:

As the Conference of Bishops, we call our worshiping communities to pray for raising up leaders for this church. We ask that the petitions of every worship service include a plea that new lay leaders, deacons and pastors be identified, invited, encouraged and supported in responding to God's call to ministry.

- submitted by Bp Brian Maas, et al
March 6, 2017

In Called Forward Together in Christ: Strategic Directions 2025 we state.

Our most important ministries

In today's competitive society that creates unrealistic expectations of finding worth through human accomplishments, the most important ministries of this church in the years ahead are:

Worship, word and sacraments – Rooted in evangelical proclamation and sacramental celebration, we are a church gathered around worship experiences that are meaningful, authentic and responsive to community contexts.

Faith formation and discipleship – Honoring our rich traditions, we are a church grounded in the Lutheran confessions inspiring biblical and theological literacy, gospel fluency and daily vocation and ministry through shared experience and life-long learning.

Leadership development – We are a church strongly committed to formation, education and continuing development and care of lay leaders and rostered ministers.

Children, youth and young adults – We are a church dedicated to ministries that engage and affirm children, youth and young adults as an integral part of this church, now and for the future.

Ministries addressing human suffering and injustice – In communities and around the world we are an informed church, actively utilizing our many gifts in witness and service in response to human need in our communities, countries and the world.

“Christians live not in themselves, but in Christ and in their neighbor. Otherwise they are not Christians. They live in Christ through faith, in their neighbor through love.” – Martin Luther, “The Freedom of a Christian” (Luther’s Works, vol. 31, p. 371).

We commit to a number of goals, one of which is...

Goal one: A thriving church spreading the gospel and deepening faith for all people

Priority areas for action

- ❖ **Church identity** – Develop a deep and shared understanding of who we are as a Lutheran church and equip leaders and all the baptized to communicate our theology and beliefs in accessible and compelling ways. Acts 1:8, 1 Peter 2:9-10, Matthew 28:16-20, Romans 1:16
- ❖ **Renew and strengthen evangelism** – Through all expressions of this church, and in accompaniment with global companions, foster new approaches to evangelism that are compatible with being Lutheran and generationally, technologically, and contextually relevant and effective.
- ❖ **Church leaders** – Adopt a strategic and coordinated approach to formation, education and continuing development of lay leaders and rostered ministers, with emphasis on theological fluency and equipping leaders for evangelism and vocations in a wide range of contexts and ministries.
- ❖ **Renewal and formation of congregations and worship communities** – Support and empower congregations and communities of worship through mission planning and development, encouraging a culture of deepening faith, hope and openness to change.
- ❖ **Ecumenical dialogues and relationships** – Maintain our commitment to being a church deeply engaged in ecumenical dialogue, relationships and partnerships for the sake of Christian unity.

To engage in this work the Conference of Bishops will need to make time for sustained engagement with our seminaries...

- For the next two years as part of our work in living deeper into our strategic directions we will intentionally plan and structure time with the seminary presidents to talk about the formation of “Church leaders” in our life together.
 - Seminary presidents will be invited to be with us for our spring and fall meeting for formal and informal conversations to more effectively serve together to “support the proclamation of Jesus Christ in the coming years.”
 - We will focus on ways we can work together to invite people into the vocation of church leadership and better equip people called to serve in our mission fields today and in the future.
 - We will develop ways to recruit and create a “culture of call” in our church body and in its synods. This includes making visible to the whole Conference of Bishops data on how we are doing at each of our seminaries. Learning more about people attending other seminaries as part of their formation outside our denominational seminaries would also be helpful.
 - We will explore global models of catechists and evangelists as possible ways to supplement the work of rostered ministers as a way to better serve this church’s mission. This also connects to the formation work of our Synodically Authorized Ministers and sorting out whether seminaries might be a part of that formation work if helpful.
 - We will find ways to share encouraging stories highlighting ‘bright spots’ and ‘best practices’ in this shared work by synods and seminaries.
 - We will bring all the Conference of Bishops into the financial challenges of our seminary system by sharing together our investments more openly and also sharing the information found in the comparative audit of our seminaries. To lead well, the Conference needs to better understand how financial energy is flowing in our systems.
 - 8.21.07. The seminaries shall receive churchwide and synodical financial support. The amount of such support shall be determined through a consultation process involving seminaries, synods, and the appropriate churchwide unit. To implement financial support by this church, synods shall be assigned to specific seminaries in such manner as to attain equitable distribution of synods. Normally, all synods in a given region will be assigned to one seminary. Churchwide funds shall be distributed according to a formula developed by the appropriate churchwide unit and approved by the Church Council. Seminaries shall provide for their remaining financial requirements through tuition, fees, endowment income, and fundraising programs. Fundraising in the congregations of supporting synods, however, shall be conducted only upon approval of the synods.
 - We affirm the bishop’s seminary visits as an integral and intentional part of holistic relationship building. If our focus has been primarily on interactions with students, we imagine more intentional interactions with faculty in our role as theologians and teachers. Intentional conversations with administration also would deepen the value of these visits and our awareness of opportunities and challenges in the life of our seminaries.
- We will ask our existing committee system when possible to engage some of this work and create task groups as needed by the Exec. Committee of the COB.

Resolution to Reorient the Visits of Bishops to Seminaries

Seminaries of the church and synods (or districts, mission fields or denominations before them) represent one of the highest forms of churchly mutuality and supportive interdependence among Lutheran institutions and structures in the North American context. Both are deeply engaged in the work of building up the Body of Christ and guaranteeing that there are well prepared, theologically formed pastors and other leaders for the church. The following resolution comes out of this long and constructive history.

WHEREAS there have been dramatic changes in the calendar of study and even the geographic location for seminary education in the ELCA, including the rise in the number of distributive learning students and curricular programs like the 2x2 model;

AND WHEREAS the rhythms of assigning candidates to synods for first call continues to evolve from a pattern of large numbers in spring, more modest numbers in fall and the past practice of winter and summer assignments;

AND WHEREAS the office of the synodical bishop includes a mandate for overseeing teaching within the synod and a commitment to the vitality of theological education across the ELCA;

AND WHEREAS the seminaries of the ELCA have issued a generous invitation for bishops to be present on campus for a variety of purposes;

THEREFORE, BE IT RESOLVED that new models for engaging seminary seniors prior to assignment be developed. This project could be undertaken by a small group of bishops and the staff of Leadership and Vocation, and need not include site visits to the seminaries but could include use of teleconferencing and other virtual communication formats to draw senior seminarians and synodical bishops into annual conversations;

AND BE IT FUTHER RESOLVED that a new pattern be developed for the visits of bishops to seminary communities, allowing all synod bishops to be present at a number of ELCA seminaries over a several year period and at times that best serve the mutual exploration of the mission of the church, the gifts and work of seminaries, the promotion of vocation for all Christians and the vitality of congregations in every regions of the ELCA. The actual details of such a pattern of rotating visits are to be crafted by a small group of bishops and seminary leaders with assistance from the office of synodical relations and implemented in 2018.

Report of the Executive for Administration

Strategic Planning

Churchwide Organization 2014-2016 Operational Plan Goals:

We are Church

1. Congregations are growing, vibrant in their worship life and diverse, and worshippers increase their engagement in and support for God's mission, locally and globally.

We are Church Together

2. Members of this church are better connected with who we are as church, and relationships across this church's wider ecology are deepened and strengthened for evangelical witness and service in the world.

We are Church for the Sake of the World

3. Impoverished and vulnerable people, locally and globally, achieve sufficient, sustainable lives and are accompanied in addressing the challenges of poverty, injustice and emergencies in their communities.

We are Lutheran

4. Lay and rostered leaders are grounded in Lutheran theology and competent to serve the church we are becoming, and the leadership profile reflects this church's aspiration for cultural, generational and socio-economic diversity.

We are Church Together

5. Leaders across this church are working together on strategies to address future sustainability of the ELCA, and the churchwide organization has a growing and sustainable base for mission.

We are Church. We are Lutheran. We are Church Together. We are Church for the Sake of the World.

6. The churchwide organization is effective in fulfilling its roles and functions on behalf of the ELCA and further develops an organization culture characterized by strong leadership, accountability, competent and motivated staff, effective systems and learning.

Your churchwide organization has completed its 2016 Annual Report for the Operational Plan (see appendix). The report begins with an executive summary that highlights accomplished objectives and names on-going challenges. You will see that many lives were touched by the work we do together across this church and around the world. As you know, 2016 was a churchwide assembly year. It also included a first-ever Grace Gathering emphasizing the observance of the 500th Anniversary of the Reformation. Significant staff time was expended on both events. We also supported the work of the Called Forward Together in Christ process, which culminated in your action last November to approve ELCA Strategic Directions 2025.

Along with this work, *Always Being Made New: The Campaign for the ELCA* grew and exceeded goals in some areas. Please take time to read the full report and share with your churchwide staff in giving thanks for the ministry this church does together.

Called Forward Together in Christ

Thank you for your leadership with Called Forward Together in Christ, ELCA Strategic Directions 2025. Anticipating Church Council action regarding strategic directions for this church, we modified our regular rhythm of planning at the churchwide organization to align our priorities with the directions set by the council. The Administrative Team, of course, began conversation in November and look forward to the results of the retreat this April. The Administrative Team and Conference of Bishops have identified leadership and congregations as urgent initiatives for our focus in the next two years. We will continue our work with you and the Conference of Bishops to create specificity for these important ministries.

Budget

We are grateful for the generosity of the members of this church. In 2016, we exceeded the churchwide organization's Mission Support budgeted amount by \$173,181. However, Mission Support was down from 2015 by \$1.97 million dollars. There remains a downward turn with Mission Support. This, of course, is of concern for impact on the ministries we share. Please see the Report of the Treasurer for detailed information regarding the budget and spending in 2016.

Personnel

The Human Resources web site can be found at www.elca.org/humanresources; information regarding positions in Global Mission can be found at www.elca.org/globalserve.

Staff Demographics

The total number of churchwide organization employees as of March 15, 2017: 381. The distribution of the staff was 58 percent female, 42 percent male; 37 percent persons of color; 27 percent clergy and 1 percent rostered lay (deacons). Seventy percent of the staff is Chicago-based. There are 301 regular full-time positions, 13 regular part time and 67 term contracts. In addition, there are 225 missionaries in 44 countries.

The separately incorporated ministries under the umbrella of the churchwide organization personnel policies are: Mission Investment Fund, Women of the ELCA and Lutheran Men in Mission. Their staffing demographics in March were:

Mission Investment Fund: The total number of employees as of March 15, 2017: 55. The distribution of the staff was 67 percent female, 33 percent male; 42 percent persons of color, 9 percent clergy and 1 percent rostered lay (deacon), and 82 percent Chicago-based.

Women of the ELCA: The total number of employees as of March 15, 2017: 13. The distribution of the staff was 100 percent female; 54 percent persons of color; 8 percent rostered lay (deacons); 100 percent Chicago-based.

Lutheran Men in Mission: The total number of employees as of March 15, 2017: 2. The distribution of the staff was: 2 white males; 1 rostered lay; 1 Chicago-based.

Report to the
ELCA Church Council
Spring 2017

ELCA Churchwide Organization Operational Plan

Annual Report for 2016



Evangelical Lutheran Church in America
God's work. Our hands.

EXECUTIVE SUMMARY

This summary lifts up milestones to celebrate and challenges ahead, all of which are detailed in the pages that follow.

Preparing for and beginning to implement the decisions of the 2016 ELCA Churchwide Assembly defined much of our work. Votes to unify our lay rosters into a single Roster of Ministers of Word and Service, to accept the “Declaration on the Way: Church, Ministry and Eucharist” as a unifying path forward in our Lutheran-Roman Catholic relationship, and to approve the ELCA’s strategy to Accompany Migrant Minors with Protection, Advocacy, Representation and Opportunities (AMMPARO) and the Repudiation of the Doctrine of Discovery were the culmination of countless hours of collaboration across many teams, initiatives and partners in this church. Churchwide staff continue to work across units and with synodical, congregational, institutional and other partners to put the decisions of the assembly into action.

Preparation for the 500th anniversary of the Reformation has been significant and inspiring. The well-received Grace Gathering kicked off a year of observances, as Presiding Bishop Elizabeth Eaton invited this church into a year-long study of Luther’s Small Catechism. Communications staff launched ELCA500.org, webcasts and story-telling infrastructure, as Rick Steves generously provided his Reformation-focused documentary to every ELCA congregation. Through Global Mission, we deployed an ELCA presence to Germany in support of celebrations abroad. More than \$100,000 from a Thrivent grant is supporting observances in congregations and synods.

During 2016, Presiding Bishop Eaton, the Church Council and the Conference of Bishops invited the ELCA to assess where we are as a church, how we can faithfully serve God’s mission in the years ahead, and whether the current structures of this church are right for the future. The “Called Forward Together in Christ” vision process stirred thousands of conversations and comments. The ELCA Church Council adopted “Called Forward Together in Christ Strategic Directions 2025” at the November 2016 meeting. The churchwide organization will use the directions to guide its work and support the implementation of what will occur across this church.

The third year of *Always Being Made New: The Campaign for the ELCA* turned its focus to ELCA World Hunger, generating a record \$21.9 million in annual ELCA World Hunger income. The infrastructure and strategic trajectory of the campaign attracted the five largest gift commitments in ELCA history. Strategic staff expansion in both Mission Advancement and the ELCA Foundation also generated clear gains for *The Campaign for the ELCA*, ELCA Global Church Sponsorship, and the ELCA Fund for Leaders. We are humbled and grateful for the generosity of ELCA members toward the important ministries of this church.

Engagement through accompaniment remains our model for living as church for the sake of the world. Through 119 companion synod relationships, involvement in 250 projects in 60 countries, the International Leaders program, “glocal” events, new congregational development in West Africa and Asia, continuing support of exciting milestones in South Sudan, and a longer-term approach for sustained development in post-disaster areas, we are walking alongside our companions.

While supporting new-start ministries, we also invigorated efforts to renew existing congregations. Domestic Mission’s Renewal Team allocated more than \$600,000 to fund 18 proposals from synods and spawned synodical Renewing Congregations strategies, Area Ministry Strategies, and Fast

Growth Congregations initiatives. Sixty-two more new-start ministries were also approved, bringing the total to 372 new-start ministries in 57 synods and surpassing new-start goals in each of the last three years.

We continue to prioritize youth and young adult engagement, awarding 21 youth and young adult ministry innovation grants in 2016. There was also continued growth in the Young Adults in Global Mission program. The response to the ELCAvotes! launch, progress in equipping leaders through the Youth Core Leadership Team and the Youth Leadership Summit, and full capacity in the Horizon Apprenticeship Program are encouraging signs.

We celebrate signs of growing member engagement. The Lenten Challenge reached more than 18,000 leaders, congregations and synods, sending the associated devotional into multiple reprints. Roughly 3,000 congregations participated in the 2016 "God's work. Our hands." Sunday, another annual increase. The Lay Schools for Ministry Network saw a 20 percent increase in membership in 2016 alone. We surpassed goals for Twitter and Facebook and for use of ELCA.org in each of the past three years. With the April 2016 launch of Living Lutheran and LivingLutheran.org, we are monitoring how this fresh design and complementary online presence might also deepen engagement.

We prioritized our work for gender, racial and economic justice and nurturing diversity within the ELCA. We continued investing in the Multicultural Youth Leadership Academy, "glocal" musicians project, Elisha's Call event, Multicultural Leadership Summit, Latino Diversity Network, and the Theological Education for Emerging Ministries program, and continued state and national advocacy alongside our ecumenical partners.

In keeping with the 2014-2016 Churchwide Organization Operational Plan, the organization shifted further toward a results-driven culture. Through initial rollout of a new online grants management system, the new Systems and Technology Access Request (STAR) system, advancing our cybersecurity, engaging a process to re-focus the Congregational Renewal program, improving transparency in cost allocation, coordinating technology advancement and capital budgeting, and using Guidebook and iPad technology for assemblies, among many other steps, we continue to optimize churchwide operations.

Challenges for the churchwide organization included aligning staff and financial resources with expectations. Mission Support remains our largest financial resource for general operations and unrestricted, non-self-supporting ministries. While our comprehensive Mission Support Strategy is showing positive signs, it is too early to know longer-term impact. We continue to work with synods and support their engagement with this church's congregations.

There were several staff transitions and vacancies during 2016 that pressed our capacity to move some initiatives forward. We have filled many of those vacancies and reorganized areas where necessary to adapt to the changing work demands.

The Campaign for the ELCA has done excellent work, and the generosity of our members is amazing. There remain two areas of the campaign (disability, and youth and young adults) that are not yet on point toward the envisioned goal. Plans are in the works to increase the gifts in these areas over the next two years.

Operationally, we are excited about a new grants management system that will increase our ability to track all churchwide organization grants and their impact. There were several delays in implementing this project, but we expect good execution going forward.

Given the state of the global and national political and economic environment, we continue to assess ministry risks for the safety of personnel and assets.

We continue to be a learning organization. As we experience setbacks and delays, we ask what we can learn. We review with partners and internally what needs to change and how we can improve our performance.

Thank you for your partnership in this work. The report that follows is framed under the presiding bishop's four emphases: We are church. We are Lutheran. We are church together. We are church for the sake of the world.

INTRODUCTION

This report summarizes selected and significant achievements, setbacks and delays, areas of risk and key learnings of the six strategic goals of the 2014-2016 Churchwide Organization Operational Plan Annual Report. The report is framed by Presiding Bishop Elizabeth Eaton's four emphases. The six strategic goals defined in the plan are listed in Appendix A.

WE ARE CHURCH

The ELCA is a church that belongs to Christ. Worship is at the center of our life together, and the crucified and risen Lord is at the center of our worship. When we gather for worship, we connect with believers. **Strategic Goal 1** of the 2014-2016 Churchwide Organization Operational Plan was born of that center.

Goal 1

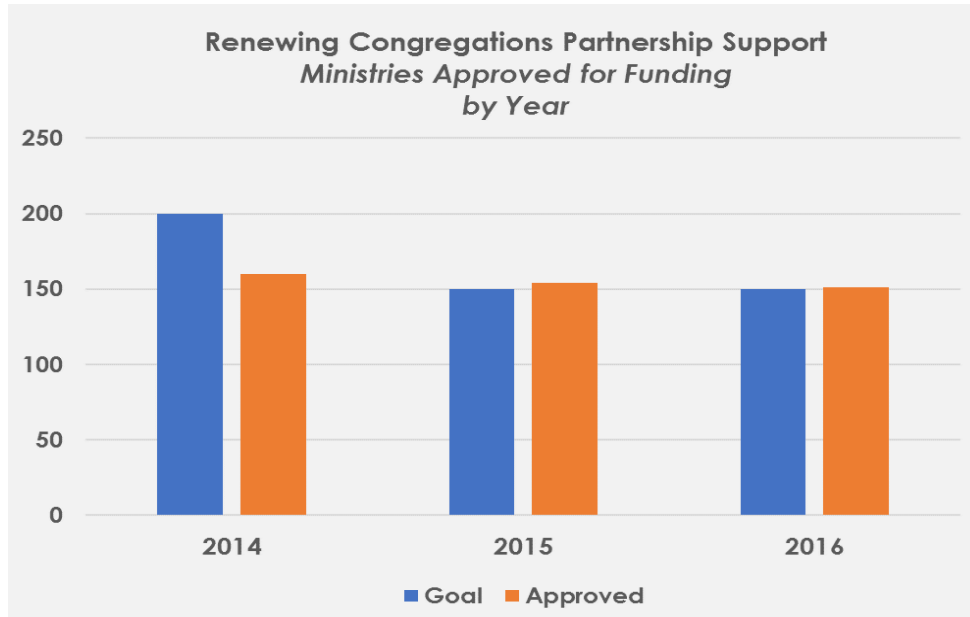
Congregations are growing, vibrant in worship life and diverse, and worshipers increase their support and engagement in God's mission, locally and globally.

SIGNIFICANT ACHIEVEMENTS

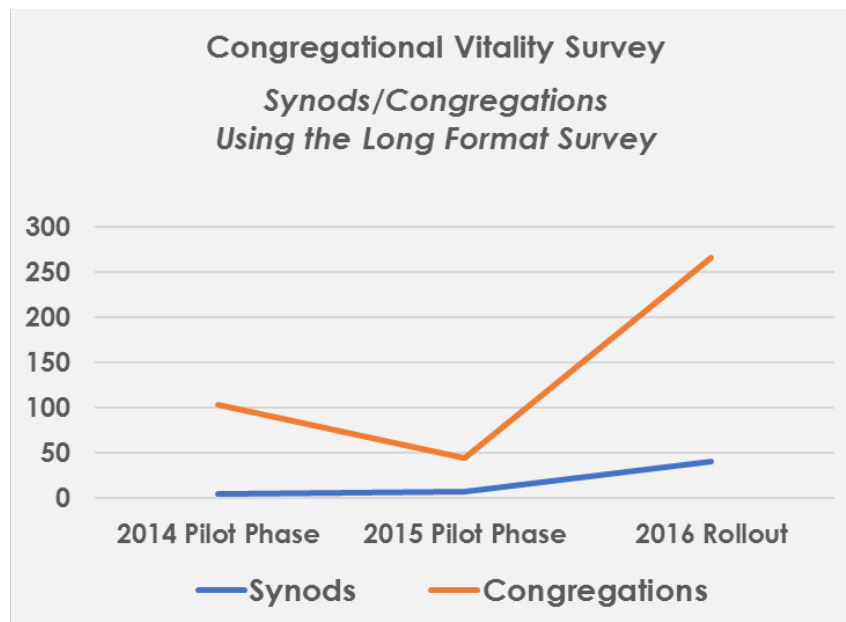
Objective 1: Existing congregations and worship communities engage in renewal to deepen their spiritual life and faith practices, welcome and retain worshipers, and refocus for effective mission in their communities.

- **Call for catechetical study.** Presiding Bishop Eaton called upon this church to read and study Martin Luther's Small Catechism together, beginning at the 2016 ELCA Churchwide Assembly and continuing through Reformation Day 2017. She highlighted its genesis from what Luther saw as "the dire need for parishioners and pastors to understand the basics of the faith" and lifted it up as a tool for personal and congregational renewal in this year of the 500th anniversary of the Reformation.
- **Renewing Congregations: *The Campaign for the ELCA*.** During the four grant cycles of 2016, \$643,500 was allocated to fund 18 proposals from synods. Twelve synods are launching synodical Renewing Congregations strategies; two others submitted proposals for 2017 consideration. Two Area Ministry Strategies and four Fast Growth Congregations initiatives were launched; two synods submitted proposals for future Area Ministry Strategies to be considered by an early 2017 review table.
- **Renewing Congregations: partnership support.** The July Congregational Renewal Review Table made 149 allocations for FY2017, totaling \$2.2 million.
 - Sixty-two percent are ethnic specific/multicultural context focused ministries.
 - More than one-third of the ministries are with or among people living in poverty.
 - Fifty-five are in urban contexts, and 24 are in rural and small-town contexts.
 - More than two-thirds of the ministries are either urban or in contexts of poverty.

The following reflects partnership support in relation to goals for 2014-16.



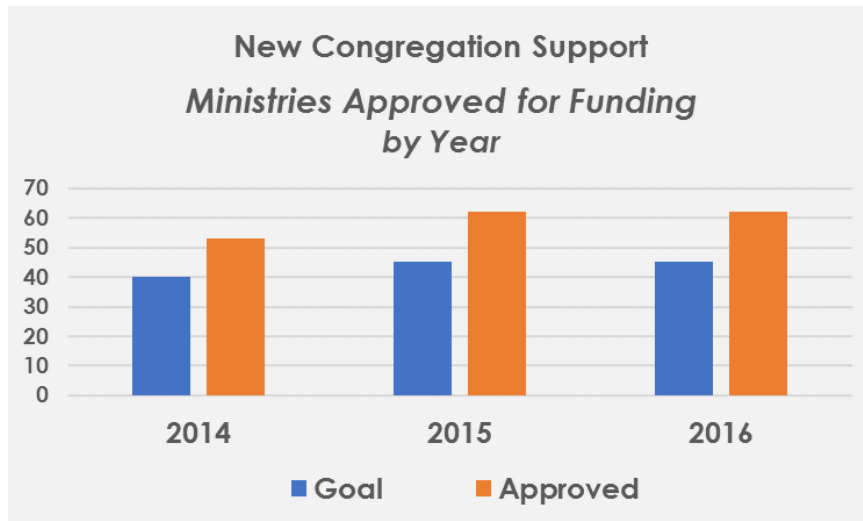
- Congregational Vitality Survey.** Two hundred sixty-six congregations took the long version of the Congregational Vitality Survey in 2016. Most were in synods working intentionally with congregations as part of their synod's renewal strategy. Work continued on creating the infrastructure to measure congregational vitality, to understand how vitality changes, and how synods, leaders and congregations participate in that change.



- Annual Congregational Report Form (Form A).** Seven thousand sixty-nine congregations completed the short version of the Congregational Vitality Survey in 2016. A report was created for each congregation, showing their own scores in relationship to the rest of their synod and to other ELCA congregations in similar contexts or of similar sizes. Aggregated reports for synods were created and shared with directors for evangelical mission. The results show congregations assess themselves as best at worship that nurtures faith, deepening

members' relationships with God, and being a positive force in the community. Congregations assess themselves least effective at trying new things, working for social justice, and equipping members to share their faith.

Objective 2: New congregations and worship communities are established in areas where the ELCA does not currently have an active presence and in ways that enrich those faith communities and the diversity of this church.



- The ELCA has 372 total new-start ministries, 62 of which were approved during 2016. Sixty-eight percent of our new-start ministries represent communities of color, 40 percent are in working class communities or those experiencing poverty, 16 percent focus on young adults, and 16 percent are ecumenical.
- Fifty-seven ELCA synods have one or more new-start ministries.
- Two hundred eleven partnership-support grants totaling \$3,132,000 were given to support new ministries.
- Fourteen new ELCA congregations organized in 2016, representing 13 synods. The number of new ministries becoming rostered ELCA congregations dipped to three in 2016, from an average of nine during the previous six years.

Objective 3: Synods and congregations have capacity in mission planning and are effective in developing ministry strategies that are relevant to their communities, address poverty and build the diversity of this church.

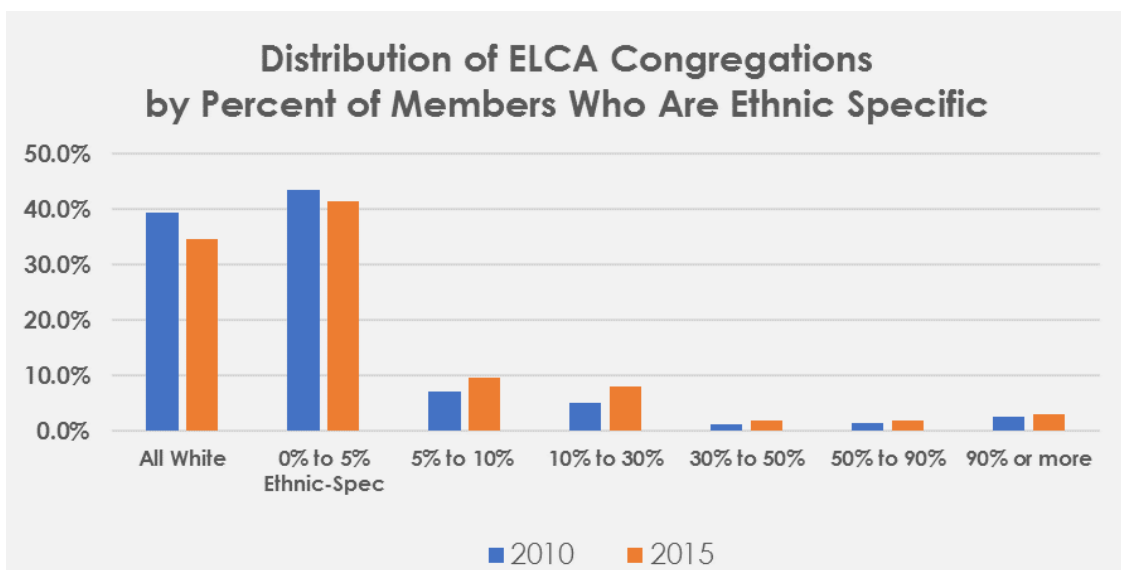
- **Area Ministry Strategies.** Area Ministry Strategies staff are consulting with 15 synods. During 2016, learnings from existing and emerging Area Ministry Strategies shaped resources and support for directors for evangelical mission and informed partnerships with Area Ministry Strategies leaders. Staff developed a webinar and resources to guide directors for evangelical mission and synod staffs who accompany ministries transitioning into Area Ministry Strategies. Resources for applying such ministry concepts in rural, small town or urban settings are under development.
- **Organizing for Mission Cohort.** In 2016, the Organizing for Mission Cohort added 20 new participants to the 30 returning participants. Forty percent of event participants and 50 percent of planning team members were people of color.

Objective 4: Congregations and synods grow in their understanding and commitment to gender justice and racial justice.

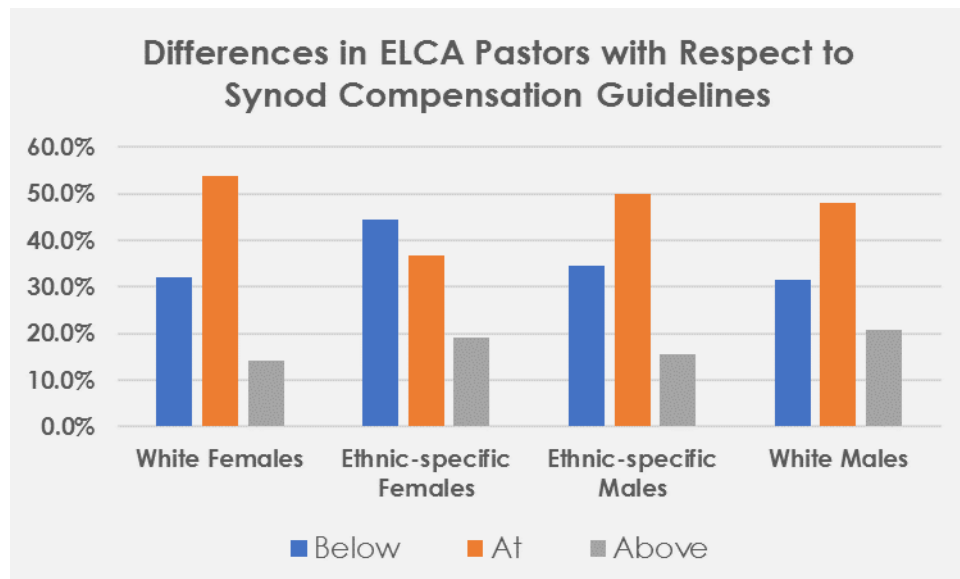
- **ELCAvotes!** Launched in 2016, this churchwide organization collaboration expands the church’s role in building faithful, nonpartisan voter participation, enables Lutherans to speak to the intersection of voting and elections, race and gender and economic justice, equips young adults to be civically engaged people of faith, and engages ethnic communities around voting rights and race.

As part of the ELCAvotes initiative:

- Three hundred fifty-six Lutherans sent messages to Congress.
 - More than 250 signed up for the ELCAvotes network.
 - Twelve community leaders from across the country served as ELCAvotes ambassadors in their congregations or communities, all of whom participated in Ecumenical Advocacy Days in Washington, D.C., with the support of the ELCA.
- **Progress toward diversity.** From 2010 to 2015, the proportion of congregations whose members were all white dropped modestly from 39.3 percent to 34.5 percent. The most growth occurred in the proportion of congregations with 5 to 10 percent and 10 to 30 percent of ethnic-specific members.



- **Clergy compensation.** Differences in meeting synod compensation guidelines exist across clergy gender and racial/ethnic characteristics. Less than 58 percent of ethnic-specific women are compensated at or above synod guidelines, markedly lower than 65 percent of ethnic-specific men, 68 percent of white women, and 68.6 percent of white men. While 19 percent of ethnic-specific women are paid above guidelines – close to the 20.7 percent of white men paid above guidelines – ethnic-specific women are more likely than any other group to be paid below guidelines.



Objective 5: ELCA synods and global companion churches grow in capacity for witness and service through mutual accompaniment.

- German partnerships around the 500th anniversary of the Reformation.** At the invitation of three German church bodies, Global Mission deployed a missionary couple to central Germany, representing the ELCA during the 500th anniversary of the Reformation commemoration and beyond. A new director of the ELCA Wittenberg Center was also appointed, preparing to greet pilgrims, ecumenical and international guests, and German nationals in Lutherstadt-Wittenberg. Welcome activities will lift up the continuing Reformation, highlight ELCA programs, and enable participation of ELCA visitors in the Reformation anniversary festivities.
- Companion synod relationships.** Global Mission continues to nurture and grow 119 companion synod relationships. Staff members work with 64 ELCA synods and five Evangelical Lutheran Church in Canada synods that walk with 64 global companions and their judicatories. Since 2015, Global Mission has established networks in Israel/Palestine, Germany and Russia, in addition to existing networks in Cameroon, Central African Republic, Colombia, El Salvador, Guatemala, Honduras, India, Madagascar, Namibia, South Africa and Tanzania.
- International Leaders program.** One hundred sixty individuals received international scholarship awards during the three academic years from 2014 to 2016. During that period, 37 scholarship recipients completed their study programs and returned home to serve their churches and institutions.
- South Sudan.** Thanks to the funding from *The Campaign for the ELCA*, construction of the Juba Lutheran Center (church and community center) in South Sudan was completed, and a health clinic focusing on the needs of young women is anticipated in March 2017. Evangelical Lutheran Church Africa Mission in South Sudan is one of several new Lutheran churches that Global Mission accompanies in the Global South.
- Evangelism.** In The Gambia, we joined Lutherans in neighboring Senegal to help a new Lutheran church grow in a 90 percent Muslim context. Some of the youngest and fastest growing Lutheran churches are found in Asia in Indonesia, India, Nepal, Cambodia and Myanmar. Similar to West Africa, it is long-time ELCA companion churches that are driving

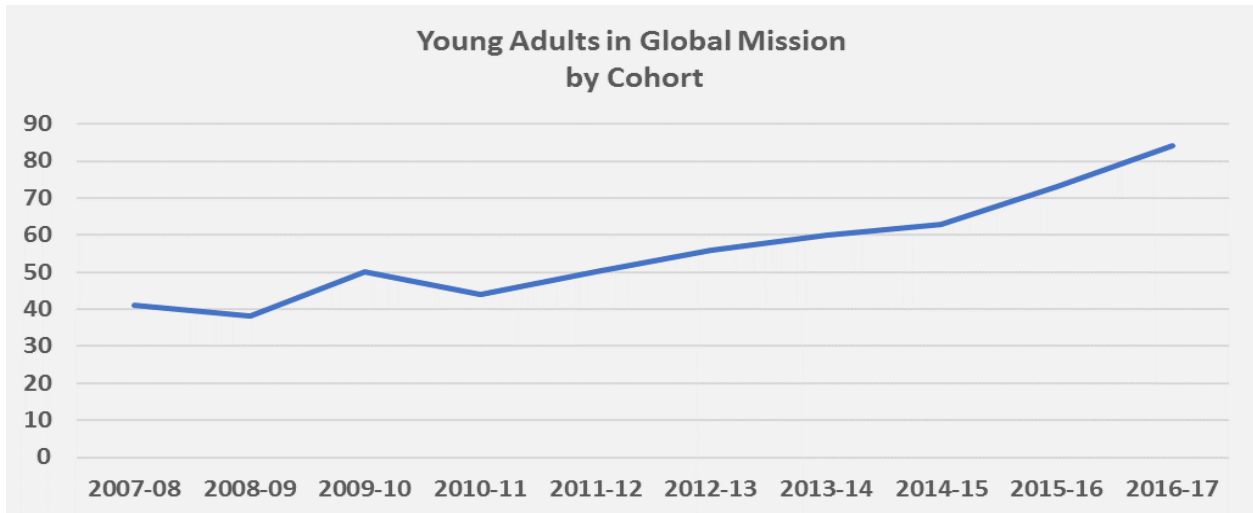
much of this growth. The ELCA has joined with the Lutheran Church in Singapore to accompany the birth of the Lutheran Church in Cambodia. Because of the ELCA's work with and through others, evangelism in Cambodia is vibrant, centered around young adults whose enthusiasm for proclaiming and living the gospel is spreading. In Malaysia, with generous support from *The Campaign for the ELCA*, we are helping the Lutheran church there reach the Orang Asli indigenous people, who are now becoming faithful and gifted leaders in their own cultural context. In China, we are accompanying the Lisu ethnic minority in Yunnan Province, with a focus on developing evangelists, Bible teachers and music leaders.

- **Young Adults in Global Mission (YAGM) alumni.** They impact the church in tangible ways, highlighted in subsequent goals. The YAGM Alumni Leadership Team is being restructured toward alumni giving and networking.
- **Glocal events.** Twenty-two glocal events provided to synods and congregations increased participants' understanding and use of accompaniment¹ as a narrative, lens and method.

Objective 6: Youth and young adults from diverse backgrounds participate in domestic and global service, and this experience deepens their faith and church engagement.

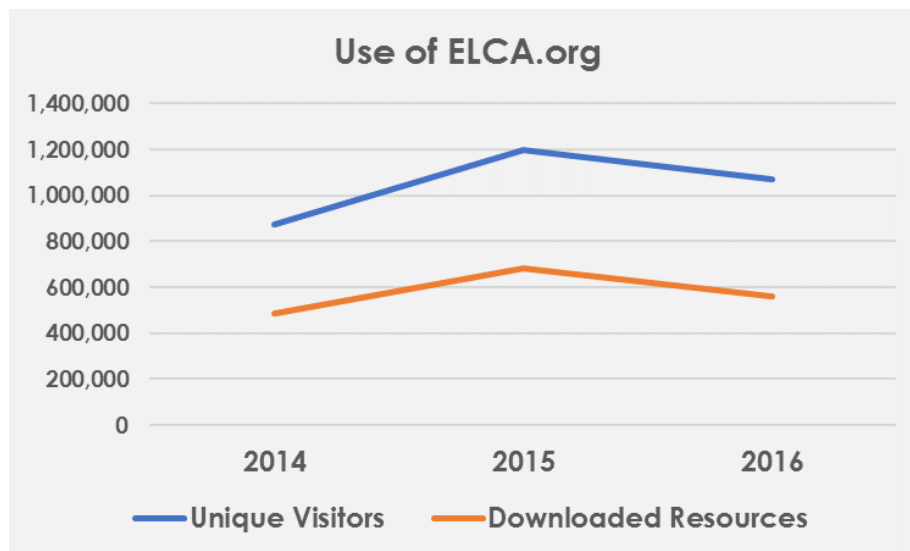
- **ELCAvotes!** The ELCAvotes initiative referenced in Objective 4 provides young adults with tools to understand and speak as a civically engaged young person of faith.
- **Ecumenical Advocacy Days and other events.** Seventeen young adults were sponsored by three ELCA ministries to attend Ecumenical Advocacy Days in Washington, D.C. With hundreds of young adults in the ELCA Advocacy network, they met with their congressional offices and were equipped with conversation guides, Bible studies, and support to guide action at home. Other young adults participated at the 60th United Nations Commission on the Status of Women and the International AIDS Conference. Four of the latter were people of color.
- **Young Adults in Global Mission.** As indicated, the YAGM program continued steady growth. Eighty-four young adults began service in 2016, nine of which were people of color and/or people whose first language is other than English (10.6 percent). In 2017, we anticipate sending 90 volunteers to 11 programs in 14 countries.

¹Accompaniment is “walking together in solidarity, that practices interdependence and mutuality. In this walk, gifts, resources and experiences are shared with mutual advice and admonition to deepen and expand our work with God’s mission.” – Global Mission



Objective 7: Communication channels and ELCA events support growing engagement of members in the ELCA's local and global ministries.

- **Increased member engagement.**
 - 2016 goals for increasing Twitter (10 percent) and Facebook (20 percent) followers were surpassed, rising by 11 percent and 22 percent, respectively.
 - Roughly 3,000 congregations participated in the 2016 "God's work. Our hands." Sunday. Annual increases are aiding media coverage and expanding local outreach.
 - Unique visits to ELCA.org and resources downloaded showed continued growth, with a significant bump in 2015 from the Youth Gathering.



- **The 2016 ELCA Churchwide Assembly.** The assembly considered 111 memorials from synods and six resolutions from voting members.
 - Voting member resolutions concerned racial justice, building authentic diversity, water stewardship, gender identity, compensation for the ELCA vice president, and the call

process.

- Twenty categories of resolutions were considered “en bloc,” most on social issues such as care of creation, racism, poverty, human trafficking, gun violence and AMMPARO (Accompanying Migrant Minors with Protection, Advocacy, Representation and Opportunities) strategy.
 - Considerable assembly time was devoted to nine additional topics, such as deepening relationships with historic black churches, peace with justice in the Holy Land, refugee welcome, and support for military personnel, veterans and their families.
- **Lutheran Disaster Response (LDR) communications.** In 2016, LDR shared 17 blog posts on the ELCA’s response to the refugee crisis, the drought in Africa, Hurricane Matthew, and Japan and Nepal earthquake recovery efforts. Posts also raised awareness about international events that influence humanitarian response efforts globally. The posts saw 5,680 “likes,” 1,484 of which were from new individuals in 2016. The average of daily new “likes” more than doubled from 2015. The average weekly reach of LDR posts was up more than 77 percent in 2016.

WE ARE LUTHERAN

We are a church that proclaims the good news of Jesus Christ and believes that, through this gospel, we are justified by God's grace through faith. Our roots are in Christ, Scripture, the Lutheran Confessions and in our theology, which continues to be shaped over time. **Strategic Goal 4** of the 2014-16 Churchwide Organization Operational Plan grows from those roots.

Goal 4

Lay and rostered ministers are grounded in Lutheran theology and competent to serve the church we are becoming, and the leadership profile reflects this church's aspiration for cultural, generational and socio-economic diversity.

SIGNIFICANT ACHIEVEMENTS

Objective 1: Lay leaders and rostered ministers have a deep understanding of theology in the Lutheran tradition and are equipped for ongoing discernment in this church's local and global contexts.

- **Lay Schools for Ministry Network.** The network increased its membership by more than 20 percent during 2016, from approximately 80 to 105 programs. Seven synods have either launched a lay school program or were in concrete planning to launch in 2017. Inquiries from five additional synods signal opportunities for new programs in 2017. Five synods are reshaping their current programs.
 - Two synods are working with The Episcopal Church to create a cross-cultural program.
 - Representing a new model, two programs are now networked across multiple synods. With a governing board and separate sites, they are serving primarily immigrant congregations.
 - The Diakonia program expanded to two new synods, now totaling 10.
 - The Lay Schools program and Lutheran Outdoor Ministries began collaborating. Among other benefits, it may yield potential access where traditional lay school sites are difficult.
- **Faith Formation Summit.** In April 2016, Domestic Mission hosted its second Faith Formation Summit of the past triennium, gathering faith formation leaders from across the ELCA to build momentum for a renewed faith formation effort within the ELCA.
- **Theological Education Advisory Committee (TEAC) Task Force.** In November 2015, the Church Council accepted the task force report and appointed an advisory committee to prioritize recommendations and begin implementation. During 2016, the committee began prioritizing and developing guidelines for proposals that will come to the Church Council. Domestic Mission staff members are keeping seminary leaders informed of the work and soliciting input on how the recommendation would best be implemented.
- **Latino Lay program: La Academia Ecu mica de Liderazgo-ELCA.** The program continues significant progress within the life of our Latino ministries. During 2016, four facilitator training sessions were conducted, along with The Episcopal Church, training 28 ELCA Latino Academia facilitators. The La Academia Ecu mica's Advisory Committee mapped recommendations for 2017, focusing on additional online courses in discipleship and evangelism to train congregational lay-evangelists and advanced follow-up training for lay facilitators.
- **Financial concerns for rostered leaders and congregations.** Work under the \$1 million Lilly grant

proceeded. A guide and financial worksheet was placed on our candidacy resource page to assist candidates for rostered ministry. Lutheran Social Services of Minnesota agreed to provide candidates with financial coaching. Information about the offer went to all candidacy committees and was posted on the website. The Office of the Presiding Bishop, through Research and Evaluation, continues to lead this project.

- **Rostered Women of Color writing project.** More than 30 stories were collected from ELCA rostered women of color and will be shared in a resource later in 2017 as part of the observance of the 500th anniversary of the Reformation.

Objective 2: Lay leaders and rostered ministers have the range of competencies needed for leadership in a changing church.

- **New Candidacy Manual.** Revisions were completed and approved by the Church Council. New sections for word and service deacons include a list of competency areas for ministry.
- **Roster of Ministers of Word and Service.** Frequent updates go to all rostered ministers, building an understanding of the importance of the new roster and how the work is continuing.
- **Entrance Rite Task Force.** It is developing a Bible study for use in congregations to build understanding of the new Roster of Ministers of Word and Service and the important ministry role of deacons.

Objective 3: The ELCA roster system provides for a more flexible and responsive process for calling leaders and encourages new leadership.

- **Unification of word and service rosters.** As referenced in Objective 2, the 2016 ELCA Churchwide Assembly voted to unify the three previous lay rosters into one roster, the Roster of Ministers of Word and Service. Ministers of this roster will be known as deacons.
 - Based on a task force proposal, ELCA Constituent Information System (ECIS), candidacy and other forms, primary ELCA.org pages, rostered ministry profile, ministry site profile and community portals were updated to reflect the unification and terminology updates. The project was completed on time.
 - Beginning March 2017, the new candidacy and leadership managers, in partnership with the Domestic Mission candidacy staff, will begin regional trainings, along with seminary partners, to introduce candidacy pieces related to the new roster and to deepen understanding of the complementary nature of the two rosters in enhancing the mission of this church.
- **Network of ELCA Colleges and Universities.** Together, the Domestic Mission staff and the presidents of our colleges and universities successfully launched the network, the first association of our higher education institutions.
 - This missional collaboration between the churchwide organization and the colleges and universities is governed by a board of directors, composed of the presidents and Domestic Mission's program director for colleges and universities, who serves as executive director of the network.
 - Creation of the network will culminate in a national search for an executive director, a step supported by the churchwide organization and the presidents to ensure broad credibility.

Objective 4: Youth and young adults gain experiences that utilize and develop their leadership abilities and gifts.

- **ELCAvotes!** The initiative, detailed under We Are Church, Goal 1, Objective 4, provides young adults with the tools to grow as civically engaged young people of faith and to practice leadership in the civic arena. ELCA Advocacy, Racial Justice Ministries, and Young Adult Ministry convened 10 young adults to serve as ambassadors in their congregations and communities, all of whom participated in Ecumenical Advocacy Days.
- **Multicultural Youth Leadership Academy.** Global Mission's Mission Formation team partnered with Rescue, Release & Restore to help launch this academy at camps through recruitment and programming that prepares youth to be leaders in a multicultural world. Sixty-six youth of color participated in this event.
- **Young Adults in Global Mission (YAGM).** The YAGM program provides meaningful, life-changing leadership development for a growing number of young adults. Global Mission sent 84 YAGMs to 11 programs operating in 13 countries during 2016.
 - Three alumni attended the United Nations Commission on the Status of Women.
 - Two alumni plus all nine of the 2016 South Africa YAGM volunteers attended the 2016 International AIDS Conference in Durban, South Africa.
 - Five alumni were hired as recruiters and three as program interpreters for *The Campaign for the ELCA*.
 - Alumni presented to a joint meeting of the Campaign Steering Committee and Bishop's Advisory Council.
 - Three alumni will join the first community-leaders forum with the ELCA Washington, D.C., Office.
 - Three alumni led a training session with the entire Global Mission staff about the gifts and challenges of serving as a missionary who identifies as part of the lesbian, gay, bisexual, transgender, and queer/questioning community.
- ***The Campaign for the ELCA youth and young adults priority.*** Funded by *The Campaign for the ELCA* in the previous year, 21 youth and young adult ministry innovation grant programs were implemented during 2016. Awards totaled \$527,385. The campaign also funded a pilot of two Lutheran Services in America summer internships.

Objective 5: Leaders in companion churches have opportunities to develop their leadership capacities, with specific strategies directed to young adults and women.

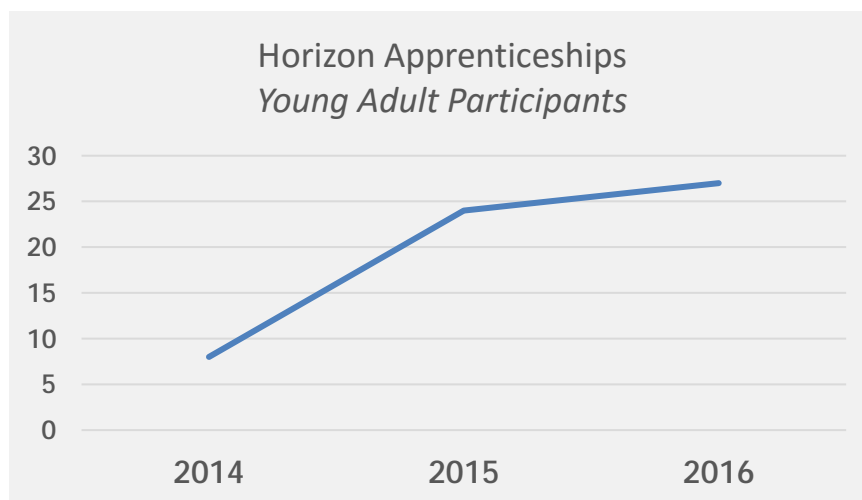
- **International Women Leaders initiative.** From winter 2014 to fall 2016, the International Women Leaders initiative benefitted 91 women with study and leadership opportunities. Awards were granted to participants of five leadership seminars in Wittenberg, Germany, and to students studying at ELCA colleges, universities and seminaries, and academic institutions closer to their homes.

Objective 6: The profile of lay leaders and rostered ministers reflects this church's aspiration for equity and diversity with respect to gender balance, men and women of color and languages other than English, and young adults and youth.

- **Glocal musicians.** The program provided 160 artists and educators to increase the diversity profile of leadership at ELCA events like synod assemblies and the Multicultural Leadership

Summit.

- **Elisha's Call 2016.** Thirty-one young adults of African descent from eight cities participated in Elisha's Call 2016, a discernment and leadership event.
- **Multicultural Leadership Summit.** This summit of 100 lay and rostered ministers from six ethnic specific communities focused on the theme "Recognition and Engagement of the Collective Capacity and Power of Communities and Persons of Color in the ELCA" in all its expressions.
- **Latino Diversity Network.** The ELCA obtained grant funding to develop this network.
- **Mission developer training.** African nationals developed and facilitated a mission developer training curriculum specifically for African nationals.
- **Youth Core Leadership Team.** Twelve youth were trained in March. Team members assisted in the planning for the ELCA Youth Leadership Summit.
- **Youth Leadership Summit.** One hundred thirty-eight youth from 43 synods participated in this November summit. It was designed to prepare and develop youth for leadership in their synods.
- **Horizon Apprenticeship program.** The program gathers young adults of color to explore their vocation and how the church is an integral part in their life. The program began with eight participants in 2014 and maxed out its cap of 27 young adults of color in 2016.



- **2016 ELCA Churchwide Assembly reception.** Overseeing many of the programs listed above, Domestic Mission's Ethnic Specific, Multicultural and Racial Justice Team hosted a networking reception for 75 Churchwide Assembly people of color and/or primary language other than English voting members and visitors.

WE ARE CHURCH TOGETHER

The ELCA is one church body organized in three interdependent expressions: congregations, synods and the churchwide organization. These three support each other to grow in faith and put faith into action and are part of a wider church ecology including seminaries and colleges, social ministries, affiliated agencies, and companion churches around the world. The ELCA is also committed to our full communion partners and to dialogue with ecumenical partners. We believe that, together, we achieve things that we could otherwise never do. Two **strategic goals – Goals 2 and 5** – are grounded in that mutuality.

Goal 2

Members of this church are better connected with who we are as church, and relationships across this church's wider ecology are deepened and strengthened for evangelical witness and service in the world.

SIGNIFICANT ACHIEVEMENTS

Objective 1: The ELCA continues to articulate what it means to be Lutheran in today's world and deepen its understanding of the theological basis for identity and shared mission.

- **500th anniversary of the Reformation.** The observance of the 500th anniversary of the Reformation is well underway.
 - The presiding bishop and staff participated in the joint ecumenical commemoration of the Reformation in Lund, Sweden, in October.
 - The observance kicked off with a successful Grace Gathering at the 2016 ELCA Churchwide Assembly with the theme "Freed and Renewed in Christ: 500 Years of God's Grace in Action."
 - A new ELCA500.org provides more resources, a user-friendly design and a comprehensive events calendar.
 - Television travel personality and author Rick Steves provided an in-kind donation of more than \$30,000, mailing a copy of his DVD "Luther and the Reformation" to every ELCA congregation in January 2017. ELCA.org/RickSteves provides streaming of the movie and a resource kit for viewing parties.
- **Reformation Anniversary Grant program.** Funded by Thrivent's Reformation Anniversary Grant to the ELCA, the program awarded \$106,000 to 19 recipients (11 ELCA congregations and eight synods) and two more to Lutheran Services of America and the ELCA/ELCIC Association of Teaching Theologians. The grants are facilitating grantees' anniversary activities, including musical events, ecumenical relationship-building, storytelling and community engagement. Applications were accepted until March 15; recipients were announced in April, disbursements were made in May, and recipient reports are due Dec. 31, 2017.
- **Catechism reading initiative and Reformation story-telling projects.** Presiding Bishop Eaton's initiative to invite the church to read the Small Catechism launched With New Voices. Information about With New Voices is featured on ELCA500.org. ELCA Strategic Communications also produced a video of her invitation, which has been promoted online, via email and social media. "Let's Read the Small Catechism Together" has garnered 3,563 views on YouTube.

- **Live webcasts:** In 2016, Presiding Bishop Eaton hosted two live webcasts. The most recent, on the theme of ecumenical witness, received 3,218 views on YouTube and 4,336 views on Facebook, where it was also broadcast live to our 100,000+ followers. An earlier webcast, on the theme of being a welcoming faith community, received 3,083 views on YouTube and Livestream.
- **Living Lutheran:** LivingLutheran.org has been featuring 50 ideas and themes of the Reformation each month. Twenty-five of these highlights are showcased in print, and 25 are available on the web only. In January 2017, the LivingLutheran.org cover story was dedicated to creating reformations instead of resolutions for 2017. In addition, the Deeper Understandings section and the Reflections and Grounded in Grace columns have featured Reformation-focused theology in 2016 and 2017.

Objective 3: The ELCA lives out its strong commitment to being part of a global communion of Lutheran churches journeying in faith, witness and service.

- **The Lutheran World Federation (LWF).** The churchwide organization played a significant role in the life and work of the LWF in a variety of ways. For example, the Office of the Presiding Bishop's Ecumenical and Inter-Religious Relations often participated in LWF-led consultations and dialogues. The Global Mission unit participated in the work of the LWF departments of Mission and Development, and World Service, through service on their committees and conveying major funding for their programs and projects involving long-term development and humanitarian emergency response. In 2016, the ELCA churchwide office provided \$7,780,888 in support to LWF for these and other programmatic areas. The Lutheran Office for World Community (LOWC) represented the LWF at the U.N. headquarters and raised humanitarian, human rights and other concerns with the U.N. secretariat and member states. LOWC also hosted the LWF Women in Church and Society's participants at the annual United Nations Commission on the Status of Women.

In August, the North American and Caribbean Region held a joint pre-assembly in Paramaribo, Suriname. As the group prepared for the 2017 assembly in Windhoek, Namibia, the members reflected on the document "The Self-Understanding of the Lutheran Communion" and the assembly theme of "Liberated by God's Grace."

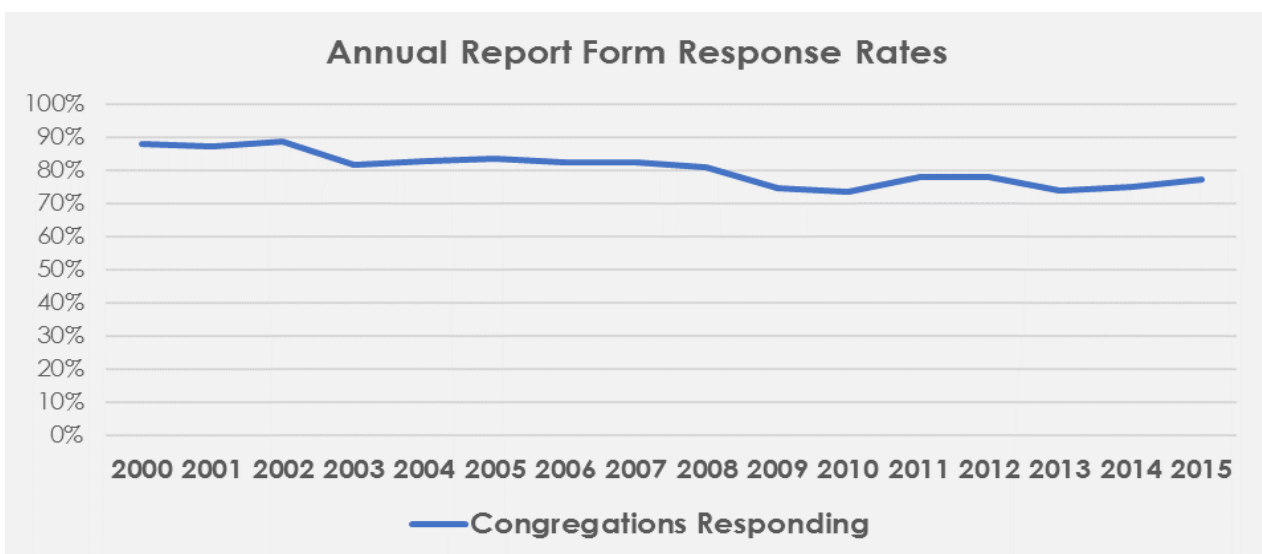
Objective 4: The churchwide organization strengthens its capacity and effectiveness in directly communicating with members.

- **Unit renaming.** The collaborative process of renaming the Congregational and Synodical Mission unit to Domestic Mission concluded. It better captures the scope of Domestic Mission ministries and aligns naming of the three churchwide organization units. The Church Council approved the change and amended continuing resolution 16.12.A16 accordingly.
- **LivingLutheran.org launch and a stronger online presence.** From 2014 to 2016, the ELCA magazine print run dropped by 21 percent. In April 2016, Living Lutheran and LivingLutheran.org were born, bringing a fresh design to the magazine and a complementary online presence. ELCA Strategic Communications has dramatically strengthened the ELCA online presence, publishing stories online daily, meeting growing demand for e-newsletters, optimizing ELCA.org, launching ELCA500.org, and enabling the ELCA's social media presence to more than triple its size in the past three years.

- **Email expansion.** Our donor database, ELCA Constituent Information Services, ended 2016 with 341,572 emails recorded, an increase of 77 percent over 2015, more than threefold growth since 2012, and dramatically exceeding the 3 percent goal for 2016.
- **The my.ELCA.org collaboration platform.** The platform allowed the ELCA to quickly respond to the ELCA Fund for Leaders program's strategic need to expand its scholarship program, as part of the bishops' leadership initiative, and to coordinate with the seminary application process. The secure platform allowed candidates to submit applications electronically and enabled ELCA Fund for Leaders staff and the scholarship review committee to collaboratively move applications electronically between stages of the review process.
- **Constituent Information Systems:** Exceeding the goal of 20, Mission Advancement's Constituent Care team helped 22 synods begin using Constituent Information Systems.

Objective 5: Relationships between ELCA's leaders are strengthened for effective future governance and stewardship of the ELCA.

- **Educating about mutuality in polity.** The Office of the Secretary is crafting presentations to be made at first-call gatherings and to be shared with seminarians, clarifying misunderstandings of our polity and highlighting the mutuality of our church's three expressions.
- **Unifying word and service rosters.** Roster unification, referenced previously, strengthens a common professional identity among word and service ministers.
- **Synod online data archives.** The Office of the Secretary continues to work with the 59 synods using the synod online data archives for their assembly and synod council minutes and other important information. As churchwide records are digitized, the effort supports synods in reducing paper usage and storage space.
- **Annual parochial report trends and modifications.** The number of congregations submitting the annual parochial report continues to decrease. The constitutionally required form was modified in 2016 to include congregational vitality questions. The Office of the Secretary is considering how to make the tool more helpful to congregations and give the churchwide organization and synods information to better support congregational ministry.



- **Expansion of the Mission Support Team.** The team was expanded to include an associate director, which is enhancing contact between the churchwide organization Mission Support staff and synod bishops, synod staff, synod council and other synodical leaders. The director for Mission Support and the associate director relate directly to roughly two-thirds and one-third of the synods respectively. The expanded capacity enabled outreach to the mission interpreter coordinators, regional gift planners, and first call theological education.
- **Natural systems work.** Coordinators of the ELCA Systems Academy offer churchwide organization staff, bishops' appointees and synod staff counsel in applying family systems thinking, a chance to engage in a four-year program of natural systems study and assistance in doing natural systems work with each synod, intended to strengthen working relationships. Among other outcomes:
 - Twenty-four judicatory appointees and churchwide organization staff members are enrolled in the academy.
 - Some sophomores have begun forming synod resource teams, which is a major academy outcome.
 - Academy-enrolled churchwide organization staff members formed a Systems Resource Team to facilitate natural systems work across the churchwide organization.

Objective 6: The ELCA's relationships with full communion partners are deepened for a shared faith journey, witness and service.

- **Unifying word and service rosters.** Designating as deacons all ministers of word and service reduces confusion for our full communion partners and coalesces us around language common to those partners.
- **World Council of Churches.** The vice president of the ELCA attended the June 2016 World Council of Churches meeting in Trondheim, Norway, continuing to engage with our ecumenical partners (including our full communion partners) on issues of common concern.
- **Lutheran Episcopal Advocacy Ministry in New Jersey.** This online advocacy network grew to more than 5,000 in 2016. Due to staff changes in Lutheran Episcopal Advocacy in Nevada, the new joint advocacy system is still in progress.

Objective 7: The ELCA's engagement in ecumenical dialogues and relationships contributes to the unity of Christ's people and visible expression of that unity.

- **Lutheran/Roman Catholic dialogue.** The harvesting of 50 years of Lutheran/Roman Catholic dialogue resulted in the Statement of Agreements in the "Declaration on the Way: Church, Ministry and Eucharist" adopted at the 2016 ELCA Churchwide Assembly. The action declared that, with regard to several matters concerning church, ministry and Eucharist, there are no longer church-dividing issues between us.
- **World Council of Churches.** The ELCA continues active engagement in the World Council of Churches, as noted in Objective 6.

Goal 5

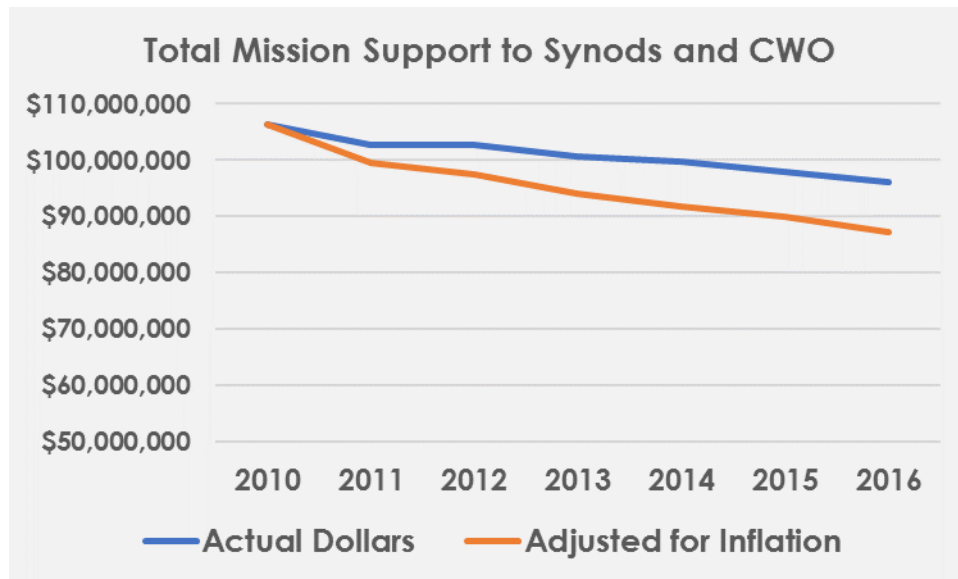
Leaders across this church are working together on strategies to address future sustainability of the ELCA, and the churchwide organization has a growing and

sustainable revenue base for mission.

SIGNIFICANT ACHIEVEMENTS

Objective 1: Church leaders engage in discussion and devise and implement strategies for sustainability that meet the challenges faced by congregations, synods and the churchwide organization.

- **“Called Forward Together in Christ Strategic Directions 2025.”** Adopted by the Church Council in November 2016, there are five goals.
 - Goal 1: A thriving church spreading the gospel and deepening faith for all people.
 - Goal 2: A church equipping people for their baptismal vocations in the world and this church.
 - Goal 3: An inviting and welcoming church that reflects and embraces the diversity of our communities and the gifts and opportunities that diversity brings.
 - Goal 4: A visible church deeply committed to working ecumenically and with other people of faith for justice, peace and reconciliation in communities and around the world.
 - Goal 5: A well-governed, connected and sustainable church.The churchwide organization will design its 2017 and beyond operational plan according to these goals and directives.
- **Comprehensive Mission Support Strategy.** Mission Advancement and Domestic Mission collaborated on a three-year Comprehensive Mission Support Strategy 2016-2018 to deeply engage ELCA members, congregations and synods in growing stewardship and Mission Support sharing. In addition to its ongoing work through key resources like Stories of Faith in Action and Where Does My Offering Go?, a revised process for conducting synod-churchwide Mission Support partnership consultations now includes a more in-depth focus on achieving four strategic outcomes:
 - An appreciation of how being church together is both a call and mutually beneficial.
 - A better understanding of the current context(s) affecting the mission and ministry of congregations, synods and the churchwide organization through the ELCA Comprehensive Mission Support Strategy Implementation Team.
 - A clear, future-oriented Mission Support strategy for each synod and the churchwide organization, through the support of directors for evangelical mission, and critique from ELCA Stewardship Table, made up of directors for evangelical mission who are adjunct leaders in Mission Support and stewardship.
 - Mutual understanding on synod-specific Mission Support goals.



- **Mission Support.** The 2016 ELCA Churchwide Assembly adopted revised constitutional language that strengthens the Mission Support consultation process between synods and the churchwide organization, providing for additional measures for both flexibility and accountability in synod Mission Support sharing.
- **Ethnic Specific Ministry Strategies.** The ELCA Ethnic Specific Ministries Team reviewed research reports on each community, informing revisions to ethnic ministry strategies currently in development, e.g. the African Descent Strategic plan revision.

Objective 2: The churchwide organization and synods collaborate in planning and action to strengthen stewardship, mission interpretation, gifting and planned giving.

- **New Mission Support consultation process.** This revised process for engaging synod leaders and churchwide staff in Mission Support conversation has been well received, based on follow-up surveys and individual comments to Mission Support staff. In 2016, three synods and one region participated in the process. The synod stewardship and Mission Support plans prompted by the Comprehensive Mission Support Strategy have been key to the consultations, with some synods strengthening their plans as a result of the discussion.
- **Five-synod Mission Support Pilot.** This three-year project spans 2016 to 2018. Results for the first fiscal year will be available by the spring 2017 Church Council meeting.
- **Peer-to-Peer Fundraising System.** For the 2016 ELCA World Hunger Big Game Synod Challenge, the North Carolina, South Carolina and Rocky Mountain synods leveraged this online platform (built in collaboration with Mission Advancement) for a friendly Super Bowl competition in support of the ELCA's commitment to ending hunger, together raising more than \$75,000.
- **Expanded fundraising staff.** Since the beginning of *The Campaign for the ELCA*, associate directors and manager for donor relations positions have been added to the campaign, Global Church Sponsorship, Fund for Leaders and ELCA World Hunger teams. Global Church also added short-term and contract positions to enhance congregational capacity. A new donor research team and a grant writer focused on foundation relations have been key to fundraising

growth.

- **Gift planners added. ELCA Foundation partnerships initiated.** In keeping with its 2016-2018 business plan, the ELCA Foundation added two gift planners and initiated six partnerships (two new and four built around existing gift planners). A gift planner for Illinois was added early in 2017, and searches for four additional gift planners are underway. The national network includes more than 150 partners. The ELCA Foundation is taking steps to grow this number.
- **Strengthening planned giving.** The Church Council initiated a Task Force on Structure and Governance for the Foundation. Task force recommendations will seek to strengthen planned-giving programs and will be presented to the Church Council in April and November 2017.
- **Stewardship marketing communications plan.** Key elements were completed in 2016: Statements of intent for Mission Support, annual report covers for congregational meetings and certificates for thanks for synods to send to congregations. Where Does My Offering Go? posters have been effective. StewardNet, stewardTalk, stewardStats and stewardCast were also provided to help implement the Comprehensive Mission Support Strategy.
- **Realignment for storytelling.** With the creation of a director of content strategy role and the Living Lutheran editors' title change to content editors, Strategic Communications is setting the foundation for strong storytelling across all mediums and channels. Since 2016, weekly storytelling meetings invite content and ideas from all areas across this church.
- **Messaging strategy for Mission Support.** In 2016, a new messaging strategy across internal and external channels informed resources like the Where Does My Offering Go? poster, Stories of Faith in Action, and more. An animated video Where Does My Offering Go? was released in 2016, receiving 4,000 YouTube views. Certificates of thanks and video introductions are strengthening relationships between leaders and the Mission Support team.
- **Directors for Evangelical Mission Partners Table.** The table was created to facilitate cross-program and cross-unit coordination and to support the work of directors for evangelical mission in synods. The table measures the directors' impact throughout the church. Membership includes Chicago-based staff from the Domestic Mission and Mission Advancement units, the Office of the Presiding Bishop, three directors for evangelical mission and three synod bishops.
 - **Rediscover Macedonia Project.** Learnings from the first three Macedonia groups were shared through stewardCast 2016 and directly with directors for evangelical mission. Six pilots with The Generosity Project concluded in 2016, equipping 20 leaders to share in their own and neighboring synods.
 - **Preaching Stewardship Resource.** The resource was introduced in September, with a video provided to each director for evangelical mission and synod stewardship staff for use in congregations. Research and Evaluation is analyzing results from more than 50 synods that participated, with project learnings to be shared in 2017.

Objective 3: The Campaign for the ELCA is successfully launched and communication and messaging about the campaign reaches synods, congregations and members and creates a groundswell of support.

- **Always Being Made New: The Campaign for the ELCA.** In 2016, the focus of the campaign turned to ELCA World Hunger. A congregational toolkit equipped congregations to participate in the Lenten Challenge, reaching more than 18,000 congregations, synods and

leaders. The accompanying devotional went through two reprints, and a total of 21,000 devotional calendars were distributed. This concerted effort helped ELCA World Hunger increase its first quarter revenue by 57 percent, compared to the same period in FY2015, ending the fiscal year with revenue of \$21.9 million. Giving was especially strong from congregations and synods.

- **Additional campaign resources:**
 - Three Spanish-language campaign resources were piloted in 2016. Since materials were made available in 2015, 151 mini-case statements and 205 campaign case statements have been ordered, and Presiding Bishop Eaton's video message has 274 YouTube views. *The Campaign for the ELCA* continues to monitor the demand for materials in Spanish.
 - In preparation for *The Campaign for the ELCA* 2017 theme year of Global Church Sponsorship, a congregational toolkit was developed and distributed in December 2016.
 - In cooperation with Mission Support colleagues, the campaign sent a monthly summary and memo to bishops, vice presidents and synod treasurers, detailing monthly and year-to-date giving to Mission Support, campaign-related ministries, and other ELCA churchwide ministries.
 - A campaign annual report for 2015 was distributed to more than 114,000 contacts (via hard-copy or electronic distribution), including 40,000 prospective major donors. The annual report for 2016 will be shared in spring 2017.
- **Campaign Steering Committee and Bishop's Advisory Council joint board meeting.** The Campaign Steering Committee and Bishop's Advisory Council (volunteer advisory boards) met together in October, and the Rick Steves documentary was premiered. At the midpoint of *The Campaign for the ELCA*, the meeting allowed the ELCA to thank its most generous volunteer leaders and energize them for the remaining campaign.
- **International Women Leaders initiative.** Upon the invitation of Presiding Bishop Eaton, more than 70 women philanthropists joined in an unprecedented gathering in Austin, Texas, in fall 2016 under the theme "Imagine Together New Possibilities for Women United in Christ Jesus." The gathering enhanced awareness of the initiative and increased commitments to the fundraising goal.

Objective 4: Responsibility for the campaign goals and strategies is shared by all churchwide office and units and by the ELCA's three leadership tables.

- **Staff participation.** 57.4 percent of churchwide staff participated in *The Campaign for the ELCA*, somewhat short of the goal of 70 percent, but 100 percent of the Administrative Team and 94 percent of senior leadership participated.
- **Leadership participation.** Additionally, 87 percent of Church Council members, 91 percent of Conference of Bishops membership, and 93 percent of Campaign Steering Committee members have supported *The Campaign for the ELCA* with financial gifts.

Objective 5: The churchwide organization fundraising model optimizes the donor experience, stewards donors through different types and levels of contribution, and increases giving.

- **ELCA Foundation donor relations.** In March 2016, the ELCA Foundation hired a director for trust and gift administration to oversee the complex processes around gift acceptance and administration, as well as donor and partner services. The Donor Relations Team is working

closely with donors and constituents on issues specific to their gifts and investments.

- **ELCA Foundation incorporation.** The Church Council-appointed task force, referenced in Objective 2, will also consider separate incorporation of the ELCA Foundation. The task force met in January 2017, with final recommendations expected in November 2017.
- **Enhancing participant communication.** The ELCA Foundation, with the Office of the Treasurer and help from Graystone Consulting, is reviewing account processing, due to the increase in outside participants in Fund A. Creation of a compliance officer position will increase capacity for generating disclosure statements and other board, donor and participant communications.
- **Donor stewardship.** Since its start in 2015, program staff members have collaborated with colleagues in Mission Advancement to implement consistent procedures for thanking donors across ELCA funds, initiate welcome packets for new donors, improve the gift-acknowledgment process, and improve stewardship and tracking of deferred-giving donors.
- **Fundraising success.** The infrastructure and strategic trajectory of *The Campaign for the ELCA* have helped Mission Advancement attract the five largest current gift commitments in ELCA history since 2014 (these five gifts total \$8 million). Fundraising growth has occurred across funds and at all giving levels.
 - **The Campaign for the ELCA.** Encompassing 10 ELCA ministry priorities, the campaign has completed three of its scheduled five years. The campaign is on track to meet its overall fundraising goal, with \$113 million in gifts and commitments as of Jan. 31, 2017. This represents 57.3 percent of the campaign’s \$198 million goal.
 - **ELCA Global Church Sponsorship.** It raised \$4.34 million in FY2016 against a \$4.665 million goal, a 21 percent revenue increase from FY2015, thanks to a fully staffed team and robust fundraising and networking strategies. Young Adults in Global Mission volunteers used a new peer-to-peer fundraising platform to generate more than \$137,000. The inaugural ELCA Women Leaders gathering generated more than \$680,000 in gifts and commitments for the International Women Leaders initiative and led to a four-fold increase in revenue for this program over FY2015.



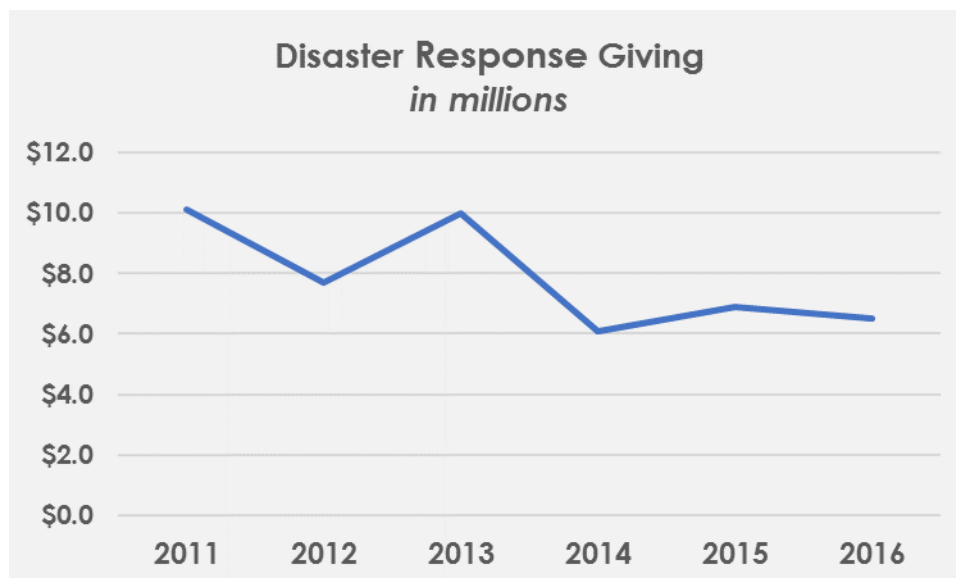
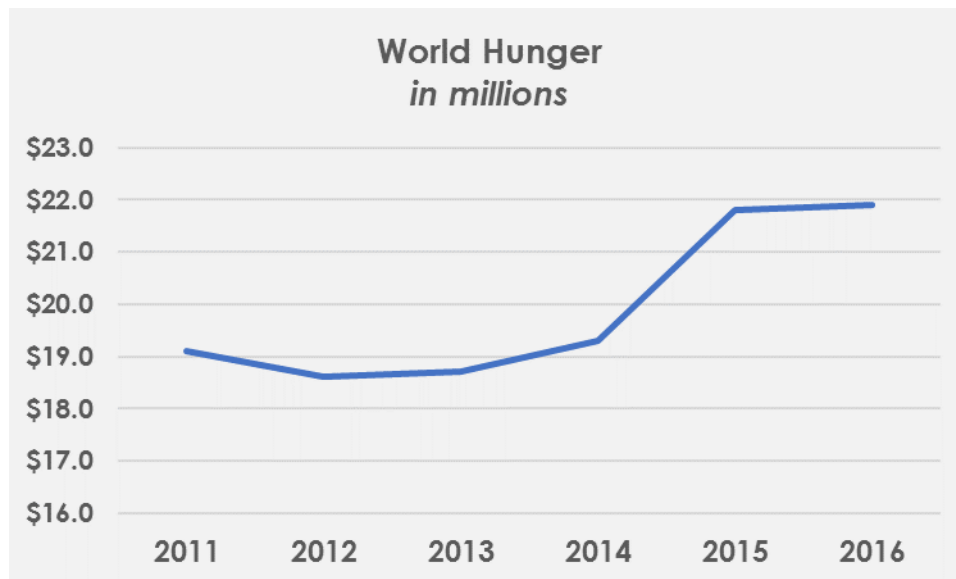
- **ELCA Fund for Leaders.** Driven by a new team, the endowment has reached \$48.7 million, allowing the program to provide more than \$2 million in scholarships to 250 seminary students in 2016-2017. A FY2016 fundraising total of \$2.93 million (against a \$3 million goal) brings the fund to a strong 79.5 percent of its overall campaign goal (\$11.9 million raised, including commitments, against a \$15 million goal). A \$3 million gift commitment in 2016 prompted the introduction of an expanded scholarship program to provide an additional 60 full-tuition scholarships over the next three years.
- **ELCA World Hunger.** It saw sustained growth in giving since 2013, moving from pre-campaign annual revenue of \$18.7 million in FY2013, to \$19.3 million in FY2014, to \$21.9 million in FY2015, and \$21.9 million in FY2016. Expanded fundraising staff, a robust congregational strategy, intentional outreach to previous ELCA Malaria Campaign donors, and a growing and increasingly engaged ELCA World Hunger leaders network have contributed to this steady revenue growth. The successful Lenten Challenge among congregations will repeat in 2017.
- **Lutheran Disaster Response (LDR).** Giving to LDR totaled \$6.5 million in FY2016, a decrease of 5 percent over FY2015. In addition to general LDR gifts, LDR raised funds for Hurricane Matthew, Louisiana Gulf Coast flooding, the African drought, West Virginia flooding, the Nepal earthquake, the Middle East and refugee crisis, and AMMPARO: Protecting Migrant Minors.

WE ARE CHURCH FOR THE SAKE OF THE WORLD

As members of the ELCA, we believe that we are freed in Christ to serve and love our neighbor. We do God's work of restoring and reconciling communities in Jesus Christ's name throughout the world. ELCA members are part of a strong global network of people living out their faith, serving their neighbor, and making the world a better place. **Strategic Goal 3** embodies that calling.

Goal 3

Impoverished and vulnerable people, locally and globally, achieve sufficient, sustainable lives and are accompanied in addressing the challenges of poverty, injustice and emergencies in their communities.

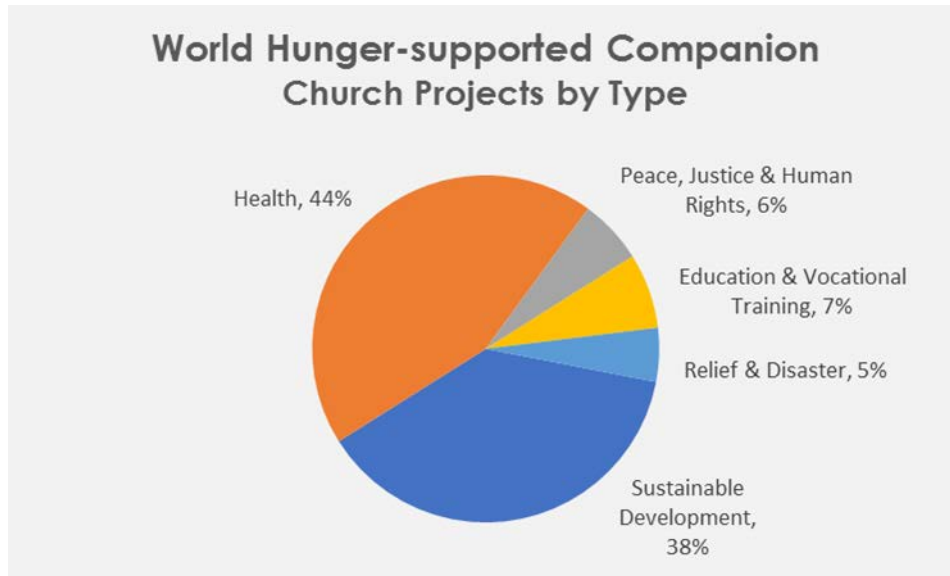


SIGNIFICANT ACHIEVEMENTS

Objective 1: The ELCA's international relief and development program expands and is effective in addressing priority needs identified by companion churches and local development partners.

- **Health care.** ELCA engagement strengthened the life-saving and healing ministries of hospitals and clinics in countries such as Liberia, Madagascar and Zimbabwe. With support through *The Campaign for the ELCA*, ground was broken in 2016 in Juba, South Sudan, for a clinic focused on maternal-child health. A large and growing area of our work around the globe is disease prevention and health promotion through community-based, primary health projects. For example, in Chile, Educacion Popular en Salud-EPES (Popular Education in Health) received ELCA World Hunger support for this grass-roots work and is accompanied by an ELCA long-term missionary. Moreover, the ELCA seeks to make the HIV and AIDS and malaria pandemics history by addressing underlying injustices with a focus on poverty.
- **Sustainable development.** Global Mission supported projects and programs across a variety of sectors including water, agriculture, livelihoods, food security, and peace and reconciliation. In 2015, approximately \$5 million was provided to 78 projects with a water work component (e.g. wells, boreholes, spring boxes, water for irrigation, sanitation and hygiene, etc.). Food security and its link to health and nutrition underscore many projects. For example, in Burure, Zimbabwe, Global Mission supported not only a health clinic but also education, HIV and AIDS education, life-skills training, agriculture and food preservation, and livelihoods. Together, these foster a broad impact on the lives of the people in Burure. In Cambodia, people who had been landless have been able to acquire new land and grow new crops, leading to improved nutrition, increased incomes, and the ability to send their children to school. In Zimbabwe, a peace and reconciliation program has helped participants heal from the trauma of conflict and is enabling the delivery of humanitarian assistance and the promotion of development.
- **Impact of accompaniment on ELCA World Hunger-funded projects.** The Diakonia Team accompanies companion churches and Lutheran and ecumenical partners in their relief and development work across the globe. The ELCA walks alongside our companions as they address priorities identified by local communities. Conducting nearly 500 proposal reviews, conversations, visits and workshops in 2016, Global Mission helped ensure that these projects effectively implement sustainable solutions to local priorities.
- **ELCA World Hunger-supported companion church projects.** Sectors of investment in 2016:

44 percent	Health: slightly down from 2015
38 percent	Sustainable development: slightly up from 2015
7 percent	Education and vocational training: slightly down from 2015
6 percent	Peace, justice and human rights: relatively steady from 2015
5 percent	Relief and disaster: up from 2015



- **Relief and development grants.** Global Mission provided nearly 250 such grants in roughly 60 countries in 2016. Over the last three years or so, Global Mission has steadily increased bilateral support to companion churches, concentrating growth expenditures toward companion church projects since 2014.
- **Sharing Resources in Ministry: A guide for ELCA synods and congregations on mutual accountability in projects.** Introduced at the end of 2015, this resource was presented to companion synod networks in regional gatherings. Two events were held in the Florida-Bahamas Synod, the North Carolina Synod and the South Carolina Synod, training companion synod leadership in using a project “concept note.” Synod leaders are now using the concept note in their work with companion synods.

Objective 2: The ELCA expands its role in international disaster response and humanitarian assistance and works effectively with its global operating partners.

- **Lutheran Disaster Response-International (LDR-I).** In 2016, LDR-I supported 47 disaster relief and recovery projects in 31 countries, with total expenditures of \$2,661,808. This is an increase of disasters responded to over both 2014 and 2015, where 23 disasters were responded to in 29 countries, and 30 in 19 countries, respectively. Expenditures in 2014 and 2015 were \$5,848,686 and \$3,595,157, respectively. LDR-I is using a more integrated, long-term approach to work in Cambodia, Central African Republic, Liberia, Nepal and Sierra Leone. The strategy has helped build a foundation for sustained action by companion churches and partners as they transition from relief to sustainable development, integrating issues like food security, health, and climate change mitigation and adaptation. For example, in a Serbian Roma community severely affected by a devastating flood, support was provided to first rebuild destroyed homes. The next phase of this integrated approach invested in livestock, construction of structures to house the animals, and the purchase of other items for the 17 families supported (82 individuals – adults and children), such as registration papers for a vehicle used to collect used goods and an outboard motor for a fishing boat. In Nepal, the focus in 2017 and beyond will be on empowering communities and meeting critical livelihood needs following the devastating 2015 earthquake. With local implementing partners, the ELCA will be rebuilding more than 315 damaged homes and community water and sanitation facilities. Moreover,

with LDR-I, 25 learning centers and a primary health care infrastructure (including an ambulance) are being rebuilt, and personal income generation activities will be implemented, focusing on the women in Dalit.

- **Global migration.** ELCA Global Mission is responding to several critical global refugee or migration crises. Through relationships with global companions and partners, we provide humanitarian assistance, extend a welcome to the stranger, and encourage those in power to work for peace with justice. Support has been provided to companions and partners in Hungary, Serbia, northern Iraq, Syria and Jordan, to assist those in transit and those living in refugee camps and host communities. With ELCA support, the Asylum Protection Center in Serbia provides critical information, humanitarian supplies and psychosocial support to refugees from countries such as Iraq, Syria and Afghanistan. Also in Serbia, ELCA Lutheran Disaster Response provided \$100,000 in 2016 to build a temporary shelter and supply acute humanitarian needs for refugees during the winter months. The shelter is insulated and heated and can be used by approximately 200 single mothers with children and/or families on a daily basis. In Sub-Saharan Africa, an ELCA missionary is accompanying Sudanese refugees in Gambella, while additional support is provided for refugee camps in Kakuma and Daabab.
- **Deeper coordination between ELCA World Hunger and Lutheran Disaster Response-International.** The improved coordination enhanced joint planning, communication and fundraising efforts, particularly affecting our engagements in Eastern Europe over the last three years. Before the refugee crisis made international news, a large investment of ELCA World Hunger funds had been made in projects that support migrants and refugees and was accompanied by significant LDR-I investments, particularly as the situation in Syria worsened. Both are also coordinating in the Nepal earthquake recovery.

Objective 3: ELCA congregations are effectively contributing to alleviation of poverty, hunger and marginalization in their communities.

- **Domestic Hunger Grants.** In 2016, \$746,810 in grants were allocated, including four advocacy grants totally \$10,500, 43 development grants totaling \$111,960, 39 organizing grants totaling \$91,600, and 263 relief grants totaling \$535,750. In late 2016, the grants program moved into year two of the funding cycle. Final 2017 allocations have not been made but will be approximately \$827,000. The program is using key recommendations from the 2014 Tiger (assessment) Team to build out priorities for Domestic Hunger Grants and identify and support programs that address root causes of hunger and poverty in our communities.
- **Domestic Hunger initiative pilot projects.** They continue to be central in living out the vision for Domestic Hunger programming, set forth by the 2014 Tiger Team. These projects try innovative ways to respond to hunger and poverty and engage congregations and communities in their work.
- **Domestic Hunger pilot leadership development projects.** Two were launched in 2016 – the first, with the African immigrant and refugee ministry in Nashville, Tenn., and the second, with a multicultural ministry focus, among the homeless and people living in poverty in Pittsburgh. The community-organizing training was postponed until fall 2017.
- **Peer-to-peer fundraising system.** Mentioned in Goal 5, Objective 2, the 2016 ELCA World Hunger Big Game Synod Challenge among three synods raised more than \$75,000 to end hunger.

- **Congregational giving to ELCA World Hunger.** As indicated, growth in overall giving to ELCA World Hunger was largely driven by growth in giving through congregations and synods.
- **AMMPARO (Accompany Migrant Minors with Protection, Advocacy, Representation and Opportunities).** As indicated, the 2016 ELCA Churchwide Assembly approved the AMMPARO strategy. Implementation staff members were hired. Welcoming congregations were established in four synods. A communication strategy was developed, rolling out two Living Lutheran stories in Seeds for the Parish, an updated AMMPARO website and an AMMPARO Facebook page. Staff renewed financial support to programs in Honduras and El Salvador that address root causes of migration and assistance to deportees. A new program was opened with a companion in Guatemala. AMMPARO is part of the ELCA advocacy plan to affect applicable legislation. In addition to working across churchwide units, AMMPARO is collaborating with other faith partners, including full communion partners and Lutheran Immigration and Refugee Service.

Objective 4: Lutheran Disaster Response U.S. and Caribbean, with its affiliates and partner synods, is effective in responding to domestic disasters, and capacities for disaster preparedness and response are strengthened.

- **Response time.** Lutheran Disaster Response (LDR) responds to disasters by contacting the local affiliate or synod within 48 hours of impact. When disasters are forecast, LDR often makes contact before the disaster.
- **Affiliate expansion.** The Upstate New York Synod signed a Statement of Understanding with LDR to serve as the affiliate. LDR is also in conversation with an ELCA camping ministry about affiliating.
- **Affiliate engagement.** LDR held a national consultation with 47 participants from 24 affiliates and seven synods, totaling 89 percent of all LDR affiliates. Additionally:
 - Twenty-nine out of 35 separately incorporated ministries or synods (82 percent) participated in the asset mapping survey.
 - Four regional groups have set goals to enhance regional cooperation.
 - A network webinar on long-term recovery assisted coordinators in understanding disasters.

Objective 5: Development and humanitarian assistance reaches the most vulnerable and marginalized people in communities and embeds principles of gender and racial justice.

- **Domestic Hunger Grants.** Through the Domestic Hunger Grant program referenced in Objective 3, the ELCA is responding to the most vulnerable, supporting advocacy, development, organizing and relief efforts.
- **Global Mission projects.** In addition to the nearly 250 projects in approximately 60 countries supported by ELCA World Hunger in 2016, Lutheran Disaster Response-International supported 47 disaster relief and recovery projects in 31 countries. These efforts consistently seek to reach the most vulnerable, including women and children, and those most marginalized. Furthermore, screening tools to ensure that principles of gender and racial justice are upheld are under development.

Objective 6: ELCA leaders have a deeper theological understanding of the connection between

witness and service and the ELCA's model of accompaniment.

- **Immersion.** Global Mission's Mission Formation Team partnered with an ELCA Ecumenical Advocacy event on clean water and climate change in Pennsylvania, providing resources and an immersion experience to area educators and advocates.
- **Disaster response time horizon.** Staying present alongside the vulnerable through long-term restoration manifests in yet another way the ELCA's model of accompaniment.

Objective 7: The churchwide organization improves the way it measures, communicates and accounts for the impact and effectiveness of domestic and international World Hunger programs and partnerships.

- **Online grants software management system.** In 2016, the churchwide organization began the rollout of this new system to be used for all grants provided by the churchwide organization, including ELCA World Hunger. It enhances measurement and reporting of results of ELCA World Hunger-supported projects. The data generated will be used for planning, monitoring, evaluation, reporting and learning (PMERL), and communication. Completion is expected mid-2017.
 - Phase one commenced at the end of July and closed mid-December 2016. The team set out to capture about 30 identified processes, but ended up capturing more than 90, once subject-matter experts' trust was gained. Guided by the new grants policy, the team refined the scope and translated the processes into 10 applications that will serve as the standard business workflows. The next phase rolls out a unified system.
- **Grants management policy.** This policy was also developed to spell out requirements for all grants provided by the churchwide organization, ensuring common accountability practices across the organization.
- **The Campaign for the ELCA focus year on ELCA World Hunger.** During this focus year, the World Hunger Planning Team moved toward five emerging priority areas to guide the ministry through the campaign and beyond.
 - Ministry and projects that are transformative, holistic and integrated.
 - Complementary and differentiated channels of ELCA World Hunger and Lutheran Disaster Response, especially in situations where natural and human-caused disasters exacerbate the situation for the most vulnerable.
 - Transformative work through and as church and congregations.
 - Direct engagement and leadership of people who themselves are experiencing hunger and poverty.
 - Improved impact reporting and cross-unit work.
- **ELCA World Hunger communications.** ELCA World Hunger and Strategic Communications continued to use the new World Hunger messaging strategy to shape video, presentation and print communications, garnering positive feedback. Thirteen World Hunger and/or Lutheran Disaster Response stories were featured in Living Lutheran (print and online). Other communications included more than 15 stories in newsletters (primarily ELCA World Hunger's LifeLines), four direct-mail appeals, 14 bulletin inserts, and regular posts on ELCA social media platforms.

Objective 8: The ELCA is known as a church committed to the eradication of hunger and poverty, and networks across this church are actively engaged in World Hunger campaign efforts, programs and advocacy.

- **The Campaign for the ELCA focus on hunger.** Focusing a year of the campaign on ELCA World Hunger increased capacity to engage congregations and individuals in the eradication of hunger and poverty. Nearly 450 congregations joined the ELCA World Hunger's 40 Days of Giving opportunity, the first of its kind. Forty-five synods hosted a special workshop, theme or offering for the focus-year efforts. As indicated, ELCA World Hunger has seen sustained growth in giving since 2013 and a record high in FY2016.
- **Increase in ELCA World Hunger contacts.** With a new total of 2,264 contact people, the number of ELCA World Hunger contacts has doubled since the February 2014 start of *The Campaign for the ELCA*. The list now contains individuals in all 65 synods. There are 1,665 individuals listed as World Hunger contacts in the congregational leaders directory, an increase of 22 percent from last year. Subscribers to the ELCA World Hunger network newsletter, *Go and Do News*, total 939, up 18 percent from 2015.
- **ELCA World Hunger companion church projects.** As detailed in Objective 1, Global Mission invested in ELCA World Hunger companion church projects in areas ranging from health and sustainable development to peace, justice, human rights, education, training and disaster relief.
- **Regional gatherings.** Since 2013, Global Mission has hosted 27 regional gatherings with ELCA World Hunger, including five Network for Mission events.

Objective 9: The churchwide organization leads and joins with other Lutheran agencies, ecumenical and inter-religious partners for national and international advocacy, strategically leveraging expertise for maximum impact on issues of common concern.

- **National advocacy.** At the 2015 ELCA Advocacy Convening, 27 bishops and 17 community leaders from across the United States gathered with ELCA and The Episcopal Church staff on Capitol Hill. The ELCA Advocacy office in Washington, D.C., and The Episcopal Church Office of Government Relations (OGR) continue to work closely. The ELCA director of advocacy served on the search committee for the new OGR director and The Episcopal Church environmental policy staff served on the interview team for the ELCA environment and energy staff position.
- **State Public Policy.** ELCA State Public Policy offices continued to develop greater collaboration, asset sharing, communication and state-based legislative hunger advocacy as one of the most robust denominational state networks among most of our ecumenical partners. In 2016, the network expanded into Ohio, the Southeastern Synod and Texas, developing hunger and poverty agendas affecting nine synods in six new states.
- **Inter-religious conversations and events.** These efforts proceeded, including engagement in the Faith and Feminism inter-religious working group, co-sponsorship of both the interfaith prayer breakfast and an interfaith prayer service during a U.N. meeting on HIV and AIDS, the interfaith pre-conference at the International AIDS Conference, and ecumenical coordination at the annual meetings of the United Nations Commission on the Status of Women.

CHURCHWIDE ORGANIZATION EFFICIENCY AND EFFECTIVENESS

The churchwide organization has a responsibility within the three interdependent expressions of the ELCA to act as careful stewards of its resources, such as money, staff, technology and its constitutional obligations. **Strategic Goal 6** embraces this responsibility.

Goal 6

The churchwide organization is effective in fulfilling its roles and functions on behalf of the ELCA and further develops an organizational culture characterized by strong leadership, accountability, competent and motivated staff, effective systems and learning.

SIGNIFICANT ACHIEVEMENTS

Objective 1: Church governance structures are equipped and adequately supported to be effective in their governance roles and processes on behalf of this church.

- **My.ELCA.org.** Seventeen groups, including the Church Council, moved or began to move from NetCommunity to MyELCA. A dozen other NetCommunity groups were archived and deleted. Nine groups that didn't have a presence on NetCommunity have established MyELCA sites.
 - Registered users on MyELCA totaled 1,213 at the end of 2016, up 330 percent from 2015.
 - Users logged 8,665 sessions, up 436 percent from 2015.
 - File sharing is the most popular feature of these collaboration sites. Some groups used the shared calendar and conversation features.
- **Guidebook and iPad technology.** This technology enabled a nearly paperless 2016 ELCA Churchwide Assembly, markedly increasing efficiency of information flow to voting members and conserving 47,000 pounds of paper. Twenty-one synod assemblies used the Guidebook technology, the same as in 2015 and up from 10 in 2014.
- **Synod online data archives.** The Office of the Secretary continues to work with the 59 synods that are using the synod online data archives to archive their assembly minutes, synod council minutes and other important information. As the records are digitized in the churchwide office, the effort helps synods use less paper and reduce storage space.
- **New process to support the identification of vice president nominees.** For the 2016 election of the ELCA vice president, the Office of the Secretary followed the identification process adopted in continuing resolution 19.31.B15. Four months before the 2016 ELCA Churchwide Assembly, voting members submitted up to three names of potential candidates. The Office of the Secretary requested and circulated biographical information from candidates who were open to consideration. The office is evaluating the process' helpfulness to voting members.
- **Annual parochial report trends and modifications.** Goal 2, Objective 5, speaks to the continued decrease in congregations submitting the annual parochial report, recent modifications and ongoing optimization of the forms to support congregational ministry.

Objective 2: The churchwide organization develops a stronger performance-management and

results culture in its operations, and leaders are held accountable for budgets, plans and results.

- **Renewal Tiger Team process:** A week-long Tiger Team process was implemented to re-focus and enhance the ELCA Domestic Mission Congregational Renewal program. It engaged a representative group of stakeholders to review and analyze more than 50 one-on-one interviews, evaluate programmatic and operational effectiveness of our congregational development work with existing congregations, and present their findings and recommendations to the unit executive to inform churchwide and synodical revitalization efforts with congregations.
- **Cost allocation and financial services consultation.** The churchwide organization completed this project in fall 2016, yielding recommendations for achieving greater transparency in cost allocation and collaboration for financial management of churchwide programs. At the direction of the ELCA Administrative Team, implementation of selected recommendations will begin in 2017.
- **Coordination of capital budgeting and technology.** The Technology Advancement Team reviewed the coordination process with the Capital Budget Committee and considered the new process successful. Ongoing feedback will continue to strengthen the process.
- **Performance of units.** Units worked with consultants and coaches to strengthen internal teams and improve performance.

Objective 3: Processes for staff recruitment, orientation and development are efficient, comprehensive and aligned to the churchwide organization's priorities.

- **Systems and Technology Access Request (STAR).** In August 2016, Information Technology rolled out the new STAR process for all churchwide organization units. With STAR, all employee updates, including contract employees, are initiated by Human Resources and routed via workflow and automation for necessary approvals, as well as account provisioning, changes or deactivations.
 - This process is integrated with onboarding processes so that employee accounts with a determined end of employment date automatically expire on that date.
 - The new interface and process have proved to be effective and simple to use by Human Resources and units. Information Technology and Human Resources continue to explore how to improve communication and potentially integrate Paylocity, the Human Resources information system, with STAR.
- **Nurturing diversity.** Human Resources staff posted or worked toward placing job postings with Ethnic Association Presidents, Center for Changing Lives, diversity.com, Lutheran Services of America, NPO.net (Non-Profit Opportunities) and the Association of Lutheran Development Executives to attract a more racially and ethnically diverse pool of candidates for churchwide organization positions.
- **Churchwide organization staff development.** Human Resources provided staff with Others Emotional Intelligence Training to enhance working relationships, Time Management and Organizational Skills to enhance efficiency, a monthly Supervisor Roundtable to build skills and communication and led Cohort II through the Churchwide Organization Leadership Development Program. Human Resources also created and filled a director of employee engagement and development to cultivate new training models.

Objective 4: Common frameworks and approaches to gender justice and racial justice guide the churchwide organization's work and its employment and workplace policies and practices.

- **Orientation.** The Race Forward Racial Justice Leadership Model and trainings continue to be offered in orientations and other churchwide organization unit gatherings.
- **Domestic Mission staff meetings.** Racial and gender justice work is a component of Domestic Mission all-staff meetings and within the Domestic Mission leadership team.
- **Professional development training** was offered using Trinity Institute's Sacred Conversations for Racial Justice.

Objective 5: Churchwide organization staff grow in their ability to articulate and communicate the theological rationales for programs, activities and decisions.

- **Resource on Lutheranism for churchwide organization staff.** This project of ELCA Strategic Communications and ELCA Theological Discernment was piloted in 2016 and ready for implementation beginning February 2017.
- **Key messages.** Mission Advancement developed theological talking points for Mission Support and ELCA World Hunger and also worked with ELCA Theological Discernment on key Lutheran messages for use by ELCA Strategic Communications.
- **Theology of stewardship.** A document is being developed to help churchwide staff understand the Lutheran foundations of stewardship. A final version is expected in early 2017.

Objective 6: The churchwide organization achieves enterprise-wide adoption of processes, systems and technologies that optimize results, increase efficiency and are adaptable to new needs.

- **Technology and capital budget process integration.** The Technology Advancement Team prioritization process and the Capital Budget Committee process were joined to integrate the work effort and budget needed for large projects. The process was used in prioritizing and approving the grants management system implementation and the annual project identification process. 2017 projects were prioritized for staff and budget resources, enhancing availability of resources for initiatives with the highest priority and potential for positive impact.
- **The Information Technology (IT) capacity analysis.** The analysis and subsequent optimization improved IT's service to the churchwide organization, lowering its average time to service reported incidents from 4.4 days in the first half of 2015 to 2.6 days in the second half of 2016.
- **IT support of mission enabling projects.** IT used its standard project management process to improve on-time and on-budget support of projects like roster unification, grants management, System and Technology Access Request (STAR), the End User Project, the multimedia repository, digital archives and records center, and the Living Lutheran launch. Previously developed platforms, such as my.ELCA.org, enabled quick turnaround for the ELCA Fund for Leaders scholarship application system, discussed in detail under Goal 2, Objective 4.

- **Information security.** To increase security, IT added new technologies, managed services to proactively monitor the computing environment and engaged a security adviser. These and other security initiatives reduced identified technology risks by more than 230 percent in 2016.
- **Unit renaming.** Renaming the Congregational and Synodical Mission unit to Domestic Mission, as referenced in Goal 2, Objective 4, concluded in 2016. It enhances the efficiency and effectiveness of the churchwide organization, better captures the scope of the unit's ministries and aligns unit naming within the churchwide organization.
- **Digitization of records.** The Office of the Secretary is beginning a process to digitize the files of rostered ministers who have resigned or have been removed from the ELCA rosters. Plans call for a protocol that all synods and the Office of the Secretary will use to maintain digital records for rostered ministers. This long-term project will begin in the Office of the Secretary, putting staff in the position to advise and assist synods in moving from paper to digital files.

SETBACKS, DELAYS AND ACTIONS NEEDED

- Staff transition.** Global Mission's Global Service Team, which includes Young Adults in Global Mission program staff, experienced significant staff transition in the past year. It affected work load and the continued development of the YAGM alumni leadership team.

ACTION TAKEN: The Global Service Team used these transitions to restructure and re-vision the work of recruiting, training and sending missionaries.

Staff turnover on the Global Mission Diakonia team and lengthy recruiting cycles delayed several tasks: developing screening tools to identify the capacity building needs of companion churches, developing categories for that assistance, and codifying those for budget tracking and decision-making. These will proceed when a team is hired by mid-2017.

The Office of the Treasurer's finance team had multiple concurrent position vacancies during 2016. Continuing the regular operations while filling those vacancies required a significant amount of investment of time and resources. Most of the positions have been filled as of December 2016; there remains one existing position in the recruitment process. There are also two new positions to be filled in efforts to provide additional oversight and capacity for the endowment and deferred-gift programs.

ACTION NEEDED: Create systems to reduce turnover and mitigate its impact. Review recruiting, hiring and management processes to attract, hire and retain top talent.
- Slow fundraising in three campaign components.** While *The Campaign for the ELCA* is on track to meet its overall fundraising goals, three of the 10 component ministries have exhibited slower fundraising growth, raising less than 20 percent of their goal after three years. These three – disability ministries, youth and young adults, and renewing congregations – make up just 8 percent of the overall campaign goal cumulatively. They are newer programs that have not yet developed a strong brand among ELCA members and lack a dedicated fundraising staff.

ACTION TAKEN: Mission Advancement used seed money from *The Campaign for the ELCA's* Where Needed Most fund to jumpstart program implementation and begin generating the impact to attract major donors. Mission Advancement continues to seek major gifts in support of these ministries.
- Grants management project delays and budget overruns.** A lack of clarity around enterprise decision-making processes caused delays and budget overruns in the development of the grants management system. Previous decisions were frequently re-opened.

ACTION NEEDED: Assess the cause of this pattern and identify prevention steps.

AREAS OF RISK

Missionary safety. Threats of geo-political unrest, extremism and disease are continued risks to our missionaries. Global Mission staff members are receiving additional training in the areas of crisis response and risk management.

Global system adaptation. Risks inherent in using online grants management software (language,

accessibility, monitoring and reporting capacity, etc.) with global companions need to be managed by developing feasible workarounds.

KEY LEARNINGS

The impact of:

Vision

The Campaign for the ELCA is creating benefits beyond revenue for campaign ministries. The vision articulated by the campaign allowed Mission Advancement to secure the five largest gifts in ELCA history. It has provided a platform to invest in prospect research, wealth screenings, grant-writing and more gift officers, moving Mission Advancement toward sustainability.

Integration and sustained response

Projects supported by the Malaria Campaign have continued after meeting the fundraising goal. This integrated programming (i.e. across health and sustainable development sectors) can and is beginning to be replicated elsewhere, particularly across southern Africa.

The integrated, long-term approach to disaster response has shown that synergy between immediate and long-term humanitarian response efforts are leading to more resilient communities and improving efficiency by reducing fragmentation of ELCA resources.

Organization

Having the right champion, drivers, alignment, strategies and allies can lead to major victories like AMMPARO (Accompanying Migrant Minors with Protection, Advocacy, Representation and Opportunities) at the 2016 ELCA Churchwide Assembly. The learnings should be applied to the church's response to churchwide assembly actions on diversity and racial justice. When pieces of a strategic focus are housed with many portfolios, teams, initiatives, locations and expressions of the church, a road map, authorized by the presiding bishop and Administrative Team, is necessary for gathering all resources to have real impact.

Collaboration, proper prioritization and planning are essential for successful projects.

Intentional processes

Using a week-long Tiger Team process to intentionally assess Domestic Mission's Congregational Renewal program provided helpful information and will result in the program being restructured in 2017.

Communication needs

Communication among the units within the churchwide organization remains an area of need. Strengthened communication between staff and executives can minimize last-minute changes and requests and enhance morale. Thoughtful communication between churchwide organization staff and outside constituencies is also necessary to minimize disruption in their

broader relationships and interaction with the churchwide organization.

Communication between the churchwide organization and Conference of Bishops can also be enhanced. In the restructuring of regional staff, the Conference of Bishops did not receive communication as early and as thorough as Domestic Mission perceived. Additionally, Domestic Mission and synods would benefit from being involved with newly elected bishops regarding directors for evangelical mission staffing early on, including in their orientation process.

APPENDIX A

Our strategic goals

Six strategic goals declare the churchwide organization's most important areas of work.

The goals express what we aim to achieve.

Goal 1 – Congregations are growing, vibrant in their worship life and diverse, and worshipers increase their engagement in and support for God's mission, locally and globally.

Goal 2 – Members of this church are better connected with who we are as church and relationships across this church's wider ecology are deepened and strengthened for evangelical witness and service in the world.

Goal 3 – Impoverished and vulnerable people, locally and globally, achieve sufficient, sustainable lives and are accompanied in addressing the challenges of poverty, injustice and emergencies in their communities.

Goal 4 – Lay and rostered leaders are grounded in Lutheran theology and competent to serve the church we are becoming, and the leadership profile reflects this church's aspiration for cultural, generational and socio-economic diversity.

Goal 5 – Leaders across this church are working together on strategies to address future sustainability of the ELCA, and the churchwide organization has a growing and sustainable revenue base for mission.

Goal 6 – The churchwide organization is effective in fulfilling its roles and functions on behalf of the ELCA and further develops an organization culture characterized by strong leadership, accountability, competent and motivated staff, effective systems and learning.

Report of the Presiding Bishop

There is a lot going on across this church in 2017 – it's the 500th anniversary of the Reformation, the council approved Called Forward Together in Christ, we are launching a new leadership initiative, work is being done on AMMPARO (Accompanying Migrant Minors with Protection, Advocacy, Representation and Opportunities), the Church Council's Theological Education Advisory Committee is hard at work and will bring a recommendation for the council's consideration at this meeting, a Foundation Task Force has been formed, and the *Always Being Made New: The Campaign for the ELCA* is on target. You have more in-depth reports on these items in your committee folders.

As you can see this church does many things. I sometimes wonder if we, like Martha, are “distracted with much serving” (Luke 10:40). In 2015, we started Called Forward Together in Christ to discern God's will and mission for the ELCA. If we can't do everything all the time everywhere, what might be our priorities? Five goals emerged:

1. a thriving church spreading the gospel and deepening faith for all people;
2. a church equipping people for their baptismal vocations in the world and this church;
3. an inviting and welcoming church that reflects and embraces the diversity of our communities and the gifts and opportunities that diversity brings;
4. a visible church deeply committed to working ecumenically and with of people of faith for justice, peace, and reconciliation in communities and around the world;
5. a well-governed, connected and sustainable church.

One could look at these goals and deduce that we are still trying to do everything. I do not believe that is the case. This is a carefully crafted document that is the result of extensive conversation and prayer. The Church Council, working with the Conference of Bishops and the churchwide organization, is charged with bringing this document to life. Called Forward Together in Christ is not an add-on to the work we do, it is the work we do.

The Church Council retreat gives us the time and space to get to work. I am excited to see what will emerge. I must also confess to a little anxiety. Will we be able convert the document into focused action? Will we engage all expressions of this church? Will the Called Forward goals continue to be the focus of the council's work into the future?

I think we are in for an adventure. I look forward to working with Church Council, staff, the Future Directions Table and the Conference of Bishops as the goals change from aspiration to reality. God alone knows how Called Forward Together in Christ will shape this church. Let's find out what God knows.

Report of the Secretary

At my first meeting of the Church Council, I said that I hoped to have a revised *Manual of Policies and Procedures for the Management of the Roster* for the April 2014 meeting of the Church Council. That naïve statement did lead to the work that comes before you at this meeting for action. In this report, I will try to identify the significant changes that are proposed for this document. My verbal report will be shorter than usual at this meeting so, if there are questions, please catch me in the hall or email me so that you have what you need to be fully informed before you act on this document.

I want to express my thanks and appreciation to Sue Rothmeyer for coordinating this work. Sue and Tom Cunniff developed the outline for this revision. Frank Imhoff has done his usual outstanding job of recording, formatting and saving the work at various stages of development. Phil Harris and Tom Cunniff were deeply involved in the various aspects of this document that had legal and constitutional implications. Lauren Gioe provided insight on the issues of how the new proposals would be implemented.

The Conference of Bishops has reviewed the proposal. There were no major concerns raised by the conference. Individual bishops did make suggestions that have been incorporated into this final proposal. Jeff Thiemann and Huck Usgaard were given opportunity to review the proposal, and several of their comments have been incorporated into what we are presenting.

The *Manual of Policies and Procedures for the Management of the Roster* is one of the constitutionally required policies that has been “developed by the appropriate unit, reviewed by the Conference of Bishops and adopted by the Church Council.” It provides the policy mechanism for synods and the Office of the Secretary to respond to specific situations that require action. We have tried to identify the appropriate constitutional requirement (highlighted) and then place the policy after the constitutional reference.

Significant Changes

Much of the roster manual is retained from its previous versions. We have tried to format the document in a way that makes sense to us. Sue has described the current edition of the manual as a “patchwork quilt.” Most of what you need is in it, but it is not always easy to find. The proposed version also treats ministers of Word and Service in the same order and outline as the ministers of Word and Sacrament. Obviously, there are items that do not apply to ministers of Word and Service, but the other sections are essentially in the same order.

Hours worked for call

One of the first questions we are attempting to answer is the number of hours to be worked for a call to be issued. Depending on the type of call, that can vary from an average of 10 hours per week to an average of 20 hour per week in the current manual. The proposed manual establishes that an average of 15 hours of work per week is required for a call to be issued.

Retired Roster Review

The proposed manual establishes that those who are on the roster of retired ministers shall be reviewed every three years. The Synod Council may delegate this review to the bishop or bishop’s staff. It does not require any proposed action to the Synod Council, if there are no recommended changes to the roster. It is only a review. If, however, there is an individual who is not using their retired status for the good of the church, the bishop can recommend to the Synod Council that the minister be removed from retired status. It takes a two-thirds vote of the Synod Council to remove an individual from the retired roster. If the actions of the minister rise to the level of disciplinary action, that process is also available to the synod.

Ecumenical Invitations and Calls

The section on inviting a pastor from a full communion partner to serve a congregation of the ELCA has been expanded. It is again important to note that pastors of full communion partners are not called by the congregation to serve but are issued an Invitation to Extended Service by the Synod Council and work under contract with the congregation. They remain on the roster of the full communion partner. **S7.27.** gives the Synod Council the authority to establish a process that grants voice and vote at a synod assembly to a pastor of a full communion partner serving an ELCA congregation. They do not automatically have voice and vote by virtue of serving under a letter of invitation.

For ELCA pastors serving in a full communion setting, the Synod Council issues a letter of call to the pastor for this service. By virtue of this letter of call, they are voting members of the Synod Assembly.

The amendments to the *Constitution, Bylaws and Continuing Resolutions of the Evangelical Lutheran Church in America* related to members of the Lutheran World Federation say that we treat pastors of those churches under the same rules as full communion partners, ELCA bylaw **8.18.01.** We have agreements with the Evangelical Lutheran Church in Canada and the Evangelical Church in Germany (EKD) that are in the appendix of the manual that describe the process used with these churches.

Exception to the three-year requirement

The process of seeking an exception to the constitutional provision that requires the initial call of a pastor be in a congregational setting for three years would require Synod Council action based on the recommendation of the bishop. The bishop and Synod Council would submit the request for an exception to the Conference of Bishops for approval.

Start date for new status on the roster

We have addressed the confusion as to the end date of a letter of call and the starting date of a new status on the roster. The day following the effective date of the termination of employment will be the starting date for the new status. This is not affected by severance agreements or vacation payouts. Issues related to continuation of Portico benefits should be addressed to Portico as part of the termination process of the call. While a previous employer cannot continue to sponsor a person in Portico after employment has ended, there are ways to contribute to the individual's pension prior to ending employment and there are ways to ensure that medical coverage is provided in a severance agreement. These issues should be addressed on a case-by-case basis with Portico in advance of termination of employment.

Service under call to synod interim ministry

Some synods issue term calls to synod interim pastors for terms of one to three years under the current policy. The current roster manual says that, if a person has not served in an interim position for twelve months, the Synod Council may terminate the call. The proposed manual requires that, if an interim pastor has not served in a congregation in twelve months, the call shall be terminated. This change does not affect those synods that call interim pastors to serve a specific congregation during the time of pastoral transition.

Retired status or extension to on leave from call status

The proposed manual would remove the ability of a synod to request an extension of an extension of on-leave-from-call status for a minister who meets the qualifications for retired status. A pastor who is granted retired status returns to the roster of ministers under call if he/she

accepts a call so it seems more appropriate for the pastor to be granted retired status rather than an extension of a previously granted extension of on-leave-from-call status.

We are moving the letters and forms that are in the current manual to an appendix. Since these are not part of the policy per se it makes sense to put them in a place where they can be updated as needed without needing to submit the policy for re-approval each time a letter or form is updated.

Digital Yearbook

The decision to move to an electronic yearbook is shared between the Office of the Secretary and 1517 Media. The current print edition of the yearbook is the last print version of this resource. We are working with IT and Mission Advancement to address the technical and data issues that this transition will require.

Questions of how dynamic the data should be in the “electronic yearbook” has opened more issues for us. It is my sense that we will have dynamic data for the rostered ministers. Data from the parochial reports and data about related institutions and organizations will be more of a snapshot than regularly updated information. For the purposes of the archives and the historical record we will be saving the information in the electronic yearbook annually so that comparisons can be made to earlier printed yearbooks.

2019 Churchwide Assembly

As I write this, MaryBeth Nowak is finishing up the final details for a proposed site and dates for the 2019 Churchwide Assembly. We will have the final proposal and action for you at the meeting.

There will be two officer elections at the 2019 assembly. My survey of bishops, vice presidents and Church Council members in 2016 was very clear that the election process for the presiding bishop should not be changed. The election process for the secretary should include some form of an identification process in advance of the assembly. I anticipate taking a continuing resolution to the November 2017 Church Council meeting that mirrors the one used in the vice president election in 2016. The issue about how long the biographical information is posted and how that is communicated to the voting members would be addressed in the rules of procedure for the 2019 assembly. We can also have further discussion about that aspect of the process as we near 2019.

It has come to my attention that three synods, Caribbean, Northwest Washington and Southwestern Washington, are not having an assembly in 2018. That is an issue since that would be the assembly that would be electing voting members for the 2019 Churchwide Assembly. It is also an issue for the nomination for Church Council members if the synod is one of those nominating. We will not have the data needed for the formula for determining the number of voting members assigned to the synods until October or November of this year, ELCA bylaw **12.41.11**. I have and will continue to encourage synods to schedule their assemblies so that they have one the year before a churchwide assembly. This is another issue we need to consider in the ongoing transition from a biennial to triennial assembly schedule. These three synods have been instructed to elect the same number of members that they had for the 2016 assembly. If the number would change, the Synod Council would elect additional members or would decide who of those elected would not be a member of the assembly depending on the direction of the change. Northwest Washington Synod will be nominating two ministers of Word and Sacrament for possible election to the Church Council in 2019.

Synod Assemblies

I want to encourage you to attend your synod assembly and the one(s) you have been assigned. It is important that we emphasize this relationship so that the members of the assembly are aware of this connection to the whole church. Each synod will decide how to recognize your presence, but being in

contact with the synod bishop or the synod office in advance would be helpful to them and to you. I anticipate that there will be discussion of the Called Forward Together in Christ ELCA Strategic Directions 2025 document at synod assemblies.

Six synods will hold bishop's elections this year. Bishop Michael Girlinghouse in the Arkansas-Oklahoma, Bishop John Roth in Central/Southern Illinois and Bishop Don Kreiss in Southeast Michigan synods are available for re-election. Bishops Jim Mauney, Martin Wells and Tom Skrenes are retiring. New bishops will be elected in the Eastern Washington-Idaho, Northern Great Lakes and Virginia synods. Two bishops, Bob Schaeffer and Steve Talmage, have resigned prior to the end of their terms. The Florida-Bahamas Synod is planning an assembly in October to elect their next bishop. The Grand Canyon Synod will hold an election at its assembly in 2018. Marcus Lohrmann will be the interim bishop in the Florida-Bahamas Synod. Lowell Almen will be the interim bishop in the Grand Canyon Synod.

Church Council Calls

Church Council action CC08.04.19 authorizes the secretary of this church to issue letters of call on behalf of the Church Council. The action provides as follows:

To authorize the secretary of the Evangelical Lutheran Church in America to issue letters of call on behalf of the Church Council for ordained ministers, associates in ministry, deaconesses, and diaconal ministers, in accordance with the Sources of Calls tables in Chapter 7 of the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*;

To note that this action supersedes Church Council action CC87.06.03; and

To request that the secretary annually report letters of call issued under this authorization.

I have listed all of those who have received a call from the Church Council in Appendix 1 of this report.

Goals

I have submitted my 2017 goals to the presiding bishop and the management team of the Office of the Secretary. I am providing them for you so that you are aware of the aspects of this work that will receive my primary attention this year.

1. My primary goal continues to be to set the tone that the Office of the Secretary is a service unit for each expression of this church. As such I will work to:
 - a. Continue to respond in a timely fashion to the requests and concerns received by this office.
 - b. Continue to support the churchwide staff and the staff of synod offices to enhance their work.
 - i. Work with synod bishops, vice presidents and secretaries in presenting the optional amendments to their constitutions that were adopted by the 2016 Churchwide Assembly.
 - ii. Support synod efforts that work with congregations as they amend their constitutions to conform with the Model Constitution for Congregations.
2. Work with synod bishops and the Church Council in developing an identification process for the election of the Secretary for the 2019 Churchwide Assembly.
3. Begin implementing the roster file digitalization project and expand it to pilot synods.
4. Complete the reworking of the Manual of Policies and Procedures for the Management of the Roster.
5. Continue to work with OS, MA and IT staffs to produce a digital yearbook for 2018.

6. Work with OS Management team on succession planning for staff in the Office of the Secretary.
7. Begin the review of the CBCR as we plan for 2019 Churchwide Assembly. Special focus on issues that the creation of the roster of ministers of Word and Service may reveal.
 - a. Work with the Entrance Rite Discernment Working Group to address the issues of the entrance rite for this roster.
 - b. Work with the working group on issues related to the representational principles of this church.
8. Begin early preparation for the 2019 Churchwide Assembly
 - a. Dates and location
 - b. With Research and Evaluation, establish the number of members from each synod
 - c. Work with IT and MA on registration process to be used for this assembly

Concluding Thoughts

Last year and early into this year, I am out of the office doing presentations on the polity of the ELCA in First Call Events, synod rostered ministers' gatherings, and with congregations. This seems to be well received by those attending. It is also refreshing to see the connections that are established between synod leaders and congregation leaders with the churchwide organization. I see that this could be an increasing activity in the future. I have said often that we have a unique polity. As we talk about the future and future possible structures or polities, it is important that we understand what our current polity is.

I want to again thank the staff of the Office of the Secretary for their good work. As you note, one of my goals is to begin looking at succession planning in this office. We have a large number of staff members who have served the churchwide organization for over 20 years. Good planning means that we need to be intentional about understanding all that these staff members currently do and that we give thought to how this work will be done in the future. I have suggested that October 31, 2019, would be a good retirement date for staff, but for the sake of the ongoing work of the unit we need to be proactive in anticipating the future.

We look forward to welcoming Phil Harris back from sabbatical on April 17. Sue Rothmeyer will be on sabbatical starting May 15. This earned time away is important to the church as these good leaders have time to reflect on their work in a more relaxed setting. Tom Cunniff has done very good work in holding down the legal work that has come during this time. Phil's concern that we would not miss him has not materialized and the good news is that we have not had to call him in a panic. We anticipate a similar response to Sue's absence from us.

I continue to be grateful to God and to this church for this call. This is the time for which we have been called to lead Christ's church. I am confident that God will continue to give us the resources, wisdom and strength to accomplish what is before us. Thanks be to God!

Church Council Calls issued in 2016

	Job Start Date	Job Title	Name of Organization
Jeffrey A. Martin	1/1/2016	Pastor	
Mary Julia McKenzie	1/1/2016	Interim Director	Deaconess Community of the Evangelical Lutheran Church in America
Amy E. Reumann	1/11/2016	Director for Advocacy	ELCA
Dawn M. Alitz	1/25/2016	Director, Center for Lifelong Learning	Luther Seminary
Christine L. Yucha	2/1/2016	Recruiter	Lutheran School of Theology at Chicago
David A. Thorp	2/1/2016	Pastoral Team Educator	Bolivia
Eliseo Pérez Álvarez	2/1/2016	Seminary Professor	
Kristin M. Engstrom	2/1/2016	YAGM Country Coordinator	Senegal
Christopher Otten	2/13/2016	Chaplain	US Air Force Reserves
A. David Anglada	3/15/2016	Program Director for Multicultural Leadership	ELCA
David C. Wunsch	3/27/2016	Director for Operations & Programs	ELCA Global Mission
Erika Rae Uthe	4/1/2016	Director for Evangelical Mission	Southeastern Iowa Synod, ELCA
Claudia D. Bergmann	6/1/2016	Project Coordinator	
Catherine L. Schibler	6/20/2016	Regional Representative	Portico Benefit Services
Gabi S. Aelabouni	6/20/2016	Director, Fund for Leaders	ELCA
Mark W. Olsen	6/20/2016	Associate Director, Fund for Leaders	ELCA
Aaron D. Fuller	6/24/2016	Chaplain	US Navy Reserve
Sandra L. Chrostowski	6/24/2016	Director for DEM Relationships	ELCA
James D. Eckert	6/27/2016	Chaplain	
Miguel F. Gomez-Acosta	7/5/2016	Director for Evangelical Mission	Grand Canyon Synod, ELCA
Richard T. Carter	7/5/2016	Director for Evangelical Mission	South Carolina Synod, ELCA
Derek M. Harman	7/10/2016	Pastor	Bratislava International Church
Gabriele Schroeder	7/10/2016	Seminary Professor	
Robert G. Moore	7/10/2016	Reformation Representative	
David D. Grafton	8/1/2016	Professor of Islamic Studies	Hartford Seminary
Katrina A. Kerrigan	8/15/2016	Director for Evangelical Mission	Southern Ohio Synod, ELCA
Matthew L. James	9/1/2016	Director of Admissions	Lutheran School of Theology at Chicago
Peter K. Muschinske	9/26/2016	Chaplain	US Navy Reserve
Craig A. Miller	10/3/2016	Director for Evangelical Mission	Upper Susquehanna Synod, ELCA
John E. Weit	10/17/2016	Program Director for Music	ELCA
Amy J. Odgren	11/1/2016	Director for Evangelical Mission	Northeastern Minnesota Synod, ELCA
Noreen H. Stevens	11/1/2016	Directing Deaconess	Deaconess Community of the Evangelical Lutheran Church in America

Report of the Treasurer

**2016 OPERATING RESULTS SUMMARY
FOR THE TWELVE MONTHS ENDING JANUARY 31, 2017**

The churchwide organization of the Evangelical Lutheran Church in America had total operating revenue and support of \$69.0 million for the twelve-month period ending January 31, 2017, \$2.7 million higher than expenses of \$66.3 million. Net revenue over expenses (before the Church Council designated fund transfer) is favorable to the period budget by \$2.7 million and favorable to the prior year of \$2.0 million.

Revenue totaled \$65.3 million for the twelve-month period compared with \$66.2 million the previous year, a decrease of \$0.9 million or 1.3 percent. In addition, \$3.7 million in support was released from restriction or designation during the period. Total revenue and support for the twelve-month period of \$69.0 million was favorable to the budget by \$2.5 million and unfavorable to the prior year by \$0.7 million. Expenses related to the current operating fund of \$66.3 million were below the authorized unit spending plans by less than \$0.2 million and, constituted a decrease of \$2.6 million from the previous year.

Income from congregations through synods in the form of Mission Support income for the twelve months was \$45.2 million, favorable to the budget by \$0.2 million and unfavorable to the prior year results by \$2.0 million. The Mission Support budget for 2016 of \$45 million is \$2.1 million or 4.5 percent lower than the amount received in fiscal 2015.

Other unrestricted and temporarily restricted revenue and support available for the budgeted operations of the churchwide organization amounted to \$20.1 million, compared with \$19.0 million in the previous year. Income from Vision for Mission amounted to \$0.6 million. Income from Global Church Sponsorship (including missionary sponsorship) was \$3.2 million, equivalent to the prior year results. Endowment distributions of \$3.5 million, income from bequests and trusts of \$3.4 million, and investment income of \$2.4 million were received. The Mission Investment Fund provided grant support of \$1.5 million to the churchwide organization in support of new congregations. Additionally, other income of \$5.5 million was received during the period.

ELCA World Hunger was the 2016 ministry emphasis for *The Campaign for the ELCA*. Total contributions to ELCA World Hunger for the twelve months were \$21.9 million, \$1.1 million favorable to the prior year. ELCA members and partners have also contributed \$6.5 million for Lutheran Disaster Response in the twelve-month period, primarily in support of the response to U.S. Floods, Middle East - Europe Refugee Crisis, and for general undesignated programs.

Always Being Made New: The Campaign for the ELCA has raised \$113.4 million in revenue and commitments to date in our five-year, comprehensive campaign. This amount represents 57.3 percent of the total goal of \$198 million by January 31, 2019. In addition to results reported above, strong response to date continues to be in the areas of New Congregations, Fund for Leaders, Missionaries/Young Adults in Global Mission and International Leaders: Women.

Report of the Vice President

As many of you as were baptized into Christ have clothed yourselves with Christ. There is no longer Jew or Greek, there is no longer slave or free, there is no longer male or female: for all of you are one in Christ Jesus. - Galatians 3:27-28

I want to begin my report by saying how good it is to see you all again. I think about you all the time and the importance of what you and your leadership means for our church. My report will cover what I have been doing since our meeting last November.

I will highlight my participation on the ELCA Inter-Religious Task Force; my observations during my participation in the Martin Luther King Jr Commemoration Day activities sponsored by the Delaware-Maryland Synod Chapter of the African Descent Lutheran Association, Coalition of Lutherans Advancing in Mission (CLAIM), Racial Justice Ministry Team and the African Descent Strategy Implementation Team in Baltimore, MD; and attendance at the Conference of Bishops meeting last month. I'll close with some thoughts about us as the Church Council.

Ms. Kathryn Lohre, assistant to the bishop for ecumenical and inter-religious relations, asked me to serve on the ELCA Inter-Religious Task Force and I said yes with no idea of what I was getting into. After our first face-to-face task force meeting last December, I was glad that I said yes. As I said to the 2016 Churchwide Assembly, the ELCA is a big church that is doing a lot of things to achieve God's mission in the world. From a lay member perspective, I didn't realize how overwhelming this can be to members of our church. Getting your arms around what it means to be the ELCA in knowledge and actions is quite a daunting task. I have been amazed about the amount of church work that we have yet to do that has been given to us by the churchwide assemblies. The ELCA Inter-Religious Task Force mission is to create a proposed ELCA inter-religious policy statement for 2019 Churchwide Assembly consideration. This task force experience will strengthen my credentials as a lay leader in this church and will hopefully inspire other lay leaders in our synods and congregations to broaden their understanding about where the ELCA stands on inter-religious relations and provide meaningful leadership in their communities where it is truly needed.

The scripture that I chose at the beginning of the report relates directly to my experience on the Martin Luther King Jr. birthday weekend and fellowship with members of the Delaware-Maryland Synod. The Delaware-Maryland Synod Chapter of the African Descent Lutheran Association invited me to be their guest speaker and workshop leader for their Martin Luther King Jr. Commemoration Day celebration. It was my first trip to Baltimore, and I was excited to see yet another major urban center that has experienced an ocean of race relations over decades. The theme of the commemoration was, "There is but One Race and that is the Human Race". Dr. King's writings used this Galatians passage of scripture often and I believe that we are all challenged to see each other as equal in God's eyes. The commemoration experience was inspiring to me because the participants embraced my presence and words positively and engaged in good discussion of the Called Forward Together in Christ, ELCA Strategic Directions 2025 statement that I distributed to them. I saw ELCA members engage me and each other without the negative criticism I have previously seen in such gatherings. Bishop William Gohl provided a testimonial on racism that really set the stage for meaningful reflection and discussion. If we continue to tell our personal stories about how our lives have been impacted by others, we can close the gap between us that have been created by the "isms" in our society and world. I left Baltimore feeling hopeful about our church going forward.

Finally, I want to share with you what I observed at the Conference of Bishops and what I told them about my experience and lessons learned at our last Church Council meeting. The Conference of Bishops (CoB) is very eager to work collaboratively with the Church Council and the Churchwide Organization to accomplish the important work that we do on behalf of this church. There were three major takeaways from the CoB meeting worth noting in my report. First, the CoB agreed to focus on leadership and congregations as their first priorities from the Strategic Directions statement. Second, the concept of leading together and role clarification was a theme that resonated throughout the meeting and a desire for this to be felt in the relationship with the Church Council. Third, the importance of how the resources of this church are allocated to support its strategic priorities.

Now a few reflections and words about us. The last time that we were together seemed like a whirlwind and given the pace of meetings and the church business that we must accomplish in four days, I should not be surprised at how quickly our time passes when we are together. This aspect resonated with me when I attended the CoB meeting last month. The CoB meeting spans almost a week and includes an opportunity for generative discussion on every agenda item should they choose to do so. We are not in the same position to do this, but I believe that we can have more generative discussion with your help and support.

I told the CoB that I could honestly say that the honeymoon for the ELCA Vice President is over. I don't mean that in a negative way. What I mean is, the work of the ELCA Vice President and Chair of the Church Council is felt on my shoulders and this was very apparent to me during our last Church Council meeting.

There is nothing unusual about Church Council meeting agendas, but our meeting in November was very different. A respectable number of you came to the meeting with two hot button issues on your hearts and minds and insisted you were given an opportunity to discuss them. The two issues were the church response to the Standing Rock/Dakota Access Pipeline controversy and the collaborative decision to reduce and restructure how Regional Coordinators would serve the church and synods. With the assistance from Presiding Bishop Elizabeth Eaton, Secretary Chris Boerger, the Rev. Stephen Bouman and Ms. Jodi Slattery, we modified the agenda to allow Church Council members to voice their concerns.

What did I learn from this experience?

- The Church Council agenda must be flexible enough to allow council members to discuss issues that it wants to talk about in addition to the normal business. In doing so, we must avoid using new business as the only mechanism to do this. The topics of concern should be known in advance (unless an immediate concern occurs while in session) and placed on the agenda. I solicited topics for our Spring 2017 meeting, and received only a couple of suggestions. I will do this for each meeting and I believe that you will let me know what you want to talk about.
- Some council members believe that we have a level of independence that allows the council to approve resolutions that adds another public voice that represents the ELCA on an issue. We learned that Bishop Eaton did not share this perspective, so the Church Council chose a different path to express itself. After much discussion, we passed a resolution that supported Bishop Eaton's public statement in response to the Standing Rock/Dakota Access Pipeline controversy. Some members of the Conference of Bishops shared your views in their meeting and identified ways that they thought this could work in specific situations without encroaching on the very public role that Presiding Bishop Eaton has as our leader and face of the ELCA. This is an area where I believe we can clarify our leadership roles when it relates to controversial issues facing the church in our communities.

As we all know, the Church Council is a decision-making body and has a different role than the Churchwide Organization (CWO). Some Church Council members are vocal and readily question CWO decisions that are administrative in nature. Others have a strong sensitivity to CWO decisions that impact the employment status of church employees, like the regional coordinators. Pr. Stephen Bouman responded to council member questions, but it quickly became an uncomfortable experience for all concerned. I would like to avoid these kinds of experiences in the future and will work harder with you to find appropriate ways to address these kinds of concerns. I lived through the CWO restructure during the “great recession” and the impact of the 2009 Churchwide Assembly decisions on church giving and membership. We made decisions that put people out of work and that doesn’t sit well with Church Council members no matter when it occurs. I believe that we can minimize council member concerns in this area by providing timely information as appropriate. In full disclosure, I do believe that from a governance perspective, the Church Council’s role is not to do the presiding bishop’s job of managing the CWO staff. However, I believe all our church officers welcome timely, constructive criticism that can improve the administrative and professional performance of the CWO. I also believe that we all could benefit from some form of governance education that helps us perform our role as a legislative body within the ELCA.

I hope that I successfully shared the excitement that I experienced among members of the ELCA since last November. As we reflect on our time together during our meeting and retreat, let us enjoy the blessings we have received from the Class of 2017 for the last time and make the Class of 2022 feel comfortable in the Church Council meeting space. Let us all feel various contexts that we represent across the church in our discussions and fellowship.

May God bless you all during your Lenten journey.

God’s Work. Our Hands.

**Theological Education Advisory Committee Report to Church Council
 April 2017**

<i>TEAC Recommendation/ CC Direction</i>	Expectation / Topic	Key Results/Recommendations	CC Action	Key Partners	Next Steps/Timeline
<p><i>1B Organize an integrated communications plan that aligns all expressions of this church in a clear and compelling campaign to lift up how our teaching and learning ministry is central to the life of faith in the world.</i></p> <p><i>TEAC - Create transparency and engagement in effective and transformative theological education initiatives and enhance partnerships across ELCA entities.</i></p>	TEAC Communications	<ol style="list-style-type: none"> 1. Integrated approach for TEAC communications relative to: a) accountability, b) direct marketing and c) branding of theological education efforts and messaging 2. Identified audiences and potential vehicles for proactive and interactive communications 	<ul style="list-style-type: none"> • Receive TEAC communications plan 	<ul style="list-style-type: none"> • Churchwide Mission Advancement staff 	<ol style="list-style-type: none"> 1. Determine intersection of TEAC communications efforts and messaging for recruitment and discernment initiatives 2. Prioritize audiences 3. Define effective mechanisms (All by August TEAC meeting)
<p><i>3A, 3B, 3C Ensure the mission vibrancy and financial stability of the seminaries in the ELCA as they serve their crucial roles in our theological education network.</i></p> <ul style="list-style-type: none"> • Common Enterprise • Common Online Learning platform • Balanced budgets 	Seminary Health & Sustainability	<ol style="list-style-type: none"> 1. Completed relationships survey which provided basis for important discussion and change in interactions with synods 2. Reported on key common approaches and organizational changes taken by seminaries to enhance fiscal position and mission vibrancy 3. Discussed ELCA seminary financial ratio results and target metric development 	<ul style="list-style-type: none"> • Receive report on seminary efforts and target metric development 	<ul style="list-style-type: none"> • Seminary Leaders • Synods • Congregations • Churchwide staff • Office of the Presiding Bishop • Fund for Leaders 	<ol style="list-style-type: none"> 1. Commence second phase of synod/seminary relationships survey 2. Develop performance target metrics (fiscal and other) and initial performance assessment by August TEAC meeting
<p><i>3D Develop process to make funds available for innovation</i></p> <p><i>1B (2nd bullet) Address required modifications to funding formula and identify benchmarks</i></p>	Funding Formula and Benchmarks	<ol style="list-style-type: none"> 1. Review synod consultations with seminaries 2. Assess synod funding of seminaries and recommend changes to funding requests and approaches 	<ul style="list-style-type: none"> • Discuss consultation requirements • Discuss changes to synod seminary 	<ul style="list-style-type: none"> • Church Council • Conference of Bishops • Churchwide staff 	<ol style="list-style-type: none"> 1. Use historical information and theological education priorities to determine specific funding formula changes 2. Explore alignment with mission support consultation

		3. Recommendations for required fiscal benchmarks	contribution requirements <ul style="list-style-type: none"> • Action on set aside of churchwide allocation for recruitment of ethnic specific leaders 		
2A, 1D <i>Develop a coordinated approach to vocational discernment intended to:</i> <ul style="list-style-type: none"> • Enhance lay schools & participants • Increase the diversity of students & faculty • Expand future leaders and participants in theological education 	Young Adult Leadership & Discernment	1. Recommended approach to connect call for discernment across all youth and young adult leadership programs	<ul style="list-style-type: none"> • None 	<ul style="list-style-type: none"> • Seminaries • Synods • Congregations • Mission Advancement 	<ol style="list-style-type: none"> 1. Work across expressions of the church to develop a faith formation summit video 2. Determine next steps for inclusive approach to connecting programs 3. Identify congregational “bright spots” – build on effective approaches/successes
2B <i>Develop networked theological education programs, resources and opportunities for ethnic specific communities to expand access to faith based leadership positions within these communities and fulfill the ELCA mission broadly, yet in a coordinated manner.</i>	Ethnic Specific Education	<ol style="list-style-type: none"> 1. Discussed closer coordination of TEAC efforts in this area with the Latino Strategy Initiative 2. Discussed efforts of seminaries to create common approach to educating ethnic leaders 	<ul style="list-style-type: none"> • None 	<ul style="list-style-type: none"> • Lay leaders • Global partners • Lutheran World Federation • Churchwide leaders • Multi-cultural team • Director for Evangelical Mission leaders • Seminaries 	<ol style="list-style-type: none"> 1. Approve initial plan on prioritized efforts 2. Agree to areas to recommend for expansion and investment 3. Identify pilot models and keys to accessibility and sustainability
1A <i>Identify clear goals, outcomes and metrics of assessment.</i> 1B <i>Develop clear criteria for prioritizing resource alignment . . . aimed at enhancing and extending the . . . network .</i>	Assessment Tool	<ol style="list-style-type: none"> 1. Recommended assessment tool and process to rate TEAC related initiatives 2. Report out on first batch of ratings 	<ul style="list-style-type: none"> • None 	<ul style="list-style-type: none"> • Office of the Presiding Bishop • Churchwide staff • Potential Theological Education Innovators across all ELCA entities 	<ol style="list-style-type: none"> 1. Invite ELCA entities/individuals with effective theological education programs/ideas to submit initiatives for assessment 2. Consider how/if assessments can drive innovation funding

Responses to Churchwide Assembly Actions

1. Examining the Opportunities and Implications of Campaign Zero, a policy platform in affirmation of Black Lives Matter

Churchwide Assembly Action [CA16.02.03d]

To receive with gratitude the memorials of the Greater Milwaukee and Northwest Washington synods in affirmation of Black Lives Matter; and

To refer to the Domestic Mission unit through the African Descent Ministries Desk, in partnership with the African Descent Lutheran Association, consideration of the request to examine the opportunities and implications of Campaign Zero's initiatives and actions and request a report and possible recommendations be provided to the Church Council.

Response from Domestic Mission unit (November 2016)

Over the next six months, the African Descent Ministries, Program Director for Racial Justice, Director for Advocacy, ELCA Advocacy office, Program Director for Domestic Policy, and the African Descent Lutheran Association, will consider the opportunities for engaging, education and encouraging advocacy in alignment with the 10-point policy solutions outlined in Campaign Zero. A full report will be prepared for the April 2017 Church Council meeting.

Church Council Action [CC16.11.46bb]

To receive the response from the Domestic Mission unit and to anticipate a report by the April 2017 Church Council meeting.

Response from the Domestic Mission Unit (Spring 2017)

The ELCA social statement on *The Church and Criminal Justice: Hearing the Cries* (adopted at the thirteenth Churchwide Assembly on August 17, 2013, in Pittsburgh, Pennsylvania) affirms the fundamental principles of the U.S. criminal justice system such as due process of law and the presumption of legal innocence. Yet, this church hears people's cries that reflect the current system's serious deficiencies. This church has long recognized that racism pervasively infects and affects all aspects of U.S. society. The social statement acknowledges that racism is central to the deep abiding problems of the current criminal justice system in the racial disparities, and the implicit and explicit racism that persists within.

In response to systemic racism, violence and the extrajudicial killings of black and brown people at the hands of law enforcement; #BlackLivesMatter originated from the African American community as a social media campaign in 2013. Black Lives Matter (BLM) is an international community-based led movement of networks. The ELCA across its three expressions (churchwide organization, synods and congregations) has expressed support and participated in the BLM movement in a variety of ways. Campaign Zero is a policy platform created by the BLM movement to address and improve relationships between local law enforcement and the communities in which they serve.

The churchwide organization currently does not have resources to support an educational and/or organizing campaign primarily in support of Campaign Zero. However, Campaign Zero's policy platform are in alignment with the ELCA social statement, *The Church and Criminal Justice: Hearing the Cries*. The social statement encourages "members, congregations, synods, social ministry organizations and churchwide ministries to advocate intentionally and creatively for system reform consistent with the principles and recommendations set forth in this social statement." A link to Campaign Zero has been added to the www.elca.org/blacklivesmatter webpage.

CC ACTION [EN BLOC]

Recommended:

To receive the response from the Domestic Mission unit on “Examining the Opportunities and Implications of Campaign Zero, a policy platform in affirmation of Black Lives Matter;” and

To acknowledge the Campaign Zero policy platform is in alignment with this church’s criminal justice social statement, but to recognize the insufficient resources for the churchwide organization to provide an educational or organizing campaign in support of Campaign Zero.

2. Call to Discernment on U.S. Foreign and Military Policy

Churchwide Assembly Action [CA16.06.32]

To receive with gratitude the memorial of the Minneapolis Area Synod regarding its call for the ELCA to study, reflect, search and act in light of ongoing and widening war efforts;

To recognize with gratitude the efforts of the current and previous presiding bishops, the Church Council, synod bishops, clergy and the laity to engage as responsible citizens living out the baptismal calling;

To issue a call for congregations to engage in prayer, Scripture-study and communal reading of the teaching resources of this church, particularly “Church in Society: A Lutheran Perspective,” “For Peace in God’s World” and “Talking Together as Christians about Tough Social Issues”;

To invite this church to a particular time of prayer and communal discernment over the next three years to promote robust examination of the consequences of expanded US war efforts since 1990. To refer to the Church Council to formulate the next steps, including any budgetary implications. To encourage the Office of the Presiding Bishop to consider dialogue with Called Forward Together in Christ, Declaration on the Way and other ecumenical partners in planning this initiative, including inviting, scholars whose work focuses in these areas, activists, seminaries, colleges/universities, synods, VA and other federal chaplains. We especially hope to include those whose lives are most impacted by these developments in the United States and world.

Topics of inquiry could include:

- The impact on well-being of all military personnel and veterans: active, reserve, retired, and national guard, contractors, affiliates, and their families;
- Chronic disabilities and loss (including chemical dependencies and brain injury),
- Collateral involvement with criminal justice system,
- Diminished lives and early deaths of veterans and their families from toxins, PTSD symptoms, and violence,
- Moral injury,
- Character and skill development, and

Broader societal impacts, such as:

- Climate change and global pollution load,
- Changes in policing practices,
- Engagement with and prejudice against neighbor Muslims,
- Policy decisions due to commercial motivations for the proliferation of arms,
- Social needs met and unmet due to prioritizing public spending on expanding war efforts;

with Church Council to recommend next steps by April 2017; and

To direct the presiding bishop to communicate this church’s time of prayer and discernment to the U.S. President and members of Congress and to encourage ELCA members in this election season of 2016 to communicate the same to candidates for federal office.

Response from Office of the Presiding Bishop (November 2016)

The Office of the Presiding Bishop with the Assistant to the Presiding Bishop for Federal Chaplaincy is taking the lead. The Office of the Presiding Bishop will continue its work in consultation with Domestic Mission, Office of the Treasurer and other colleagues in the Office of the Presiding Bishop.

ELCA Advocacy issued an [Advocacy Alert](#) calling the ELCA to prayer and action regarding broadening war efforts. Below are the recommended next steps:

- Church Council identifies two members of the council to serve as advisors on behalf of the Church Council to Federal Chaplaincy in developing recommended next steps before the April 2017 meeting.
- Federal Chaplaincy requests input for possible ELCA colleagues, ecumenical partners and interfaith representatives, synod leaders, scholars, academics, government service providers and non-government social service representatives who may be interested in participating in a day-long convening to address selected issues from the memorial.
- Budget Planning develop costs for a temporary staff position for one day per week administrative support from January through June 2018 to initiate contact with potential participants, arrange details at the Lutheran Center for a one-day “round table” with up to 40 participants (including facilitating lodging, local transportation, meals and support services).
- Federal Chaplaincy, along with two members of the ELCA Church Council, plan and present recommended next steps at the April 2017 meeting of the Church Council.

Proposed Outcome: ELCA serves as a convener for faith communities, academics, government and faith-based social service agencies to advance reflection on war and its consequences. ELCA Federal Chaplaincy synchronizes a one-day “round table” with interested participants to be held at the Lutheran Center in conjunction with the 2018 ELCA Federal Chaplains Education and Training event (likely June 18 or July 16 or 23, 2018). The result and outcome will be a “Report on a Day of Discernment.” The purpose of the report is to provide a concrete outcome to be read and shared with others as well as a potential guide for underpinning further action.

NOTE: Participants will be invited to attend and join in the “round table” at their own expense. In addition to the estimated 40 participants for the “round table,” the program will be open to ELCA federal chaplains (military, VA and Bureau of Prisons) attending the annual Chaplains Education and Training event.

Church Council Action [CC16.11.46dd]

To receive the response from the Office of the Presiding Bishop on a proposed timeline and outcome for the initiative;

To authorize the Executive Committee to identify two people from the Church Council to serve as advisors with Federal Chaplaincy on developing next steps; and

To anticipate a progress report with possible recommendations by the April 2017 Church Council meeting.

Response from Office of the Presiding Bishop (Spring 2017)

The Office of the Presiding Bishop continues its work on convening up to 40 faith leaders, scholars and academics, ethicists, government and faith-based social service personnel with ecumenical and interfaith observers to reflect on expanding war efforts and their consequences. ELCA Federal Chaplaincies will synchronize a one-day “round table” with specialists and others at the Lutheran Center in conjunction with the 2018 ELCA Federal Chaplains Education and Training event (Thursday, July 26, 2018). Results will be a “Report on a Day of Discernment.” The report provides a resource that will be shared with others and used as a guide for underpinning further action. Participants invited to attend the “round table” will travel at their own expense. Presenters will be provided travel.

The basic framework for the “Day of Discernment” will structure sessions around major questions using teachings of social statements to provide an approach to the questions:

- 1) Context: “What’s Going On/What are the facts?” (focused by questions and topics in the Social Policy Resolution)
 - a) What does this expansion mean? For example:
 - i) Increased security and protecting the homeland vs. non-military use of power
 - ii) Gov’t budget priorities and economic trade-offs: effects on social services

- iii) Moral injury and care of vets
 - iv) Stand-off systems and use of drones
 - v) Militarization of domestic law enforcement
 - vi) Cybersystem warfare
 - b) Are there other elements from the memorial?
- 2) “What Are Theological Perspectives (from statement) used for viewing such issues?”
 - 3) “What Are key Discernment Issues”
 - 4) “What Can/Should Be Done? A Practical Discernment (Results will be a report on content, experience and process)
 - 5) “How Do We Turn This into a Churchwide Discernment?” — What have learned that may be central to aid a churchwide discernment – provide resources (e.g. Study guide for elective use: Adult Forum, college classrooms, seminary classrooms, bible studies, women’s studies (Women of the ELCA)

Budget planning continues to define costs for a temporary staff position one day per week for administrative support from January through June 2018. Estimated staff cost plus program costs provide an initial rough estimate between \$15,000 and \$20,000. The Office of the Presiding Bishop will work with the Office of the Treasurer to identify a possible source of funds for this event.

CC ACTION [EN BLOC]

Recommended:

To receive with gratitude the progress report from the Office of the Presiding Bishop on the round table “Day of Discernment” event; and

To request that a final report be provided by the November 2018 Church Council meeting.

3. African Descent Lutherans

Churchwide Assembly Action [CA16.05.17]

To receive with gratitude the memorials of the Arkansas-Oklahoma, Metropolitan Chicago, Southeast Michigan, New Jersey, Metropolitan New York, Southeastern Pennsylvania, North Carolina and Southeastern synods regarding African Descent Lutheran Lives Matter;

To direct the Office of the Presiding Bishop, the Domestic Mission unit and the Global Mission unit to assist in connecting, supporting and involving ELCA representation (particularly though not exclusively) of the people of African descent with the observance of the 500th anniversary of the Lutheran Reformation and the initiatives of the U.N. International Decade for People of African Descent; to be intentional in the inclusion of the contributions of African descent Lutherans as part of these observances;

To confess and repent of the Lutheran church’s complicity in 400 years of enslavement, oppression and marginalization of African descent people and other marginalized populations;

To acknowledge with regret that the ELCA as an institution has and continues to contribute to racial harassment and discrimination against people of African descent through corporate action, policy and practices and to request the Office of the Secretary, in consultation with appropriate churchwide organization units, to review and report on current governing documents in light of these concerns;

To encourage synods and ELCA related institutions to do the same in its review and report of current governing documents related to setting policy and procedures on workplace harassment and discrimination, including racial harassment and discrimination;

To request the Domestic Mission unit through its African Descent Ministries desk, in consultation with the African Descent Lutheran Association, to create a “Declaration of the ELCA to the African Descent Community” and to bring this declaration with recommendations of how to include the declaration in this church’s governing documents by the April 2018 meeting of the Church Council;

To urge the seminaries, colleges, universities and other academic institutions of this church to work with the Conference of International Black Lutherans (CIBL) to recognize and dismantle white hegemony by lifting

up, encouraging and incorporating the academic exploration of Black Liberation Theology and Womanist Theologians;

To urge the seminaries, colleges, universities and other academic institutions of this church to develop anti-racism resources;

To reaffirm the Church Council action to call upon the seminaries, in collaboration with churchwide organization units and partners, to develop networked theological education programs, resources and opportunities for ethnic-specific communities;

To reaffirm the commitment of this church to create, sustain and reinvest in African descent communities, congregations and ministries including an update of the African Descent Ministry Strategy;

To request the Domestic Mission unit, in partnership with the African Descent Lutheran Association, to find ways to increase the number of African descent leaders, congregations and communities served by at least 10 percent; and

To recommit this church to growing its ethnic and racial diversity.

Response from Domestic Mission unit (November 2016; specifically, on 500th Anniversary and UN International Decade for People of African Descent)

There are numerous resolves within this assembly action. The initial response from the Domestic Mission unit is to address the ones that directly impact the churchwide organization.

Part of this action of the assembly represents two separate though intersecting initiatives: the 500th anniversary of the Lutheran Reformation and the United Nations International Decade for People of African Descent 2015 – 2024. Other parts are related to: review of governing documents, creation of a ‘Declaration of the ELCA to the African Descent Community’, and increase the number of African Descent leaders, congregations and communities served.

Regarding the 500th anniversary of the Lutheran Reformation

The 500th Anniversary of the Lutheran Reformation will be observed by gatherings and conversations of a global Lutheran Community. Lutheran churches from across the African continent will take part and be fully represented members of this worldwide Lutheran family. Unless we are particularly attentive as the ELCA to the shaping of our delegations and teams representing our church, African American, African Caribbean and other ELCA members of African ancestry will not be afforded equitable access and involvement in this historic chapter of the continuing reformation of the church.

The Director of Ethnic Specific, Multicultural and Racial Justice Ministries in consultation with the Executive Director of the Domestic Mission unit, the African Descent Strategy Team, the African National Steering Committee, the African Descent Ministries desk, Global Mission unit, the African Descent Lutheran Association and the Director for Racial Justice Ministries, will formulate a plan and approach for implementing the 500th anniversary of the Lutheran Reformation and report to Church Council at the April 2017 meeting.

Within the next three months, the Director of Ethnic Specific, Multicultural and Racial Justice Ministries will discuss the incorporation of the presence and participation of the African Descent diaspora and other people of color in the 500th anniversary of the Lutheran Reformation with the Office of the Presiding Bishop (to include specifically the Executive for Theological Discernment and Executive for Ecumenical and Inter-Religious Relations) and report to Church Council at the April 2017 meeting.

Regarding UN International Decade for People of African Descent

The UN General Assembly proclaimed 2015-2024 as the International Decade for People of African Descent (resolution 68/237) citing the need to strengthen national, regional and international cooperation in relation to the full enjoyment of economic, social, cultural, civil and political rights by people of African Descent, and their full and equal participation in all aspects of society.

The Domestic Mission unit will convene a consultation inclusive of African Descent Lutheran Association, African Descent Ministries staff, Global Mission and Domestic Mission Executive Directors, Executive for Theological Discernment, Director for Lutheran Office for World Community, and additional advisors as needed. This team will formulate a plan for intentional representative engagement of ELCA persons of African Descent in the UN initiative to be presented to Church Council at the April 2017 meeting.

Church Council Action [CC16.11.46gg]

To receive the response from the Domestic Mission unit on a proposed timeline to address the implementation of the African Descent Lutherans assembly action;

To anticipate a report on actions related to the 500th anniversary of the Lutheran Reformation and the U.N. International Decade for People of African Descent by the April 2017 Church Council meeting; and

To anticipate a report on actions related to the “Declaration of the ELCA to the African Descent Community,” review on current governing documents and ways to increase the number of African Descent leaders, congregations and communities served at the November 2017 Church Council meeting.

Response from the Domestic Mission unit (Spring 2017)

Update Report on African Descent observance of the 500th anniversary

The historical relevance of the 500th observance of the Reformation is not important to many of the ELCA’s African descent congregations. The financial demands in maintaining buildings in need of repair, declining worship attendance and the long-term effects of concentrated poverty have left these congregations in survival mode. Many also have had extended rostered pastoral vacancies and therefore do not have leadership to provide the educational background of the Reformation or news and information about Reformation observances. Many ELCA African descent worshipping communities hold in common a focus on culturally relevant worship as a communal practice with less of an emphasis on a culturally Euro-centric Lutheran identity. The language of the people is the language through which the Gospel is to be heard, proclaimed, sung, danced and sacramentally embodied during worship and lived experiences. (As referenced in the ELCA African Descent Strategic Plan, [Many Voices, tell the Story, Create the Vision: Build Our Future](#)).

Staff have met to discuss the incorporation of the presence and participation of the African Descent diaspora and other people of color in the 500th anniversary of the Lutheran Reformation. To ensure that the African American experience within the ELCA is represented in communication projects and storytelling, the African descent focus will weave into several projects in partnership with the Office of the Presiding Bishop. The ELCA Reformation Anniversary Grant Program, drawn from the Thrivent Financial Foundation Reformation Anniversary Grant, awarded grants to assist with 500th anniversary observances. Support has gone to those who seek to promote a wider understanding of the Reformation message and its significance for faith and life in the 21st century. In addition, the Office of the Presiding Bishop has promoted and/or recognized the following initiatives:

- **Storytelling Pilot Projects** – By using three known formal storytelling projects (Her-Stories, Rostered Women of Color and Our Lutheran Life), the African descent focus will be elevated via individual stories and small group experiences. Using the communication channels in place, African descent leaders can share story posts (e.g. blogs) and encourage submissions to build and sustain the storytelling effort.
- **Grant Program Participation** – Several African descent congregations have already applied for grant funding to create culturally relevant programs within their communities.
- **Speakers Bureau** – African descent leadership can carve out a niche within this church to educate and raise awareness of the experiences of Lutheran identity from an African descent perspective.
- **The African Descent Catechism (ADC)** – This project is currently being developed by the Conference of International Black Lutherans. The ADC will be posted on elca500.org/With New Voices. There are also plans to share the ADC at the African Descent Lutheran Association (ADLA) biennial gathering in July 2017. Members attending will gain an understanding of the ADC, its intent and purposes. Following the ADLA biennial, a formal communication will be shared with congregations to lift up the ADC and encourage invitations to the Speaker’s Bureau. Doing so opens dialogue about the ADC and creates an opportunity for a broader discussion

about race relations along with opportunities for congregations to experience their faith in action. With intentional effort given to expanding the conversation, this discussion can live on past 2017.

- **African Descent Lutheran Association Biennial assembly** - The ADLA's 16th biennial gathering theme is, "Like a Rolling Stream, Let Justice Roll... Absalom, Jehu, and Beyond." In spirit of ecumenical activities, this gathering will be a partnership between the ADLA and the Union of Black Episcopalians (UBE). In observance of the UN International Decade for People of African Descent, both organizations share a vital commitment to vigilance and action aimed at achieving justice for all people. A joint worship service will be held in honor of the 500th observance of the Reformation.
- The [Twelfth Assembly](#) of the **Lutheran World Federation** will commemorate the 500th anniversary of the Reformation at a global level. The Domestic Mission unit's African Descent, African National & Latino ministries through consultation with executive director of the Global Mission unit, executive director of Domestic Mission unit and the executive for ecumenical & inter-religious relations will participate in the assembly.

Update Report on the U.N. International Decade of People of African Descent

The International Decade for People of African Descent (2015 to 2024) was proclaimed in 2013 by UN General Assembly [resolution 68/237](#). The [Durban Declaration and Programme of Action](#) acknowledged that people of African descent were victims of slavery, the slave trade and colonialism, and continue to be victims of these actions. Two hundred million people who identify themselves as being of African descent live in the Americas. Many millions more live in other parts of the world, outside of the African continent. The International Decade provides "a solid framework for the United Nations, Member States, civil society and all other relevant actors to join together with people of African descent and take effective measures for the implementation of the program of activities in the spirit of recognition, justice and development."¹ The decade: 1) promotes respect, protection and fulfilment of all human rights and fundamental freedoms; 2) promotes a greater knowledge of and respect for the diverse heritage, culture and contribution; 3) adopts and strengthens national, regional and international legal frameworks and ensures their full and effective implementation.

Domestic Mission staff consulted with others and note that the ELCA has connected and will continue to connect with the Decade in the following ways:

- Members of the ADLA attended the launch of the Decade.
- Members of ADLA and the Ethnic Specific, Multicultural Ministries and Racial Justice staff will continue attending events related to the Decade (when possible).
- ELCA Assembly action CA16.05.15 affirms African Descent Lutheran Lives matter as well supports observing the Decade.
- Close collaboration with the Lutheran Office for World Community, Lutheran World Federation and ELCA's advocacy office at the UN.
- A preaching workshop in Liberia; At the request of the Rev. D. Jensen Seyenkulo, bishop of the Lutheran Church in Liberia (LCL), a preaching workshop was held in November 2016. This workshop, sponsored by Global Mission, was part of a pilot project to enhance leadership and capacity building of church companions. At the same time, it gave ELCA pastors of color a glimpse of mission in Africa. The workshop was facilitated by members of the Madagascar West & Central Africa team along with two congregationally called African American pastors of the ELCA. There were 82 participants from the LCL, the **Evangelical Lutheran Church in Sierra Leone** (ELCSL) and the **Lutheran Church in Guinea** (LCG). The LCG is a young and growing church being nurtured by the leadership of the LCL. The workshop consisted of three days of instruction emphasizing preaching law and gospel and practicing the art of "Celebration," an

¹ From <http://www.un.org/en/events/africandescentdecade/background.shtml>.

element of the Black (American) preaching style. Along with plenary sessions the participants worked in six small groups. On the fourth day, two participants from each small group preached a twelve-minute sermon. The workshop was well received and facilitators from the ELCA who had never visited West Africa grew in their understanding of mission and their capacity to engage cross culturally.

CC ACTION [*EN BLOC*]

Recommended:

To receive the report from the Domestic Mission unit on actions related to the 500th anniversary of the Lutheran Reformation and the U.N. International Decade for People of African Descent; and

To thank the churchwide staff and the ethnic associations on their intentional efforts to educate and raise awareness of the contributions of African descent Lutherans as part of these observances.

4. Strategy Toward Authentic Diversity within the ELCA (Motion B)

Churchwide Assembly Action [CA16.05.25]

To refer Motion B to the Church Council.

RESOLVED, the Churchwide Assembly direct the ELCA Church Council to form a Task Force for the purpose of developing a comprehensive set of strategies to equip congregations and synods to work towards becoming a more authentically diverse church. The work of the Task Force shall include but is not limited to:

- consulting with WELCA, the Ethnic Specific Ministry Associations, the Multicultural and Racial Justice Team, the Conference of Bishops and ecumenical partners;
- collecting existing resources such as those available from WELCA and the Ethnic Specific Ministry Associations and beyond the ELCA;
- identifying needs for additional resources;
- supporting synods in identifying their specific opportunities for growth;
- assessing the effectiveness of diversity strategies across the three expressions church in order to identify strategies that have yielded authentic diversity; and be it further

RESOLVED, that the Task Force be composed of one person from each of the nine regions and one Bishop who will serve as co-chair. The composition of the Task Force shall conform with the representational principles in section 5.01.f of the ELCA Constitution except that persons of Color and/or persons whose Primary Language is other than English shall comprise 100% of the Task Force and the Task Force shall be ethnically diverse. The members of the Task Force shall be appointed by the Church Council in consultation with the ELCA Director of Ethnic Specific and Multicultural Ministries; and be it further

RESOLVED, that the Church Council designate funds to support the work of the Task Force as soon as funds become available, no later than April 2017. The work of the Task Force shall begin no later than August 2017 and conclude at the 2019 Churchwide Assembly; and be it further

RESOLVED, that the Task Force submit a report and recommendations to the 2019 Churchwide Assembly that includes:

1. a summary of the information gathered by the Task Force and
2. a proposal of recommendations for metrics and supports to provide mutual accountability for our commitment to diversity across the three expressions of the church and a proposal for funding these efforts.

Response from Domestic Mission unit (November 2016)

Work towards becoming a more authentically diverse church is currently being carried out through the Ethnic Specific Ministry Associations and the Ethnic Specific, Multicultural Ministries and Racial Justice team. In addition, Presiding Bishop Elizabeth Eaton was asked by Church Council at its November 2015 meeting “to include the current efforts in a broader, comprehensive strategy toward becoming a racially and ethnically diverse church committed to dismantling racism.” [CC15.11.55] It is worth noting that the Called Forward

Together in Christ process identified a goal that this church becomes “an inviting, inclusive church that reflects the diversity of our communities and embraces the gifts and opportunities that diversity brings.” While we have continued the work, we request more time for consultations and further reflection before advising on a proposed task force and the scope of work prescribed. A full report will be prepared for the April 2017 Church Council meeting.

Church Council Action [CC16.11.46hh]

To receive the response from the Domestic Mission unit and to anticipate a report by the April 2017 Church Council meeting.

Response from Domestic Mission unit (Spring 2017)

The director for ethnic specific multicultural ministries and the racial justice program director convened a video conference (February 2017) with the presidents of the six ELCA ethnic associations to continue visioning relative to CA16.05.25 and current initiatives that intersect the action called for by the resolution. The current leadership/representation of the ethnic associations is comprised of active leaders from six different synods and five different regions. The broad relational reach of the ethnic associations is more than sufficient to produce a team representative of all nine regions as called for by CA16.05.25.

Currently, the ethnic associations with support of the Ethnic Specific Multicultural Ministries and Racial Justice (ESMMRJ) team are engaged in updating and/or developing new strategic plans for mission and ministry relative to our ELCA community with and among people of color. All previously adopted strategic plans will be ready for review by Church Council at its November 2018 meeting, and if needed, submitted for adoption at the 2019 ELCA Churchwide Assembly.

The racial justice program director convened a webinar, “Transforming White Privilege” <https://vimeo.com/200713450> (January 2017), to offer resource to assist synods in furthering work of cross cultural and racial justice engagement within synods and congregations. The link for the resource site for “Transforming White Privilege: A 21st Century Leadership Capacity” is here: <https://www.racialequitytools.org/module/overview/transforming-white-privilege>.

The racial justice program director represented the ESMMRJ team at the March 2017 Conference of Bishops to introduce the work of the team and the ethnic associations as a resource to bishops, synods and congregations for deepening capacity for racial/cross cultural engagement. At that Conference of Bishops meeting, the racial justice program director and the executive for research and evaluation made a presentation to further the work of equipping synods and congregations towards becoming a more authentically diverse church.

Following are the recommendations to Church Council from the Domestic Mission unit:

- In lieu of creating a task force, the Domestic Mission (DM) unit recommends that Church Council authorize the collaborative efforts of the ethnic associations in concert with the DM unit Ethnic Specific Multicultural Ministries and Racial Justice Team as designated agency to develop a plan for implementation of action called for by CA16.05.25.
- Church Council will receive a fuller report and further recommendations at November 2017 Church Council meeting that will include analysis of the scope of work called for by the resolution, configuration of implementation team (pending consultation with Women of the ELCA and ecumenical partners) and projections of funds/support for implementation.

Church Council action on Motion B will be reviewed and considered through the Planning and Evaluation Committee and presented to the Church Council during the committee’s report.

Responses to Synod Resolutions

1. Thrivent Choice Neutrality Policy Southeast Michigan Synod (6A) [2016]

RESOLVED, that the Southeast Michigan Synod meeting in assembly ask Bishop Donald P. Kreiss to contact Thrivent Financial for Lutherans on the behalf of this synod and urge Thrivent to allow for individual freedom and choice in supporting charitable giving without restriction; and be it further

RESOLVED, that this assembly ask the bishop and its Synod Council to communicate with the ELCA Church Council and presiding bishop, expressing the disappointment of this synod with Thrivent's current practice regarding Choice Dollars and requesting that the ELCA Church Council and presiding bishop advocate to have the current practice regarding Choice Dollars discontinued and allow for individual freedom and choice.

Executive Committee action [EC16.06.19d]

To receive the resolution from the Southeast Michigan Synod concerning Thrivent Financial for Lutherans Choice Dollars;

To refer the resolution to the Office of the Presiding Bishop for a report or for a timeline on when this resolution will receive further attention; and

To request the secretary of this church inform the synod of this action.

Response from the Office of the Presiding Bishop (November 2016)

Thrivent is an independent corporation with its own governing board and has all but dropped its church body relationships. It has changed the former Church Relations Church and Community Engagement unit, including a new name and adding a new director. The Office of the Presiding Bishop Synodical Relations team is trying to establish communication with the new director and new unit. We will report results in Spring 2017.

Church Council Action (CC16.11.46mm)

To receive the response from the Office of the Presiding Bishop and to request a report be received by the April 2017 Church Council meeting; and

To request that the secretary of this church inform the synod of this action.

Response from the Office of the Presiding Bishop (Spring 2017)

On December 1, 2016, Walter May, assistant to the presiding bishop and executive for synodical relations, met with Jan Engkasser, the director for member engagement strategies of Thrivent Financial, at the Lutheran Center in Chicago, IL. Walter informed Jan of the resolution brought to the Church Council and received feedback on the resolution. There was no further action taken. Jan agreed to share this information with Thrivent, and time for further discussion would be scheduled if needed. No date has been determined.

CC ACTION [EN BLOC]

Recommended:

To receive the response from the Office of the Presiding Bishop regarding Thrivent Choice Neutrality Policy;

To acknowledge that the intent of the resolution was shared with Thrivent Financial; and

To request that the secretary of this church inform the synod of this action.

BYLAWS LUTHERAN SCHOOL OF THEOLOGY AT CHICAGO

I. ~~I.~~ Membership of the Board of Directors of the Lutheran School of Theology at Chicago ("LSTC")

A. The authorized number of Directors of LSTC shall be not less than twenty-five (25) or more than thirty (30). The precise number of Directors shall be fixed and may be changed from time to time, within the minimum and maximum, by resolution of the Board without further amendment to the LSTC Constitution or Bylaws.

AB. ~~Representation of Board Members Elected By~~ Supporting Synods and Bishops

1. The supporting synods of ~~this school~~ LSTC shall be those declared by the Board upon prior approval of the Evangelical Lutheran Church in America ("ELCA") and currently consists of the following eighteen synods (list synods):

<u>Arkansas-Oklahoma Synod</u>	<u>Northern Great Lakes Synod</u>
<u>Central/Southern Illinois Synod</u>	<u>Northern Illinois Synod</u>
<u>Central States Synod</u>	<u>Northern Texas-Northern Louisiana Synod</u>
<u>East Central Synod of Wisconsin</u>	<u>Northwest Synod of Wisconsin</u>
<u>Greater Milwaukee Synod</u>	<u>South-Central Wisconsin Synod</u>
<u>La Crosse Area Synod</u>	<u>Southeastern Iowa Synod</u>
<u>Metropolitan Chicago Synod</u>	<u>Southwestern Texas Synod</u>
<u>Nebraska Synod</u>	<u>Texas-Louisiana-Gulf Coast Synod</u>
<u>Northeastern Iowa Synod</u>	<u>Western Iowa Synod</u>

2. Each supporting synod shall elect or appoint one (1) member to the Board of Directors in a category of membership consistent with the inclusivity goals stated in the LSTC Constitution and as designated by the ~~Nominating Committee of the Board~~ Board Development Committee;

3. The bishops of the supporting synods shall elect two (2) ~~representatives~~ members to the Board of Directors from among their number, with one (1) selected by and from the bishops of ELCA Region 4 and one (1) selected by and from the bishops of ELCA Region 5.

BC. ~~Representation of Board Members Elected by the Evangelical Lutheran Church in America~~ ELCA Church Council

~~At least one fifth In addition to the Board members representing~~ All of the remaining authorized Directors, other than those elected or appointed by the supporting synods and the bishops, there pursuant to Article I, Subsections B.2 and B.3 above, shall be a number of persons nominated ~~in consultation with the seminary~~ LSTC, by the Vocation and Education unit ~~Domestic Mission Unit or its successor~~ and elected by the ELCA Church Council. These ELCA Church Council elected members may sometimes be referred to in

these Bylaws as "churchwide" Directors. The precise number of CSM representatives churchwide Directors may fluctuate from time to time consistent with the number of Directors established by Board resolution within the range of authorized directors set forth in the LSTC Constitution. However, at no time may the number of CSM churchwide representatives Directors comprise less than one-fifth (1/5th) or more than one-third (1/3rd) of the authorized number of LSTC Board of Director members.

BCD. Election /Appointment to Membership

1. Election or appointment of Directors shall be conducted in the manner provided determined by the respective ~~synod or other selecting body~~ as described identified in Article I, Sections B. 2, B. 3 and C above.
2. Directors shall be elected/appointed for a three (3) year term in such a staggered manner so that the terms of office of approximately one-third (1/3rd) of the Directors shall expire each year. A term of office shall normally begin on the in October, 1 first following the election or appointment. Each Director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified. A Director may serve no more than three (3) consecutive full or partial terms in office.

E. Removal of Board Members

~~3.~~ If an elected /appointed member of the Board is absent from two (2) consecutive regular meetings without excuse, that office may be declared vacant in the sole discretion of the Board by a resolution adopted by ~~of the Board~~ a majority of the Directors then in office present and voting at a meeting duly held at which a quorum is present and in its sole discretion, shall be declared vacant. The Board may also, in its sole discretion, remove a Director with or without cause by the vote of a majority of Directors then in office present and voting at a meeting duly held at which a quorum is present.

F. Resignation of Board Members

Any Director may resign at any time by giving written notice to the Chair or Vice Chair. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.

G. Vacancies

Vacancies on the Board shall be filled as soon as practicable after the vacancy occurs. 4. Vacancies in the Board from among Board members elected or appointed by a supporting synod representatives shall be filled by the appropriate that supporting synod Church Council. Vacancies in the Board from among Board members elected by

~~supporting synod bishops representatives shall be filled by the appropriate bishops. Vacancies in the Board from among churchwide Board members CSM representatives shall be filled by the CSM Unit after consultation with LSTC and upon election by the ELCA Church Council.- In all cases, Vacancies-vacancies in an unexpired term shall be filled for the time remaining in that term.~~

~~C. Representation of the Evangelical Lutheran Church in America~~

~~At least one fifth No more than one third shall be nominated, in consultation with the seminary, by the Vocation and Education unit Congregational and Synodical Mission Unit and elected by the ELCA Church Council.~~

~~H. Representation of Administration/Advisory Members of the Board~~

~~To resource and support the work of the Board, the following persons shall serve as advisory members of the Board without vote:~~

- ~~1. The President, the Vice President(s), Deans, the Treasurer, and such other academic and administrative officers as the President, in consultation with the chair of the Board, shall appoint, shall be advisory members of the Board without vote.~~

~~Representation of Faculty~~

- ~~1. Two (2) representatives designated by the faculty, shall be advisory members of the Board without vote.~~
- ~~2. _____~~

~~2. Representation of Staff~~

~~3. _____~~

- ~~4.3. Two (2) representatives designated by the staff, shall be advisory members of the Board without vote.~~

~~G.4. Representation of Student Body~~

~~Two three (3) representatives designated by the students shall be advisory members of the Board without vote.~~

- ~~5. The chair or other representative designated by the LSTC Alumni/ae Board.~~

II. Meetings of the Board

A. Regular Meetings

~~—Regular meetings of the Board shall be held usually in the spring and fall, usually in the second week of May and the~~
~~second week of November of each year, unless otherwise decided by the Board~~
~~itself. Other regular meetings of the Board may be held at such time and place as the~~
~~Board may fix from time to time by resolution.~~

 B. Annual Meeting

~~—The Annual Meeting shall be the spring regular meeting, of each year shall~~
~~be considered the “annual meeting,” at which time, along with the transaction of other~~
~~business, officers shall be elected and a corporate budget shall be approved.~~

C. Special Meetings

~~—Special meetings shall be called when requested by one-third (1/3rd) of the Board~~
~~members, the Executive Committee, or the chairChair.~~
~~Such special meetings may occur by telephone conference call.~~

 D. Procedures

~~—1. A majority of the voting members of the Board then in office shall constitute a~~
~~quorum for any regular or special meeting.~~

~~2. A written agendaWritten notice of any regular meeting shall be sent to all members of~~
~~the Board with a notice of theand all faculty, staff and student board representatives~~
~~meeting not less than ten days before the meeting. Notice of any special meeting shall~~
~~be sent to all members of the Board and all faculty, staff and student board~~
~~representatives not less than forty-eight (48) hours before the meeting. Notice of the~~
~~time and place of all regular and special meetings shall be given to each Director and~~
~~board representative by one of the following methods:~~

~~a. Personal delivery;~~

~~b. First-class mail, postage paid; or~~

~~c. Facsimile, electronic mail (“e-mail”) or other means of electronic transmission.~~

~~All such notices shall be given or sent to the Director’s address, phone number,~~
~~facsimile number or e-mail address as shown on the records of LSTC. Notice of~~
~~regular meetings may be given in the form of a calendar or schedule that sets forth the~~
~~date, time and place of more than one regular meeting.~~

~~3. A written agenda for any regular meeting shall be sent to all members of the Board~~
~~and all faculty, staff and student board representatives and/or posted to LSTCnet not~~
~~less than ten days before the meeting.~~

~~34.~~ The current edition of Robert's Rules of Order shall be the authoritative guide in the
~~the~~ conduct of business of the Board.

~~45.~~ Minutes shall be sent to all members of the Board and/or posted to LSTCnet as soon
as possible after a ~~_____~~ meeting, but in no event later than ~~ten~~
thirty (30) days prior to the next meeting of the Board.

~~6.~~ Board members may participate in and act at any meeting of the board or its
committees through the use of a conference telephone or other communications
equipment as long as all persons participating in the meeting can communicate with
each other. All such Directors shall be deemed to be present in person at such meeting.

~~7.~~ Every act taken or decision made by a vote of the majority of the Directors present at a
meeting duly held at which a quorum is present is the act of the Board, unless a greater
number is expressly required by the Illinois General Not for Profit Corporation Act of
1986, as amended from time to time, the LSTC Articles of Incorporation, the LSTC
Constitution or these Bylaws.

~~_____58.~~ Voting by proxy shall not be permitted in any transactions of the Board.

~~_____6.~~ Mail E mail/mail votes and the use of absentee ballots may be authorized
by the Board ~~_____~~ or the Executive Committee for the transaction of
specific items of business. Any action required or permitted to be taken by the Board
may be taken without a meeting, if all members of the Board, individually or
collectively, consent in writing to the action. Such written consent shall have the same
force and effect as a unanimous vote of the Board taken at a meeting. Such written
consent or consents shall be filed with the minutes of the proceedings of the Board.

~~_____7.~~ When an mail e mail/mail vote is authorized for the election of a faculty member or an
administrator, votes must be cast by a majority of the directors then in office.
~~_____~~
~~_____~~ Such faculty member or administrator shall be elected only if seventy five percent
~~_____~~ of all votes cast in this manner are affirmative.

III. Officers of the Board

A. Election

~~1.~~ ~~_____1.~~ The Officers of the Board, who shall also be officers of the
corporation, shall be a Chair, a Vice Chair, a Secretary and a Treasurer. Officers shall
be elected at the spring meeting of the Board. Their terms of office shall be for two (2)
years, normally commencing on the October 1 first following election, and each shall
serve at the discretion of the Board and until his or her successor shall be elected and

qualified, or his or her earlier resignation or removal. No Officer who has completed a full two (2) year term may be elected to succeed himself or herself in the same office without at least a two (2) year gap in service. Following the adoption by the Board of an enabling resolution to implement staggered terms, the Officers shall be elected on a staggered schedule, so that a new Chair and Vice Chair normally will be elected in even years and a new Secretary and Treasurer normally will be elected in odd years. This staggered schedule may be adjusted from time to time by resolution of the Board without need for further amendment to these bylaws. All Officers must be elected or appointed members of the Board; any Officer who ceases to be a member of the Board for any reason shall also cease to be an Officer. Synodical Bishops shall not be eligible to serve as Officers.

~~The officers of the Board as identified in Article III, Section 4 of the _____
_____ Constitution of the seminary, shall be elected at the spring meeting of the Board
_____ for a term of one year, or until their successors are elected;~~

2. At least thirty (60-30) days prior to the spring meeting, the ~~Nominating Board~~ Development Committee will convene _____ ~~Committee will convene~~ to prepare a slate of Officer candidates, including at least one (1) _____ nomination for each Officer position;

3. ~~3.~~ Nominations will also be accepted from the floor at the time of the election. _____ Election shall be by ballot. ~~A majority of the votes cast on any ballot shall elect.~~ The affirmative vote of the majority of the Directors present at the meeting is required for election of any Officer, assuming quorum requirements are satisfied.

B. Removal of Officers

Any Officer may be removed, with or without cause, by action of the Board at any regular or special meeting of the Board.

C. Resignation of Officers

Any Officer may resign at any time by giving written notice to the Chair or Vice Chair. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.

D. Vacancies in Offices

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided that such vacancies shall be filled as they occur and not on an annual basis, and that any partial term served need not be considered when applying the term limits described in Article III, Section A.1.

BE. Responsibilities and Authority

1. ~~The~~ ~~The~~ ~~duties of the e~~Chair shall ~~be~~:
 - a. ~~To e~~Call and preside at meetings of the Board and the Executive Committee;
 - b. ~~E~~~~To~~ exercise such disciplinary power as is hereinafter prescribed;
 - c. ~~P~~~~To~~ perform such other functions as usually pertain to that office.
2. The ~~vice~~ ~~Vice~~ ~~ehair~~ ~~Chair~~ shall perform the duties of the ~~ehair~~ ~~Chair~~ when the latter is unable to do _____ so.
3. The ~~secretary~~ ~~Secretary~~ shall ensure that all minutes of the Board and Executive Committee are taken, prepared and distributed in an accurate and timely manner ~~prepare minutes of meetings of the Board and of the Executive Committee~~ and perform such other functions as usually pertain to that office.
4. The ~~duties of the t~~Treasurer, ~~to be undertaken in close cooperation and consultation~~ ~~with~~through the Vice President for Finance ~~and Special Projects~~, shall ensure proper be:
 - ~~oversight of the corporate funds, investments and securities of LSTC in conjunction with the Administration and Finance Committee. The Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board.~~
 - a. ~~To assure that procedures are in place so that the seminary is able to issue such~~ _____ corporate, ~~surety~~ and fidelity bonds ~~as shall be fixed by the Board;~~
 - b. ~~To assure that all necessary employees have appropriate corporate, surety, and fidelity bonds;~~
 - c. ~~To assure that proper procedures and internal controls are in place to protect all funds belonging to the corporation and to assure proper deposit and~~ _____ disbursement of such funds according to such regulations as the Board may _____ establish;
 - d. ~~To assure that the administration keeps full and systematic accounts of all~~ _____ finances of the corporation;
 - e. ~~To assure that such purchase and sale of securities by the seminary as may be~~ _____ found necessary and desirable shall be properly supervised, and when so _____ requested, to give proper certification of such action in the name of the _____ corporation;
 - f. ~~To assure that a full statement of the financial condition of the corporation, duly~~ _____ audited by certified public accountants, be presented to the Board at the annual _____ meeting and when otherwise requested.

IV. Executive Committee of the Board

A. The Executive Committee of the Board shall consist of the following members:

1. The ~~chair~~Chair, ~~vice-Vice~~ ~~chair~~Chair, ~~secretary~~Secretary, and ~~treasurer~~Treasurer, of the Board, ~~respectively~~ who each shall _____ serve on the Executive Committee for so long as he or she holds such office;
2. The chair of each standing committee, ~~respectively~~ who each shall serve on the Executive _____ Committee for so long as he or she serves as such chair;
3. One (1) of the two synod bishops on the Board, who shall be appointed to the Executive Committee by the ~~chair~~Chair of the Board in _____ consultation with the ~~president~~President of the school for a one- (1) year term.

B. Responsibility and Authority

The Executive Committee shall:

1. Act for and on behalf of the Board between meetings of the Board, except as _____ ~~limited by~~limited by the ~~LSTC constitution~~Constitution, by-laws, and applicable law;
- ~~2.~~ Provide advice and counsel to the President and other members of the _____ administration between meetings of the Board with respect to issues affecting _____ the well-being of the seminary;
3. Receive, review, and transmit to the Board administrative recommendations, _____ together with its own recommendations, regarding the election or appointment, _____ and terms of service of senior administrative officers, and the specific salary or range of _____ salaries and other benefits, of administrative officers, faculty and staff;
4. ~~Provide~~ oversight of LSTC's strategic plans to include: receiving and reviewing the seminary's planning drafts and making recommendations to the Board and ~~A~~administration regarding the substance and implementation of the plans.

C. Meetings

1. The Executive Committee shall ~~meet~~ have at least one (1) regular meeting during the first quarter of each calendar year _____ and at such other times as the ~~chair~~Chair may find necessary;
2. Special meetings shall be called when requested by one-third (1/3rd) of the Executive Committee members.

D. Procedures

1. A written agenda for a regular meeting shall be sent to all members of the Executive Committee with a written notice of the meeting not less than ten days before the meeting utilizing one of the permissible methods for the delivery of notice outlined in Article II, Subsection D.2.
- ~~1.2~~ Notice of any special meeting shall be sent to all members of the Executive Committee not less than forty-eight (48) hours before the meeting.
- ~~2.3~~ Minutes of Executive Committee meetings shall be sent to all members of the Board as soon as possible after an Executive Committee meeting, but in no event later than ~~ten~~ thirty (30) days before the next meeting of the Board.

E. ~~Representation of the Administration~~ Advisory Members

~~—~~The President and such other persons as the President, in consultation with the ~~chair~~ Chair of the Board, shall appoint shall be advisory members of the Executive Committee ~~—~~ without vote.

V. Committees of the Board

- A. The membership of standing and special committees shall annually be appointed at ~~—~~ the ~~Fall-fall~~ meeting of the Board by the ~~chair~~ Chair of the Board in consultation with the ~~—~~ President. Chairs and vice chairs of standing and special committees shall be ~~—~~ designated by the ~~chair~~ Chair of the Board in consultation with the President and with ~~—~~ approval by a majority of the other elected officers of the Board. ~~Chairs and vice chairs —~~ shall be appointed for one- (1) year terms.

B. Standing Committees of the Board shall be:

1. The Academic Affairs Committee, which shall be concerned with matters relating ~~—~~ to the educational programs of the school, the JKM Library Trust, the archives, the election of faculty members, and policies governing faculty, including rank, tenure, and leave. The Dean of Academic Affairs will shall be a consultant an advisor to this committee.
2. The Seminary Relations Committee, which shall be concerned with oversight of the relationship of the e-school to congregations, pastors, synods, donors, alumni, and the Lutheran School of Theology at Chicago Foundation. ~~Oversight of these relationships~~ Its responsibility shall include review of the public relations, marketing, and funding activities of the school that relate to development of support for current operations and capital improvements. ~~Administrative—The Vice President for~~

Advancement and such other administrative officers in the Advancement office as the ~~Committee~~ committee may require ~~will~~ shall be ~~consultants~~ advisors to this committee.

3. The Administration and Finance Committee, which shall be concerned with the financial status and procedures of the school, including trends and projections necessary for sound fiscal policy. This committee shall also be concerned with procedures and policies which would assure proper care for properties used by the school and with sound income and cost policies related thereto. The Vice Presidents for Finance, Operations, and Advancement shall be advisors to this committee. The Treasurer shall be an *ex officio* voting member of this committee.

~~3. The Administration and Finance Committee, which shall be concerned with the financial status and procedures of the school, including trends and projections necessary for sound fiscal policy. This committee shall also be concerned with procedures and policies which would assure proper care for properties used by the school and with sound income and cost policies related thereto. The Treasurer, Vice President for Finance and Special Projects, and Vice President for Operations will be consultants to this committee;~~

4. The Community Life Committee, which shall be concerned with various facets of seminary community life, including: worship and spiritual life; policies and programs regarding recruitment, financial aid, synodical professional leadership relationships, counseling, student issues, international student affairs, student government, and work opportunities. The ~~Dean of Student Services~~ ~~Dean of the Community~~ ~~Dean of Students and Director for MDiv and MA Programs,~~ the Director of Admissions and Financial Aid of Admissions, and the Director of Spiritual Formation and Pastor to the Community will ~~shall~~ be ~~an~~ ~~consultants~~ ~~advisor~~ to this committee.

~~5. The ~~Nominating~~ Board Development Committee, which shall work with the administration to select categories of membership for, -and identify, recruit, nominate and orient, new Board members, prepares an annual slate of candidates to be officers of the Board, and plans and oversees periodic Board ~~evaluation~~ ~~assessment~~ and continuing education programs. This Committee shall also develop a template for and annually review Standing Committee charters. -An administrative staff advisor to this committee shall be appointed by the President.~~

The specific responsibilities of any standing or special committee shall be more fully articulated in a committee charter to be annually reviewed by the Board Development Committee and, if changes are recommended, approved by the Board. Committee responsibilities may be changed by resolution of the Board without need for further amendment to these bylaws.

C. ~~Special Committees of the Board shall be:~~

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~~1. The Audit Committee, is a special committee of the Board, which It shall be concerned with the selection and retention of an independent auditor and the adequacy and effectiveness of the internal financial controls of the seminary, LSTC and the LSTC Foundation in accordance with its Board-approved charter. The Committee shall review and recommend for approval by the Board of Directors the independent accountant to be selected to audit the accounts of the seminary; review with said auditor the scope of the examination to be performed; review the auditor's fee contract; review the completed audit, the management letter and the seminary's response; evaluate any recommendations that the auditor might make for improving financial controls; and review a request for, and make a recommendation with respect to, any payment of auditor fees that exceed the contract fee. The Committee also shall direct an annual monitoring program for discerning potential conflicts of interest between the seminary and y, its employees and members of its Board of Directors and Board of Trustees of the LSTC Foundation, and arrange for the entire Board of Directors to meet with the auditors as appropriate, but at least biennially. The Treasurer and at least one (1) member of the Administration and Finance Committee and one (1) Trustee of the LSTC Foundation shall be members of this Committee. The President and the Vice President for Finance and Special Projects will shall be consultants advisors to this committee.~~

~~2. The LSTC Foundation Board of Trustees serves as the Investment Committee, which shall be concerned with the investment performance of endowment, trust and life income contract funds managed by LSTC and the LSTC Foundation. The Committee shall periodically review the performance of, and recommend for retention by the Board, professional investment advisors and managers; shall meet with the appropriate financial and administrative officers of LSTC and the LSTC Foundation and the professional investment advisors of the seminary and foundation to review the investment performance of, and make recommendations with respect to investment strategy for, the invested assets of both institutions; and shall report its findings and recommendations to the respective finance committees of each institution. Such committee shall meet by teleconference or in person no less than twice each fiscal year. The President, the Vice President for Advancement, and the Vice President for Finance and Special Projects will be consultants to this committee.~~

~~D.~~ Ad hoc committees of the Board may be formed to study specific questions and to make r recommendations to the Board for action. Their chairs and members shall be appointed by the chair Chair of the Board in consultation with the President.

~~E.~~ Standing, special and ad hoc committees of the Board may have as advisory members, without vote, persons who are not members of the Board.

F. A majority of committee members with the right to vote shall constitute a quorum for the transaction of committee business. Every act taken or decision made by a majority of the committee members with the right to vote present at a meeting duly held at which a quorum is present shall be regarded as an act of the committee.

E.G. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records.

VI. The LSTC Foundation

The LSTC Foundation (“Foundation”), a separately incorporated functionally integrated supporting organization of LSTC, is governed by its own bylaws that must be approved by the LSTC Board of Directors. Its Trustees are elected by, and may be removed by the LSTC Board. It has been delegated by the LSTC Board certain responsibilities related to the investment performance of the LSTC endowment and of certain trust and life income contract funds. The Foundation is responsible for detailed review and ultimate management of LSTC investments, governed by an Investment Policy Statement which is approved by the LSTC Board of Directors, that specifies how the Foundation will manage and report on investments, with the goal of generating income in support of LSTC’s operating budget while reducing the risk of loss of principal.

VII. The President

A. Election and Term of the President

1. The administration of ~~this school~~LSTC shall be vested in a President, who shall be or _____ who shall become a member of an Evangelical Lutheran Church in AmericaELCA _____ congregation prior to assuming office.
2. The President shall be elected by the Board, in consultation with the ELCA presiding bishop and the ~~Vocation and Education~~Domestic Mission Unit of the ELCA, or its successor, on nomination of the Executive Committee.
3. Following election, the President shall be duly installed in office, at which time the President shall subscribe to the doctrinal basis of the school.
4. The President serves at the pleasure of the Board and ordinarily without stated term, although a term of office may be negotiated at the discretion of the Board.

B. Duties and Responsibilities of the President

~~1.~~1.—The President shall be the chief executive officer of ~~this school~~LSTC ~~and, and~~ the official channel ~~channel~~ of communication between the ~~seminary community~~internal and external constituencies of the corporation and the Board. The President shall be responsible for implementation of policies adopted by the Board and shall supervise, direct and control the school’s day-to-day activities, business and affairs. The President is empowered to hire, supervise and fire all of the employees of LSTC under such terms and having such job responsibilities as the President shall determine in his or her sole discretion, subject to the rights, if any, of the employee

under any contract of employment and the authority of the Board to elect senior administrative officers of the corporation as is more fully described in Article VII, Section B.5 and Article VIII below.

2. The President shall regularly report to the Board on the state of the ~~school~~corporation;
3. Subject to authority given to ~~him~~the President by the Board, the President may, on behalf of the ~~seminary~~corporation, make and enter into ordinary salary contracts, ~~institutional memberships,~~ institutional memberships, purchase agreements and the like, and sign any other legal documents;
4. The President shall ~~be responsible for~~ensure preparation of the proposed annual budget of ~~this school~~the corporation and its presentation to the Board and shall see that it is properly administered.
~~and its presentation to the Board and shall see that it is properly administered;~~
5. The President shall recommend, and the Board shall elect, such senior administrative officers as are necessary to maintain the effective management of LSTC. All administrative officers shall serve at the pleasure of the President ~~but the President shall consult with the Executive Committee before firing any senior administrative officer.~~ The area of assigned service and authority for each administrator shall be specifically defined;
6. The President, in consultation with the Dean of Academic Affairs, may appoint such directors as the academic programs of this school may require. They shall have such rights and responsibilities as are articulated in their job descriptions and such faculty status as is approved by the Board.
7. The President shall be the chief executive officer of the LSTC Foundation.
- 6.8. ~~Other~~Further duties of the President shall be articulated in a job description to be developed and adopted by the Board, and may be expanded or amended by resolution of the Board.~~may be described by the Board.~~

VIII. Administration Senior Administrative Officers of the School

A. Academic Affairs

1. Upon recommendation of the President and with the concurrence of the faculty, the Board shall elect a Dean ~~Dean and Vice President for~~of Academic Affairs (“Dean/VPAAA”). The Dean/AA shall have overall responsibility for the academic programs of LSTC (M.Div., M.A., Th.M., Ph.D., D.Min.) and shall supervise the

Registrar and the directors of degree programs and other academic programs, including the centers. The Dean/AA supervises the work of the faculty and strives to foster faculty welfare, morale, and excellence in teaching and scholarship.

- ~~2. The President, in consultation with the Dean/VPAA, may appoint, with the approval of the Board, such directors as the academic programs of this school may require. They shall have faculty status, rights, and responsibilities;~~
2. The ~~Dean~~Dean/VPAA shall present to the Academic Affairs Committee of the Board recommendations of the faculty regarding all elections to the regular faculty, promotions and tenure. The ~~Dean~~Dean/VPAA and the President shall also make their own recommendations on these matters to the Academic Affairs Committee. The Dean/AA shall make recommendations with regard to requests for sabbatical leaves to the Academic Affairs Committee. ~~This Committee shall review all such submitted matters and, in turn, make its own recommendation to the Board for approval or denial of the requested action;~~

~~The authority to grant a special leave of absence to a faculty member, with or without pay, shall reside with the President after recommendation from the Dean/VPAA. Such leave shall be granted only for a specified period of time not to exceed three years in length, and with the condition that it be reviewed by the Academic Affairs Committee and approved by the Board of Directors at the first meeting after the action of the President.~~

~~A leave of absence for illness may be granted to a faculty member by the Dean/VPAA up to a period of four weeks, after which it must be considered as a special leave of absence and therefore be subject to the terms listed in the previous section.~~

~~2.~~

3. Further duties of the ~~Dean~~Dean/VPAA shall be ~~described~~articulated in a job description developed by the President in consultation with the faculty and adopted by the Board.

B. ~~Community Services Formation and Pastoral Affairs~~Dean of Student Services

1. Upon recommendation of the President, the Board shall elect a ~~Dean of Community Director of Spiritual Formation and Pastor to the Community of Student Services~~ (“Dean/SS”) who shall be responsible for oversight of the entire LSTC student experience from the point of recruitment onwards, including especially admissions, financial aid, international students, other matters related to student services and community life at LSTC. The Dean/SS insures that the Office for Student Services serves as a source of information for students and strives to be responsive to student concerns in the areas listed.

- ~~1. 2. a) be concerned for the emotional, physical, psychological, social and spiritual lives of all of the members of the seminary community, and (b) serve as a pastor to the seminary community, be responsible for pastoral ministry in the seminary community, and the spiritual formation of students;~~

~~laity, and clergy. (The Dean of Students and Pastor to the Community. The Director of Spiritual Formation and Pastor to the Community may be given faculty status, rights, and responsibilities;~~

- ~~2.~~ The specific duties of the Dean/~~SS~~ ~~of Community Director of Spiritual Formation Student Services and the Pastor to the Community~~ shall be articulated in a job description developed ~~described~~ by the President in consultation with the faculty, and adopted by the Board.

C. ~~Administration and~~ Finance

1. Upon recommendation of the President, the Board shall elect a Vice President ~~of~~ for Finance ~~and Special Projects~~ who shall serve as the chief financial officer of the corporation and shall develop and implement the financial policies and procedures necessary to support its mission ~~administer the business, property and support staff and financial matters of the Lutheran School of Theology at Chicago~~ LSTC under the policies and procedures adopted by the ~~LSTC~~ Board of Directors.
2. The specific duties of the Vice President for Finance ~~and Special Projects~~ shall be ~~described~~ articulated in a job description developed by the President and adopted by the Board.

D. Operations

- ~~1.~~ Upon recommendation of the President, the Board shall elect a Vice President for Operations who shall administer ensure the efficient and effective management and security of all the property, information technologies, and support staff of facility services, and support staff of ~~the Lutheran School of Theology at Chicago~~ LSTC under the policies and procedures adopted by the ~~LSTC~~ Board of Directors.
1.
2. The specific duties of the Vice President for Operations shall be articulated in a job description developed ~~described~~ by the President and adopted by the Board.

~~D~~E. Advancement

1. Upon recommendation of the President, the Board shall elect a Vice President for Advancement who shall be in charge of planning, organizing, and managing the corporation's activities with respect to fundraising, alumni relations, major gift solicitation, all advancement functions of the Lutheran School of Theology at Chicago ~~LSTC and shall serve as the chief executive officer of~~ and the LSTC Foundation.
2. The specific duties of the Vice President for Advancement shall be articulated in a job description developed ~~described~~ by the President and adopted by the Board.

VIII. Judicial Authority of the Board

A. The Board has final authority with respect to interpretation and application of the bylaws and with respect to any controversy that may arise thereunder. It may decline to exercise jurisdiction when in its opinion the judgment of a subordinate authority should be determinative.

B. Regarding the President

1. If definite charges of incompetence, inefficiency or neglect of duty be proffered against the President and be presented in writing to the ~~Chair~~ Chair of the Board by two (2) or more responsible persons, the ~~Chair~~ Chair shall bring a copy of the charges to the President privately. If the ~~Chair~~ Chair shall deem the charges sufficiently serious, the ~~Chair~~ Chair shall bring the charges to the Board. The Board may cite the President in writing, proceed to hear evidence and come to a decision. Both the persons submitting the charges and the President shall be permitted to select an advisor who may act as counsel, and to produce witnesses and relevant documents. There shall be a ~~stenographic-written record-transcript~~ transcript of the hearing and testimony, a copy of which shall be provided to the President. Upon the conclusion of the hearing, the Board shall deliberate in executive session and vote. Two-thirds (2/3rds) of the votes cast shall be necessary to sustain the charges. In case the charges are sustained, the Board shall have the power to suspend or dismiss the President. Two-thirds (2/3rds) of the votes cast shall be necessary for dismissal.

2. If the President is ordained, and charges are sustained that involve questions of doctrine or morality, the matter shall be referred to the synod of which the President is a member for disciplinary action in accordance with Chapter 20 of the Evangelical Lutheran Church in America Constitution.

C. Regarding the Faculty

1. Definite charges of inefficiency, incompetence, false doctrine, immoral conduct or neglect of duty may be proffered against any member of the faculty.

2. Such definite charges must be made in writing and signed by either the President, at least two (2) members of the Board of Directors, or at least three (3) other responsible persons. Upon initiating or receiving such written charges, the President shall share a copy of the charges with the accused faculty member and attempt to clarify, mediate and resolve the charges privately.

3. If such efforts are unsuccessful, the President shall notify the faculty, which shall _____ then elect a committee of three (3) _____tenured faculty members to investigate the charges. _____The hearing procedures to be followed with respect to the investigation shall be _____those as set forth in the faculty handbook and approved by the Board of Directors _____ from time to time. If the faculty committee sustains the charges, the President shall _____inform the accused and shall transmit the committee's action together with his or her _____own recommendation to the Board for their action. The Board shall deliberate in _____executive session and vote. Two-thirds ($2/3^{\text{rds}}$) of the votes cast shall be necessary to _____ sustain the charges. In case the charges are sustained, the Board shall have the _____power to suspend or dismiss the accused. Two-thirds ($2/3^{\text{rds}}$) of the votes cast shall _____be necessary for dismissal.;
4. If the charges involving questions of doctrine or morality against an ordained _____ faculty member are sustained, those charges shall, after consultation with _____the person concerned, be transmitted to the bishop of the synod of which the person _____is a member for action in accordance with Chapter 20 of the Evangelical Lutheran _____Church in America Constitution.

IX. Statutes of the Board

- A. Upon consultation with the students, faculty, and administrative officers, the Board shall ~~shall~~ adopt policy statements dealing with the internal operating organization of the _____school. _____These principles of institutional operations shall be termed "Statutes of the _____Board." They shall be adopted and revised by majority vote of the Board.
- B. The Statutes of the Board shall be available through the office of the President. They ~~They~~ shall cover such items as the following:
 1. The President and the President's role;
 2. The central administrative organization, including job descriptions;
 3. Educational units;
 4. The Faculty
 - a. Organization and governance, including job descriptions;
 - b. Responsibilities, powers, rights, and privileges;
 - c. Election procedures and conditions of appointment;
 - d. Ranks and tenure;
 - e. Leaves;
 - f. Teaching loads;
 - g. Grievance and judicial procedures;

5. Students
 - a. Admission;
 - b. Suspension, dismissal, and judicial procedures;
 - c. Financial assistance;
 - d. Student services, fees, and organizations;
6. Financial and business operations;
7. The care, operation, and maintenance of the educational plant, including lands, buildings, and equipment;
8. The library;
9. Such other matters as from time to time are necessary.

XI. Articles of Incorporation and Merger and Acquisition of Subsidiary

Except for the Board of Directors, no person (including, without limitation, any corporate member of this school) shall have any voting rights regarding or be entitled to vote on any ~~amendment or any plan of merger or consolidation or the acquisition of Christ Seminary - Seminex as a wholly owned subsidiary of the Lutheran School of Theology at Chicago~~ LSTC. ~~amendment or any plan of merger or consolidation or the acquisition of Christ Seminary - Seminex as a wholly owned subsidiary of LSTC.~~

XII. Indemnification

~~To the full extent permitted by any applicable law, this corporation shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever brought, whether civil, criminal, administrative or investigative, including an action by or in the right of the corporation, by reason of the fact that such person is or was a director, officer, employee, agent or member of a committee of this corporation or, while a director, officer, employee or agent of another organization or employee benefit plan at the request of this corporation or pursuant to his or her duties as a director, officer, employee or agent of this corporation, against expenses, including attorney's fees, judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan) and amounts paid in settlement or pursuant to arbitration actually and reasonably incurred by such person in connection with such action, suit or proceeding.~~

~~Indemnification provided by this Article shall continue as to a person who has ceased to be a director, officer, employee, agent or committee member, shall inure to the benefit of the heirs, executors and administrators of such a person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this Article. Any indemnification realized other than under this article shall apply as a credit against any indemnification provided by this Article.~~

~~This corporation may, to the full extent permitted by applicable law, from time to time in effect, purchase and maintain insurance on behalf of any person who is or was director, officer, employee, agent or a member of a committee of this corporation against any liability asserted against such person and incurred by such person in any such capacity.~~

A. Actions Other Than By or In the Right of the Corporation.

LSTC shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of LSTC) by reason of the fact that such person is or was a director, officer, employee, agent or member of a committee of LSTC, or a Trustee of the Foundation, or who is or was serving at the request of LSTC as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to the best interests of LSTC, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of LSTC, or with respect to any criminal action or proceeding, had reasonable cause to believe that such conduct was unlawful.

B. Actions By or In the Right of the Corporation.

LSTC shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of LSTC to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee, agent or member of a committee of LSTC or a Trustee of the Foundation, or who is or was serving at the request of LSTC as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to the best interests of the LSTC, and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to LSTC, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

C. Indemnification Where Party Has Been Successful

To the extent that a present or former director, officer, or employee or member of a committee of LSTC or Trustee of the Foundation has been successful, on the merits or

otherwise, in the defense of any action, suit or proceeding referred to in Sections (A) and (B) of this Article XII, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith, if that person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of LSTC.

D. Determination That Standards of Conduct Have Been Met

Any indemnification under Sections (A), (B) or (C) of this Article XII (unless ordered by a court) shall be made by LSTC only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or member of a committee or agent of LSTC or Trustee of the Foundation is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections (A), (B) or (C) of this Article XII. Such determination shall be made (i) by a majority vote of the directors of LSTC who were not parties to such action, suit or proceeding, even though less than a quorum, or (ii) by a committee of such directors, even though less than a quorum, if designated by a majority vote of such directors, or (iii) if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion.

E. Advancements

Expenses (including attorney's fees) incurred by an officer or director or member of a committee of LSTC or Trustee of the Foundation in defending a civil or criminal action, suit or proceeding may be paid by LSTC in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of director or officer or committee member or Trustee to repay such amount, unless it shall ultimately be determined that such person is entitled to be indemnified by LSTC as authorized in this Article XII. Such expenses (including attorney's fees) incurred by former directors and officers and committee members or other employees and agents of LSTC or by persons serving at the request of LSTC as directors, officers, employees or agents of another corporation, partnership, joint venture, trust or other enterprise may be so paid on such terms and conditions, if any, as the corporation deems appropriate.

F. Non-Exclusivity of Indemnification

The indemnification provided by this Article XII shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement may be entitled under any agreement, vote of disinterested directors of LSTC, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a director, officer employee, committee member or agent of LSTC or Trustee of the Foundation, and shall inure to the benefit of the heirs, executors and administrators of such a person.

F. Insurance

LSTC will ensure that there will be purchased and maintained insurance on behalf of any person who is or was a director, officer, committee member, employee or agent of LSTC, or Trustee of the Foundation, or who is or was serving at the request of LSTC as a

director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not LSTC would have the power to indemnify such person against such liability under the provisions of this Article XII. This insurance shall be reviewed annually.

XIII. Conflict of Interest

A. Introduction

The proper governance of the seminary depends on the loyalty and fidelity of _____
_____members of the Board of Directors and its committees, who give of their time to assure _____that the seminary operates in accordance with its stated mission and policies. _____Occasionally, such service may result in a situation involving a duality of interest _____for the member and/or a conflict of interest between the member and the seminary. _____The matter of any duality of interest for a Board or committee member can be handled _____through full disclosure of the duality or conflict of interest, and abstention from any _____vote involving such interest.

B. Definition

The question of conflict of interest arises whenever a Board or committee member is _____directly or indirectly a party to a transaction involving the seminary. For the purpose _____of this _____Article, a member is indirectly a party to a transaction if the other party to the _____transaction is an entity in which the member has a material financial interest, or of _____which the member is an officer, director, or general partner.

C. Disclosure

It shall be the duty of the Audit Committee of the Board annually ~~at the spring meeting~~ to solicit from each Board member, and of each Board member annually to produce, an acknowledgment in writing of all known material financial or other relationships which may have the potential for creating the type of conflict of interest with the seminary contemplated by this Article ~~and the LSTC Policy on Conflicts of Interest and Disclosure of Certain Interests and Conflict of Interest Questionnaire~~. It shall also be the duty of each Board or committee member to affirmatively disclose to the other members of the Board or committee all facts pertaining to any transaction brought before the Board or committee for consideration that is subject to any doubt concerning the possible existence of a conflict of interest before the transaction is consummated. Such disclosure shall be recorded in the minutes of the meeting.

D. Contest of Validity of Transaction

If a transaction is fair to the seminary at the time it is authorized, approved or ratified,

the fact that a member of the Board of Directors is directly or indirectly a party to the transaction is not grounds for invalidating the transaction. In a proceeding contesting the validity of a transaction described in Section B above, the person asserting validity has the burden of proving fairness unless the material facts of the transaction and the Board member's interest or relationship were disclosed or known to the Board of Directors or committee of the Board, and the Board or committee authorized, approved or ratified the transaction by the affirmative votes of a majority of disinterested directors, even though the disinterested directors may be less than a quorum.

E. Determination of Quorum and Voting

The presence of a director or committee member who is directly or indirectly a party to a transaction described in Section B above, or who is otherwise not disinterested, may be counted in determining whether a quorum is present, but may not be counted when action is taken on the transaction. Any member having a duality of interest or possible

conflict of interest on any matter should not vote. Nothing contained herein should prevent the member from briefly stating his or her position on the matter, or from answering pertinent questions of other members.

XIV. General Provisions

A. Relationship to the ELCA

~~The Lutheran School of Theology at Chicago Seminary~~LSTC is affiliated with the Evangelical Lutheran Church in America (ELCA). No provision of the Bylaws shall be inconsistent with the Constitution, Bylaws and Continuing Resolutions of the Evangelical Lutheran Church in America and policies established by the ELCA Church Council.

B. Amendment

These bylaws may be amended, altered or repealed or new bylaws may be adopted by the Board at any meeting of the Board, provided that notice of the proposed amendment, alteration, repeal or new bylaws has been sent to each director at least thirty (30) days before such meeting. The bylaws may not be inconsistent with the LSTC articles of incorporation or constitution. These Bylaws and all amendments must be approved by the ELCA Church Council.

C. Fees and Compensation of Directors

LSTC shall not pay any compensation to Directors for services rendered to the seminary as Directors, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the Board.

Approved by LSTC Board, April 1972
Approved by Synods, 1972
Put into effect, October 1973
Revised 1981, 1983, 1984, 1987, 1991, 1993
Restated 1995
Revised 2001
Revised May 2006
Revised October 2006
Revisions approved by LSTC Board, November, 2006
Bylaws sent to Vocation and Education Unit of the ELCA for Church Council approval, February 2007
Amended Bylaws approved by the Church Council of the ELCA, April 13-16, 2007 Meeting
Approved by LSTC Board May 2016

BYLAWS
LUTHERAN SCHOOL OF THEOLOGY AT CHICAGO
[sometimes referred to in these bylaws as “LSTC” or “this corporation”]

I. Board of Directors of the Lutheran School of Theology at Chicago

A. The authorized number of Directors of LSTC shall be not less than twenty-five (25) or more than thirty (30). The precise number of Directors shall be fixed and may be changed from time to time, within the minimum and maximum, by resolution of the Board without further amendment to the LSTC constitution or bylaws.

B. Board Members Elected By Supporting Synods and Bishops

1. The supporting synods of LSTC shall be those declared by the Board upon prior approval of the Evangelical Lutheran Church in America (“ELCA”) and currently consist of the following eighteen synods:

Arkansas-Oklahoma Synod	Northern Great Lakes Synod
Central/Southern Illinois Synod	Northern Illinois Synod
Central States Synod	Northern Texas-Northern Louisiana Synod
East Central Synod of Wisconsin	Northwest Synod of Wisconsin
Greater Milwaukee Synod	South-Central Wisconsin Synod
La Crosse Area Synod	Southeastern Iowa Synod
Metropolitan Chicago Synod	Southwestern Texas Synod
Nebraska Synod	Texas-Louisiana-Gulf Coast Synod
Northeastern Iowa Synod	Western Iowa Synod

2. Each supporting synod shall elect or appoint one (1) member to the Board of Directors in a category of membership consistent with the inclusivity goals stated in the LSTC constitution and as designated by the Board Development Committee;

3. The bishops of the supporting synods shall elect two (2) members to the Board of Directors from among their number, with one (1) selected by and from the bishops of ELCA Region 4 and one (1) selected by and from the bishops of ELCA Region 5.

C. Board Members Elected by the ELCA Church Council

All of the remaining authorized Directors, other than those elected or appointed by the supporting synods and the bishops pursuant to Article I, Subsections B.2 and B.3 above, shall be nominated in consultation with LSTC by the Domestic Mission Unit or its successor and elected by the ELCA Church Council. These ELCA Church Council elected members may sometimes be referred to in these bylaws as “churchwide” Directors. The precise number of churchwide Directors may fluctuate from time to time consistent with the number of Directors established by Board resolution within the range of authorized Directors. However, at no time may the number of churchwide Directors

comprise less than one-fifth (1/5th) or more than one-third (1/3rd) of the authorized number of LSTC Board of Director members.

D. Election/Appointment to Membership

1. Election or appointment of Directors shall be conducted in the manner determined by the respective selecting body identified in Article I, Sections B. 2, B. 3 and C above.
2. Directors shall be elected/appointed for a three (3) year term in a staggered manner so that the terms of office of approximately one-third (1/3rd) of the Directors shall expire each year. A term of office shall normally begin on the October 1 first following the election or appointment. Each Director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified. A Director may serve no more than three (3) consecutive full or partial terms in office.

E. Removal of Board Members

If an elected/appointed member of the Board is absent from two (2) consecutive regular meetings without excuse, that office may be declared vacant in the sole discretion of the Board by a resolution adopted by a majority of the Directors then in office present and voting at a meeting duly held at which a quorum is present. The Board may also, in its sole discretion, remove a Director with or without cause by the vote of a majority of Directors then in office present and voting at a meeting duly held at which a quorum is present.

F. Resignation of Board Members

Any Director may resign at any time by giving written notice to the Chair or Vice Chair. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.

G. Vacancies

Vacancies on the Board shall be filled as soon as practicable after the vacancy occurs. Vacancies from among Board members elected or appointed by a supporting synod shall be filled by that supporting synod. Vacancies from among Board members elected by supporting synod bishops shall be filled by the appropriate bishops. Vacancies from among churchwide Board members shall be filled upon election by the ELCA Church Council. In all cases, vacancies in an unexpired term shall be filled for the time remaining in that term.

H. Advisory Members of the Board

To resource and support the work of the Board, the following persons shall serve as advisory members of the Board without vote:

1. The President, the Vice President(s), Deans, and such other academic and administrative officers as the President shall appoint.
2. Two (2) representatives designated by the faculty.
3. Two (2) representatives designated by the staff.
4. Three (3) representatives designated by the students.
5. The chair or other representative designated by the LSTC Alumni/ae Board.

II. Meetings of the Board

A. Regular Meetings

Regular meetings of the Board shall be held in the spring and fall, usually in May and November of each year, unless otherwise decided by the Board. Other regular meetings of the Board may be held at such time and place as the Board may fix from time to time by resolution.

B. Annual Meeting

The spring regular meeting of each year shall be considered the “annual meeting,” at which time, along with the transaction of other business, Officers shall be elected and a corporate budget shall be approved.

C. Special Meetings

Special meetings shall be called when requested by one-third (1/3rd) of the Board members, the Executive Committee, or the Chair.

D. Procedures

1. A majority of the voting members of the Board then in office shall constitute a quorum for any regular or special meeting.
2. Written notice of any regular meeting shall be sent to all members of the Board and all faculty, staff, and student Board representatives not less than ten (10) days before the meeting. Notice of any special meeting shall be sent to all members of the Board and all faculty, staff, and student Board representatives not less than forty-eight (48) hours before the meeting. Notice of the time and place of all regular and special meetings shall be given to each Director and Board representative by one of the following methods:
 - a. Personal delivery;

- b. First-class mail, postage paid; or
- c. Facsimile, electronic mail (“e-mail”), or other means of electronic transmission.

All such notices shall be given or sent to the Director’s address, phone number, facsimile number, or e-mail address as shown on the records of LSTC. Notice of regular meetings may be given in the form of a calendar or schedule that sets forth the date, time, and place of more than one regular meeting.

- 3. A written agenda for any regular meeting shall be sent to all members of the Board and all faculty, staff and student Board representatives and/or posted to LSTCNet not less than ten (10) days before the meeting.
- 4. The current edition of *Robert’s Rules of Order* shall be the authoritative guide in the conduct of business of the Board.
- 5. Minutes shall be sent to all members of the Board and/or posted to LSTCNet as soon as possible after a meeting, but in no event later than thirty (30) days prior to the next meeting of the Board.
- 6. Board members may participate in and act at any meeting of the Board or its committees through the use of a conference telephone or other communications equipment as long as all persons participating in the meeting can communicate with each other. All such Directors shall be deemed to be present in person at such meeting.
- 7. Every act taken or decision made by a vote of the majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, unless a greater number is expressly required by the Illinois General Not for Profit Corporation Act of 1986, as amended from time to time, the LSTC articles of incorporation, the LSTC constitution, or these bylaws.
- 8. Voting by proxy shall not be permitted in any transactions of the Board. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to the action. Such written consent shall have the same force and effect as a unanimous vote of the Board taken at a meeting. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

III. Officers of the Board

A. Election

- 1. The Officers of the Board, who shall also be Officers of this corporation, shall be a Chair, a Vice Chair, a Secretary, and a Treasurer. Officers shall be elected at the

spring meeting of the Board. Their terms of office shall be for two (2) years, normally commencing on the October 1 first following election, and each shall serve at the discretion of the Board and until his or her successor shall be elected and qualified, or his or her earlier resignation or removal. No Officer who has completed a full two (2) year term may be elected to succeed himself or herself in the same office without at least a two (2) year gap in service. Following the adoption by the Board of an enabling resolution to implement staggered terms, the Officers shall be elected on a staggered schedule, so that a new Chair and Vice Chair normally will be elected in even years and a new Secretary and Treasurer normally will be elected in odd years. This staggered schedule may be adjusted from time to time by resolution of the Board without need for further amendment to these bylaws. All Officers must be elected or appointed members of the Board; any Officer who ceases to be a member of the Board for any reason shall also cease to be an Officer. Synodical Bishops shall not be eligible to serve as Officers.

2. At least thirty (30) days prior to the spring meeting, the Board Development Committee will convene to prepare a slate of Officer candidates, including at least one (1) nomination for each Officer position.
3. Nominations will also be accepted from the floor at the time of the election. Election shall be by ballot. The affirmative vote of the majority of the Directors present at the meeting is required for election of any Officer, assuming quorum requirements are satisfied.

B. Removal of Officers

Any Officer may be removed, with or without cause, by action of the Board at any regular or special meeting of the Board.

C. Resignation of Officers

Any Officer may resign at any time by giving written notice to the Chair or Vice Chair. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.

D. Vacancies in Offices

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office, provided that such vacancies shall be filled as they occur and not on an annual basis, and that any partial term served need not be considered when applying the term limits described in Article III, Section A.1.

E. Responsibilities and Authority

1. The Chair shall:
 - a. Call and preside at meetings of the Board and the Executive Committee;
 - b. Exercise such disciplinary power as is hereinafter prescribed;
 - c. Perform such other functions as usually pertain to that office.
2. The Vice Chair shall perform the duties of the Chair when the latter is unable to do so.
3. The Secretary shall ensure that all minutes of the Board and Executive Committee are taken, prepared, and distributed in an accurate and timely manner and perform such other functions as usually pertain to that office.
4. The Treasurer, through the Vice President for Finance, shall ensure proper oversight of the corporate funds, investments, and securities of LSTC in conjunction with the Administration and Finance Committee. The Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board.

IV. Executive Committee of the Board

- A. The Executive Committee of the Board shall consist of the following members:
 1. The Chair, Vice Chair, Secretary, and Treasurer of the Board, who each shall serve on the Executive Committee for so long as he or she holds such office;
 2. The chair of each standing committee, who each shall serve on the Executive Committee for so long as he or she serves as such chair;
 3. One (1) of the two synod bishops on the Board, who shall be appointed to the Executive Committee by the Chair of the Board in consultation with the President for a one (1) year term.
- B. Responsibility and Authority

The Executive Committee shall:

1. Act for and on behalf of the Board between meetings of the Board, except as limited by the LSTC constitution, bylaws, and applicable law;
2. Provide advice and counsel to the President and other members of the administration between meetings of the Board with respect to issues affecting the well-being of the seminary;

3. Receive, review, and transmit to the Board administrative recommendations, together with its own recommendations, regarding the election or appointment, and terms of service of senior administrative officers, and the specific salary or range of salaries and other benefits, of administrative officers, faculty, and staff;
4. Provide oversight of LSTC's strategic plans to include: receiving and reviewing the seminary's planning drafts and making recommendations to the Board and administration regarding the substance and implementation of the plans.

C. Meetings

1. The Executive Committee shall have at least one (1) regular meeting during the first quarter of each calendar year and at such other times as the Chair may find necessary.
2. Special meetings shall be called when requested by one-third (1/3rd) of the Executive Committee members.

D. Procedures

1. A written agenda for a regular meeting shall be sent to all members of the Executive Committee with a written notice of the meeting not less than ten (10) days before the meeting utilizing one of the permissible methods for the delivery of notice outlined in Article II, Subsection D.2.
2. Notice of any special meeting shall be sent to all members of the Executive Committee not less than forty-eight (48) hours before the meeting.
3. Minutes of Executive Committee meetings shall be sent to all members of the Board as soon as possible after an Executive Committee meeting, but in no event later than thirty (30) days before the next meeting of the Board.

E. Advisory Members

The President and such other persons as the President, in consultation with the Chair of the Board, shall appoint, shall be advisory members of the Executive Committee without vote.

V. Committees of the Board

- A. The membership of standing and special committees shall annually be appointed at the fall meeting of the Board by the Chair of the Board in consultation with the President. Chairs and vice chairs of standing and special committees shall be designated by the Chair of the Board in consultation with the President and with approval by a majority of the other elected Officers of the Board. Chairs and vice chairs shall be appointed for one (1) year terms.

B. Standing Committees of the Board shall be:

1. The Academic Affairs Committee, which shall be concerned with matters relating to the educational programs of the school, the JKM Library Trust, the archives, the election of faculty members, and policies governing faculty, including rank, tenure, and leave. The Dean of Academic Affairs shall be an advisor to this committee.
2. The Seminary Relations Committee, which shall be concerned with oversight of the relationship of the school to congregations, pastors, synods, donors, alumni, and the LSTC Foundation. Its responsibility shall include review of the public relations, marketing, and funding activities of the school that relate to development of support for current operations and capital improvements. The Vice President for Advancement and such other administrative officers in the Advancement office as the committee may require shall be advisors to this committee.
3. The Administration and Finance Committee, which shall be concerned with the financial status and procedures of the school, including trends and projections necessary for sound fiscal policy. This committee shall also be concerned with procedures and policies which would assure proper care for properties used by the school and with sound income and cost policies related thereto. The Vice Presidents for Finance, Operations, and Advancement shall be advisors to this committee. The Treasurer shall be an ex officio voting member of this committee.
4. The Community Life Committee, which shall be concerned with various facets of seminary community life, including worship and spiritual life, policies and programs regarding recruitment, financial aid, synodical professional leadership relationships, counseling, student issues, international student affairs, student government, and work opportunities. The Dean of Student Services shall be an advisor to this committee.
5. The Board Development Committee, which shall work with the administration to select categories of membership for, and identify, recruit, nominate, and orient, new Board members, prepare an annual slate of candidates to be Officers of the Board, and plan and oversee periodic Board assessment and continuing education programs. This Committee shall also develop a template for and annually review Standing Committee charters. An administrative staff advisor to this committee shall be appointed by the President.

The specific responsibilities of any standing or special committee shall be more fully articulated in a committee charter to be annually reviewed by the Board Development Committee and, if changes are recommended, approved by the Board. Committee responsibilities may be changed by resolution of the Board without need for further amendment to these bylaws.

- C. The Audit Committee is a special committee of the Board. It shall be concerned with the selection and retention of an independent auditor and the adequacy and effectiveness of

the internal financial controls of LSTC and the LSTC Foundation in accordance with its Board-approved charter. The Committee also shall direct an annual monitoring program for discerning potential conflicts of interest between the seminary and its employees and members of its Board of Directors and Board of Trustees of the LSTC Foundation. The Treasurer and at least one (1) member of the Administration and Finance Committee and one (1) Trustee of the LSTC Foundation shall be members of this Committee. The President and the Vice President for Finance shall be advisors to this committee.

- D. Ad hoc committees of the Board may be formed to study specific questions and to make recommendations to the Board for action. Their chairs and members shall be appointed by the Chair of the Board in consultation with the President.
- E. Standing, special, and ad hoc committees of the Board may have as advisory members, without vote, persons who are not members of the Board.
- F. A majority of committee members with the right to vote shall constitute a quorum for the transaction of committee business. Every act taken or decision made by a majority of the committee members with the right to vote present at a meeting duly held at which a quorum is present shall be regarded as an act of the committee,
- G. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records.

VI. The LSTC Foundation

The LSTC Foundation (“Foundation”), a separately incorporated functionally integrated supporting organization of LSTC, is governed by its own bylaws that must be approved by the LSTC Board of Directors. Its Trustees are elected by and may be removed by the LSTC Board. It has been delegated by the LSTC Board certain responsibilities related to the investment performance of the LSTC endowment and of certain trust and life income contract funds. The Foundation is responsible for detailed review and ultimate management of LSTC investments, governed by an Investment Policy Statement which is approved by the LSTC Board of Directors, that specifies how the Foundation will manage and report on investments, with the goal of generating income in support of LSTC’s operating budget while reducing the risk of loss of principal.

VII. The President

- A. Election and Term of the President
 - 1. The administration of LSTC shall be vested in a President, who shall be or who shall become a member of an ELCA congregation prior to assuming office.
 - 2. The President shall be elected by the Board, in consultation with the ELCA presiding bishop and the Domestic Mission Unit of the ELCA, or its successor, on nomination of the Executive Committee.

3. Following election, the President shall be duly installed in office, at which time the President shall subscribe to the doctrinal basis of the school.
4. The President serves at the pleasure of the Board and ordinarily without stated term, although a term of office may be negotiated at the discretion of the Board.

B. Duties and Responsibilities of the President

1. The President shall be the chief executive officer of LSTC, and the official channel of communication between the internal and external constituencies of this corporation and the Board. The President shall be responsible for implementation of policies adopted by the Board and shall supervise, direct, and control the school's day-to-day activities, business and affairs. The President is empowered to hire, supervise, and fire all of the employees of LSTC under such terms and having such job responsibilities as the President shall determine in his or her sole discretion, subject to the rights, if any, of the employee under any contract of employment and the authority of the Board to elect senior administrative officers of this corporation as is more fully described in Article VII, Section B.5 and Article VIII below.
2. The President shall regularly report to the Board on the state of this corporation.
3. Subject to authority given to the President by the Board, the President may, on behalf of this corporation, make and enter into ordinary salary contracts, institutional memberships, purchase agreements and the like, and sign any other legal documents.
4. The President shall ensure preparation of the proposed annual budget of this corporation and its presentation to the Board and shall see that it is properly administered.
5. The President shall recommend, and the Board shall elect, such senior administrative officers as are necessary to maintain the effective management of LSTC. All administrative officers shall serve at the pleasure of the President, but the President shall consult with the Executive Committee before firing any senior administrative officer. The area of assigned service and authority for each administrator shall be specifically defined.
6. The President, in consultation with the Dean of Academic Affairs, may appoint such Directors as the academic programs of this school may require. They shall have such rights and responsibilities as are articulated in their job descriptions and such faculty status as is approved by the Board.
7. The President shall be the chief executive officer of the LSTC Foundation.

8. Further duties of the President shall be articulated in a job description to be developed and adopted by the Board, and may be expanded or amended by resolution of the Board.

VIII. Senior Administrative Officers of the School

A. Academic Affairs

1. Upon recommendation of the President and with the concurrence of the faculty, the Board shall elect a Dean of Academic Affairs (“Dean/AA”). The Dean/AA shall have overall responsibility for the academic programs of LSTC (M.Div., M.A., Th.M., Ph.D., D.Min.) and shall supervise the Registrar and the directors of degree programs and other academic programs, including the centers. The Dean/AA supervises the work of the faculty and strives to foster faculty welfare, morale, and excellence in teaching and scholarship.
2. The Dean/AA shall present to the Academic Affairs Committee of the Board recommendations of the faculty regarding all elections to the regular faculty, promotions, and tenure. The Dean/AA and the President shall also make their own recommendations on these matters to the Academic Affairs Committee. The Dean/AA shall make recommendations with regard to requests for sabbatical leaves to the Academic Affairs Committee. This Committee shall review all such submitted matters and, in turn, make its own recommendation to the Board for approval or denial of the requested action.
3. Further duties of the Dean/AA shall be articulated in a job description developed by the President in consultation with the faculty and adopted by the Board.

B. Dean of Student Services

1. Upon recommendation of the President, the Board shall elect a Dean of Student Services (“Dean/SS”) who shall be responsible for oversight of the entire LSTC student experience from the point of recruitment onwards, including especially admissions, financial aid, international students, other matters related to student services, and community life at LSTC. The Dean/SS insures that the Office for Student Services serves as a source of information for students and strives to be responsive to student concerns in the areas listed.
2. The specific duties of the Dean/SS Student Services shall be articulated in a job description developed by the President in consultation with the faculty, and adopted by the Board.

C. Finance

1. Upon recommendation of the President, the Board shall elect a Vice President for Finance who shall serve as the chief financial officer of this corporation and shall

develop and implement the financial policies and procedures necessary to support its mission under the policies and procedures adopted by the Board of Directors.

2. The specific duties of the Vice President for Finance shall be articulated in a job description developed by the President and adopted by the Board.

D. Operations

1. Upon recommendation of the President, the Board shall elect a Vice President for Operations who shall ensure the efficient and effective management and security of all the property, information technologies, facility services, and support staff of LSTC under the policies and procedures adopted by the Board of Directors.
2. The specific duties of the Vice President for Operations shall be articulated in a job description developed by the President and adopted by the Board.

E. Advancement

1. Upon recommendation of the President, the Board shall elect a Vice President for Advancement who shall be in charge of planning, organizing, and managing this corporation's activities with respect to fundraising, alumni relations, major gift solicitation, and the LSTC Foundation.
2. The specific duties of the Vice President for Advancement shall be articulated in a job description developed by the President and adopted by the Board.

IX. Judicial Authority of the Board

- A. The Board has final authority with respect to interpretation and application of the bylaws and with respect to any controversy that may arise thereunder. It may decline to exercise jurisdiction when in its opinion the judgment of a subordinate authority should be determinative.

B. Regarding the President

1. If definite charges of incompetence, inefficiency, or neglect of duty be proffered against the President and be presented in writing to the Chair of the Board by two (2) or more responsible persons, the Chair shall bring a copy of the charges to the President privately. If the Chair shall deem the charges sufficiently serious, the Chair shall bring the charges to the Board. The Board may cite the President to appear and, after reasonable notice has been given the President in writing, proceed to hear evidence and come to a decision. Both the persons submitting the charges and the President shall be permitted to select an advisor who may act as counsel, and to produce witnesses and relevant documents. There shall be a written transcript of the hearing and testimony, a copy of which shall be provided to the President. Upon the conclusion of the hearing, the Board shall deliberate in executive session and vote.

Two-thirds ($2/3^{\text{rds}}$) of the votes cast shall be necessary to sustain the charges. In case the charges are sustained, the Board shall have the power to suspend or dismiss the President. Two-thirds ($2/3^{\text{rds}}$) of the votes cast shall be necessary for dismissal.

2. If the President is ordained, and charges are sustained that involve questions of doctrine or morality, the matter shall be referred to the synod of which the President is a member for disciplinary action in accordance with Chapter 20 of the Evangelical Lutheran Church in America constitution.

C. Regarding the Faculty

1. Definite charges of inefficiency, incompetence, false doctrine, immoral conduct, or neglect of duty may be proffered against any member of the faculty.
2. Such definite charges must be made in writing and signed by either the President, at least two (2) members of the Board of Directors, or at least three (3) other responsible persons. Upon initiating or receiving such written charges, the President shall share a copy of the charges with the accused faculty member and attempt to clarify, mediate, and resolve the charges privately.
3. If such efforts are unsuccessful, the President shall notify the faculty, which shall then elect a committee of three (3) tenured faculty members to investigate the charges. The hearing procedures to be followed with respect to the investigation shall be those as set forth in the Faculty Handbook and approved by the Board of Directors from time to time. If the faculty committee sustains the charges, the President shall inform the accused and shall transmit the committee's action together with his or her own recommendation to the Board for their action. The Board shall deliberate in executive session and vote. Two-thirds ($2/3^{\text{rds}}$) of the votes cast shall be necessary to sustain the charges. In case the charges are sustained, the Board shall have the power to suspend or dismiss the accused. Two-thirds ($2/3^{\text{rds}}$) of the votes cast shall be necessary for dismissal.
4. If the charges involving questions of doctrine or morality against an ordained faculty member are sustained, those charges shall, after consultation with the person concerned, be transmitted to the bishop of the synod of which the person is a member for action in accordance with Chapter 20 of the Evangelical Lutheran Church in America constitution.

X. Statutes of the Board

- A. Upon consultation with the students, faculty, and administrative officers, the Board shall adopt policy statements dealing with the internal operating organization of the school. These principles of institutional operations shall be termed "Statutes of the Board." They shall be adopted and revised by majority vote of the Board.

- B. The Statutes of the Board shall be available through the office of the President. They shall cover such items as the following:
1. The President and the President's role;
 2. The central administrative organization, including job descriptions;
 3. Educational units;
 4. The Faculty
 - a. Organization and governance, including job descriptions;
 - b. Responsibilities, powers, rights, and privileges;
 - c. Election procedures and conditions of appointment;
 - d. Ranks and tenure;
 - e. Leaves;
 - f. Teaching loads;
 - g. Grievance and judicial procedures;
 5. Students
 - a. Admission;
 - b. Suspension, dismissal, and judicial procedures;
 - c. Financial assistance;
 - d. Student services, fees, and organizations;
 6. Financial and business operations;
 7. The care, operation, and maintenance of the educational plant, including lands, buildings, and equipment;
 8. The library;
 9. Such other matters as from time to time are necessary.

XI. Articles of Incorporation and Merger and Acquisition of Subsidiary

Except for the Board of Directors, no person (including, without limitation, any corporate member of this school) shall have any voting rights regarding or be entitled to vote on any amendment or any plan of merger or consolidation or the acquisition of Christ Seminary – Seminex as a wholly owned subsidiary of LSTC.

XII. Indemnification

- A. Actions Other Than By or In the Right of This Corporation.

LSTC shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil,

criminal, administrative, or investigative (other than an action by or in the right of LSTC) by reason of the fact that such person is or was a Director, Officer, employee, agent, or member of a committee of LSTC, or a Trustee of the Foundation, or who is or was serving at the request of LSTC as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to the best interests of LSTC, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of LSTC, or with respect to any criminal action or proceeding, had reasonable cause to believe that such conduct was unlawful.

B. Actions By or In the Right of This Corporation.

LSTC shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of LSTC to procure a judgment in its favor by reason of the fact that such person is or was a Director, Officer, employee, agent, or member of a committee of LSTC or a Trustee of the Foundation, or who is or was serving at the request of LSTC as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to the best interests of the LSTC, and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to LSTC, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

C. Indemnification Where Party Has Been Successful

To the extent that a present or former Director, Officer, or employee, or member of a committee of LSTC or Trustee of the Foundation has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in Sections (A) and (B) of this Article, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith, if that person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of LSTC.

D. Determination That Standards of Conduct Have Been Met

Any indemnification under Sections (A), (B) or (C) of this Article (unless ordered by a court) shall be made by LSTC only as authorized in the specific case, upon a determination that indemnification of the Director, Officer, employee, or member of a committee or agent of LSTC or Trustee of the Foundation is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections (A), (B) or (C) of this Article. Such determination shall be made (i) by a majority vote of the Directors of LSTC who were not parties to such action, suit, or proceeding, even though less than a quorum, or (ii) by a committee of such Directors, even though less than a quorum, if designated by a majority vote of such Directors, or (iii) if there are no such Directors, or if such Directors so direct, by independent legal counsel in a written opinion.

E. Advancements

Expenses (including attorney's fees) incurred by an Officer or Director or member of a committee of LSTC or Trustee of the Foundation in defending a civil or criminal action, suit, or proceeding may be paid by LSTC in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of Director or Officer or committee member or Trustee to repay such amount, unless it shall ultimately be determined that such person is entitled to be indemnified by LSTC as authorized in this Article XII. Such expenses (including attorney's fees) incurred by former Directors and Officers and committee members or other employees and agents of LSTC or by persons serving at the request of LSTC as directors, officers, employees, or agents of another corporation, partnership, joint venture, trust, or other enterprise may be so paid on such terms and conditions, if any, as this corporation deems appropriate.

F. Non-Exclusivity of Indemnification

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement may be entitled under any agreement, vote of disinterested Directors of LSTC, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a Director, Officer employee, committee member, or agent of LSTC or Trustee of the Foundation, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

F. Insurance

LSTC will ensure that there will be purchased and maintained insurance on behalf of any person who is or was a Director, Officer, committee member, employee, or agent of LSTC, or Trustee of the Foundation, or who is or was serving at the request of LSTC as a director, officer, employee, or agent of another corporation, partnership, joint venture,

trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not LSTC would have the power to indemnify such person against such liability under the provisions of this Article. This insurance shall be reviewed annually.

XIII. Conflict of Interest

A. Introduction

The proper governance of the seminary depends on the loyalty and fidelity of members of the Board of Directors and its committees, who give of their time to assure that the seminary operates in accordance with its stated mission and policies. Occasionally, such service may result in a situation involving a duality of interest for the member and/or a conflict of interest between the member and the seminary. The matter of any duality of interest for a Board or committee member can be handled through full disclosure of the duality or conflict of interest, and abstention from any vote involving such interest.

B. Definition

The question of conflict of interest arises whenever a Board or committee member is directly or indirectly a party to a transaction involving the seminary. For the purpose of this Article, a member is indirectly a party to a transaction if the other party to the transaction is an entity in which the member has a material financial interest, or of which the member is an Officer, Director, or general partner.

C. Disclosure

It shall be the duty of the Audit Committee of the Board annually to solicit from each Board member, and of each Board member annually to produce, an acknowledgment in writing of all known material financial or other relationships which may have the potential for creating the type of conflict of interest with the seminary contemplated by this Article and the LSTC Policy on Conflicts of Interest and Disclosure of Certain Interests and Conflict of Interest Questionnaire. It shall also be the duty of each Board or committee member to affirmatively disclose to the other members of the Board or committee all facts pertaining to any transaction brought before the Board or committee for consideration that is subject to any doubt concerning the possible existence of a conflict of interest before the transaction is consummated. Such disclosure shall be recorded in the minutes of the meeting.

D. Contest of Validity of Transaction

If a transaction is fair to the seminary at the time it is authorized, approved, or ratified, the fact that a member of the Board of Directors is directly or indirectly a party to the transaction is not grounds for invalidating the transaction. In a proceeding contesting the validity of a transaction described in Section B above, the person asserting validity has the burden of proving fairness unless the material facts of the transaction and the Board

member's interest or relationship were disclosed or known to the Board of Directors or committee of the Board, and the Board or committee authorized, approved, or ratified the transaction by the affirmative votes of a majority of disinterested Directors, even though the disinterested Directors may be less than a quorum.

E. Determination of Quorum and Voting

The presence of a Director or committee member who is directly or indirectly a party to a transaction described in Section B above, or who is otherwise not disinterested, may be counted in determining whether a quorum is present, but may not be counted when action is taken on the transaction. Any member having a duality of interest or possible conflict of interest on any matter should not vote. Nothing contained herein should prevent the member from briefly stating his or her position on the matter, or from answering pertinent questions of other members.

XIV. General Provisions

A. Relationship to the ELCA

LSTC is affiliated with the Evangelical Lutheran Church in America (ELCA). No provision of the bylaws shall be inconsistent with the constitution, bylaws, and continuing resolutions of the Evangelical Lutheran Church in America and policies established by the ELCA Church Council.

B. Amendment

These bylaws may be amended, altered or repealed or new bylaws may be adopted by the Board at any meeting of the Board, provided that notice of the proposed amendment, alteration, repeal, or new bylaws has been sent to each Director at least thirty (30) days before such meeting. The bylaws may not be inconsistent with the LSTC articles of incorporation or constitution. These bylaws and all amendments must be approved by the ELCA Church Council.

C. Fees and Compensation of Directors

LSTC shall not pay any compensation to Directors for services rendered to the seminary as Directors, except that Directors may be reimbursed for expenses incurred in the performance of their duties to this corporation, in reasonable amounts as approved by the Board.

Approved by LSTC Board, April 1972
Approved by Synods, 1972
Put into effect, October 1973
Revised 1981, 1983, 1984, 1987, 1991, 1993
Restated 1995
Revised 2001

Revised May 2006

Revised October 2006

Revisions approved by LSTC Board, November, 2006

bylaws sent to Vocation and Education Unit of the ELCA for Church Council approval, February 2007

Amended bylaws approved by the Church Council of the ELCA, April 13-16, 2007 Meeting

Revisions approved by LSTC Board May 2016

CONSTITUTION LUTHERAN SCHOOL OF THEOLOGY AT CHICAGO

ARTICLE I Name, Succession, and Objectives

Section 1. The name and corporate title of this school shall be Lutheran School of Theology at Chicago, hereinafter referred to as this school.

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Section 2. -This school is the legal and historic successor of Augustana Theological Seminary, formerly of Rock Island, Illinois; Grand View Theological Seminary, formerly GrandView College and Grand View Seminary of Des Moines, Iowa; Suomi Lutheran Theological Seminary, formerly of Hancock, Michigan; the Theological Seminary of the Evangelical Lutheran Church at Chicago, Illinois, formerly of Maywood, Illinois; Central Lutheran Theological Seminary, formerly of Fremont, Nebraska; and Christ Seminary-Seminex, formerly of Chicago, Illinois.

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Section 3. The objectives of this school shall be:

- a. To ~~form women and men~~ ~~prepare men and women~~ for the gospel ministry, especially in the Lutheran Church;
- b. To ~~prepare~~ ~~equip~~ men and women for the missionary task of the church;
- c. To ~~equip God's baptized people~~ ~~prepare men and women~~ for leadership in Christian education, parish service, and such other areas as may be required by the church;
- d. To provide instruction in theology for the laity;
- e. To encourage and assist in the continuing education of pastors;
- f. To maintain a program of graduate study in theology.

Section 4. In event of dissolution of this school, after discharge of liabilities and satisfaction of any claims of supporting synods and the Evangelical Lutheran Church in America ("ELCA"), all assets remaining shall be transferred and conveyed to the ~~Evangelical Lutheran Church in America~~ ELCA or its successor.

Formatted: Justified

ARTICLE II Doctrinal Basis

The program of this school shall be in harmony with the Confession of Faith of the ~~Evangelical Lutheran Church in America~~ ELCA, which is as follows:

Section 1. This church confesses the Triune God, Father, Son, and Holy Spirit.

Section 2. This church confesses Jesus Christ as Lord and Savior and the Gospel as the power of God for the salvation of all who believe.

- a. Jesus Christ is the Word of God incarnate, through whom everything was made and through whose life, death, and resurrection God fashions a new creation.
- b. The proclamation of God's message to us as both Law and Gospel is the Word of God, revealing judgment and mercy through word and deed, beginning with the Word in creation, continuing in the history of Israel, and centering in all its fullness in the person and work of Jesus Christ.
- c. The canonical Scriptures of the Old and New Testaments are the written Word of God. Inspired by God's Spirit speaking through their authors, they record and announce God's revelation centering in Jesus Christ. Through them God's Spirit speaks to us to create and sustain Christian faith and fellowship for service in the world.

Section 3. This church accepts the canonical Scriptures of the Old and New Testaments as the inspired Word of God and the authoritative source and norm of its proclamation, faith, and life.

Section 4. This church accepts the Apostles', Nicene, and Athanasian Creeds as true declarations of the faith of this church.

Section 5. This church accepts the Unaltered Augsburg Confession as a true witness to the Gospel, acknowledging as one with it in faith and doctrine all churches that likewise accept the teachings of the Unaltered Augsburg Confession.

Section 6. This church accepts the other confessional writings in the Book of Concord, namely, the Apology of the Augsburg Confession, the Smalcald Articles and the Treatise, the Small Catechism, the Large Catechism, and the Formula of Concord, as further valid interpretations of the faith of the Church.

Section 7. This church confesses the Gospel, recorded in the Holy Scriptures and confessed in the ecumenical creeds and Lutheran confessional writings, as the power of God to create and sustain the Church for God's mission in the world.

Article III The Board of Directors

Section 1. The affairs of this school shall be managed by a Board of Directors, hereinafter referred to ~~as the Board,~~ in a manner consistent with this Constitution and the school's Bylaws. The Board shall of not less than twenty five comprise a minimum of twenty-five (25) and a maximum of thirty (30) members, eighteen (18) of whom shall be elected by the supporting synods of Regions 4 and 5 of the Evangelical Lutheran Church in America ELCA, two (2) of whom shall be bishops elected by the bishops of Regions 4 and 5 of the ELCA from among their number, with one (1) selected by and from the bishops of ELCA Region 4 and one (1) selected by and from the bishops of ELCA

Region 5, and the remainder, comprising at least one-fifth (1/5th) but not more than one-third (1/3rd) of the total number of authorized directors of the school shall be nominated in consultation with the seminary, by the ~~Vocation and Education unit Congregational and Synodical~~ Domestic Mission Unit of the ELCA, or its successor, and elected by the ELCA Church Council, and two (2) of whom shall be bishops elected by the bishops of the supporting synods ELCA Regions 4 & 5 from among their number as set forth in the bylaws of this school. The precise number of directors may be fixed or changed from time to time, within the minimum and maximum, by resolution of the Board without further amendment to the ~~C~~onstitution or ~~B~~ylaws. Representation among elected members shall be arranged to insure that at least sixty percent (60%) of the Board members shall be lay persons; that as many as fifty percent (50%) of the lay persons shall be female and fifty percent (50%) male; and that the representation of ordained ministers shall be both female and male. At least ten percent (10%) of the members shall be persons of color or whose primary language is other than English. The president, the deans, and such other academic and administrative officer as the president shall appoint, treasurer, two (2) faculty representatives, two (2) staff representatives, two (2) student representatives, and the chair or other representative designated by the LSTC Alumni/ae Board, and administrative officers as specified in the bylaws, shall be advisory members without vote.

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Section 2. Only such persons who are on the active roll of a congregation of the ~~Evangelical Lutheran Church in America~~ELCA shall be eligible for election or appointment to the ~~board~~Board. The term of office of an elected or appointed director shall be three (3) years or until his/her successor is duly elected and qualified. ~~No elected member of the Board may succeed himself/herself for a fourth consecutive full term.~~A director may serve no more than three (3) consecutive full or partial terms in office.

Section 3. The Board is responsible for maintaining a theological seminary which fulfills the intention of its articles of consolidation, articles of incorporation, and constitution. The Board is the responsible agency for the corporate affairs of this school, and is accountable to the synods of the ~~Evangelical Lutheran Church in America~~ELCA that support it and to the ~~Vocation and Education unit~~ Domestic Mission Unit of the ELCA, or its successor. For these purposes, the board shall:

- a. Develop policies that assist the institution to achieve its objectives;
- b. Maintain a sound basis of financial support and oversee the financial affairs and the property of the school;
- c. Receive and review reports from the administration;
- d. Report regularly to the constituency of the supporting synods and ~~the Vocation and Education unit~~ Domestic Mission Unit of the ELCA, or its successor;
- e. Report to the administration of the school such concerns and developments as the church, represented by its synods and congregations, and churchwide agencies may wish to convey;
- f. Adopt and review on a continuing basis long range goals and short range objectives for the school;

- g. Adopt policies for the election of faculty, the granting of academic rank, tenure, and leaves, and discipline with due process in accord with the bylaws;
- h. Elect members of the faculty and determine their academic rank and status upon the recommendation of the president and the dean of ~~the faculty academic affairs;~~
- i. Elect a president and other members of the administrative staff as provided in the bylaws;
- j. Set salaries for the faculty and administrative staff;
- k. Adopt and, as necessary, amend the annual budget;
- l. Adopt such bylaws as are necessary for the operation of this school.

Section 4. The officers of the Board, who shall also be the officers of the corporation, shall be a chair, a vice-chair, a secretary and a treasurer, whose terms of office shall be ~~for one year or until their successors are elected and qualified as set forth in the bylaws.~~

~~The treasurer need not be an elected member of the Board. Synodical Bishops shall not be eligible to serve
as officers.~~

Section 5. The executive committee of the board shall consist of the chair, the vice-chair, the secretary, the treasurer and other members as provided in the bylaws. The responsibility and authority of the executive committee shall be as specified in the bylaws.

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Article IV Bylaws and Amendments

Section 1. The bylaws may be amended, altered or repealed, or new bylaws may be adopted, by the Board at any meeting of the Board, provided that written notice of the proposed amendment, alteration, repeal or new bylaws has been posted on LSTCnet or otherwise sent to each director at least thirty (30) days before such meeting. The bylaws may not be inconsistent with this ~~constitution~~ Constitution. The bylaws and any amendments shall be submitted, upon recommendation of the Domestic Mission Unit of the ELCA or its successor, to the ELCA Church Council for final approval.

Section 2. This ~~constitution~~ Constitution may be amended, altered, or repealed or new constitutional provisions may be adopted by the Board at any meeting of the Board, provided that the proposed amendment, alteration, repeal or new constitutional provision has first been submitted in writing to the Board at a previous meeting and submitted, has received preliminary approval by the ELCA Church Council, upon recommendation of the ~~Vocation and Education unit~~ Domestic Mission Unit of the ELCA, or its successor, to the ELCA Church Council for final approval.

Section 3. ~~—~~Except for the Board, no person (including, without limitation, any member of this school) shall have any voting rights regarding or be entitled to vote on any amendment to the articles of incorporation, any merger or consolidation or any plan of merger or consolidation.

Section 4. Whenever any notice is required to be given under provisions of the Illinois

— General Not for Profit Corporation Act or the Illinois General Not for Profit Corporation Act of 1986 or under the provisions of the articles of incorporation, constitution or bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 5. -Any action required to be taken at a meeting of the Board, or any other action which may be taken at a meeting of the Board, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the directors.

Approved by LSTC Board, April 1972

Approved by Synods in 1972

Put into effect October 1973

Revised, May 1987

Revised May 2001

Revised May 2006

Revised October 2006

Revisions approved by LSTC Board, November, 2006

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CONSTITUTION LUTHERAN SCHOOL OF THEOLOGY AT CHICAGO

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Section 3. The objectives of this school shall be:

- a. To form women and men for the gospel ministry, especially in the Lutheran Church;
- b. To prepare men and women for the missionary task of the church;
- c. To equip God's baptized people for leadership in Christian education, parish service, and such other areas as may be required by the church;
- d. To provide instruction in theology for the laity;
- e. To encourage and assist in the continuing education of pastors;
- f. To maintain a program of graduate study in theology.

Section 4. In event of dissolution of this school, after discharge of liabilities and satisfaction of any claims of supporting synods and the Evangelical Lutheran Church in America ("ELCA"), all assets remaining shall be transferred and conveyed to the ELCA or its successor.

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- c. The canonical Scriptures of the Old and New Testaments are the written Word of God. Inspired by God's Spirit speaking through their authors, they record and announce God's revelation centering in Jesus Christ. Through them God's Spirit speaks to us to create and sustain Christian faith and fellowship for service in the world.

Section 3. This church accepts the canonical Scriptures of the Old and New Testaments as the inspired Word of God and the authoritative source and norm of its proclamation, faith, and life.

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Article III

The Board of Directors

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Council. The precise number of directors may be fixed or changed from time to time, within the minimum and maximum, by resolution of the Board without further amendment to the constitution or bylaws. Representation among elected members shall be arranged to insure that at least sixty percent (60%) of the Board members shall be lay persons; that as many as fifty percent (50%) of the lay persons shall be female and fifty percent (50%) male; and that the representation of ordained ministers shall be both female and male. At least ten percent (10%) of the members shall be persons of color or whose primary language is other than English. The president, the deans, and such other academic and administrative officer as the president shall appoint, two (2) faculty representatives, two (2) staff representatives, three (3) student representatives, and the chair or other representative designated by the LSTC Alumni/ae Board, shall be advisory members without vote.

Section 2. Only such persons who are on the active roll of a congregation of the ELCA shall be eligible for election or appointment to the Board. The term of office of an elected or appointed director shall be three (3) years or until his/her successor is duly elected and qualified. A director may serve no more than three (3) consecutive full or partial terms in office.

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- a. Develop policies that assist the institution to achieve its objectives;
- b. Maintain a sound basis of financial support and oversee the financial affairs and the property of the school;
- c. Receive and review reports from the administration;
- d. Report regularly to the constituency of the supporting synods and Domestic Mission Unit of the ELCA, or its successor;
- e. Report to the administration of the school such concerns and developments as the church, represented by its synods and congregations, and churchwide agencies may wish to convey;
- f. Adopt and review on a continuing basis long range goals and short range objectives for the school;
- g. Adopt policies for the election of faculty, the granting of academic rank, tenure, and leaves, and discipline with due process in accord with the bylaws;
- h. Elect members of the faculty and determine their academic rank and status upon the recommendation of the president and the dean of academic affairs;
- i. Elect a president and other members of the administrative staff as provided in the bylaws;
- j. Set salaries for the faculty and administrative staff;
- k. Adopt and, as necessary, amend the annual budget;
- l. Adopt such bylaws as are necessary for the operation of this school.

- Section 4. The officers of the Board, who shall also be the officers of the corporation, shall be a chair, a vice-chair, a secretary and a treasurer, whose terms of office shall be as set forth in the bylaws.
- Section 5. The executive committee of the board shall consist of the chair, the vice-chair, the secretary, the treasurer and other members as provided in the bylaws. The responsibility and authority of the executive committee shall be as specified in the bylaws.

Article IV

Bylaws and Amendments

- Section 1. The bylaws may be amended, altered or repealed, or new bylaws may be adopted, by the Board at any meeting of the Board, provided that written notice of the proposed amendment, alteration, repeal or new bylaws has been posted on LSTCNet or otherwise sent to each director at least thirty (30) days before such meeting. The bylaws may not be inconsistent with this constitution. The bylaws and any amendments shall be submitted, upon recommendation of the Domestic Mission Unit of the ELCA or its successor, to the ELCA Church Council for final approval.
- Section 2. This constitution may be amended, altered, or repealed or new constitutional provisions may be adopted by the Board at any meeting of the Board, provided that the proposed amendment, alteration, repeal or new constitutional provision has first been submitted in writing to the Board at a previous meeting and submitted, upon recommendation of the Domestic Mission Unit of the ELCA, or its successor, to the ELCA Church Council for final approval.
- Section 3. Except for the Board, no person (including, without limitation, any member of this school) shall have any voting rights regarding or be entitled to vote on any amendment to the articles of incorporation, any merger or consolidation or any plan of merger or consolidation.
- Section 4. Whenever any notice is required to be given under provisions of the Illinois General Not for Profit Corporation Act or the Illinois General Not for Profit Corporation Act of 1986 or under the provisions of the articles of incorporation, constitution or bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.
- Section 5. Any action required to be taken at a meeting of the Board, or any other action which may be taken at a meeting of the Board, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the directors.

Approved by LSTC Board, April 1972

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Amended Constitution approved by the Church Council of the ELCA, April 13-16, 2007 Meeting

Revisions approved by the LSTC Board _____, 2016

**Manual of Policies and
Procedures for
Management of the Rosters
of the
Evangelical Lutheran Church
in America**

Draft version as of March 17, 2017

3/17/2017 2:09:58 PM

Part One: Ministers of Word and Sacrament of the ELCA

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- II. Admission to the roster of Ministers of Word and Sacrament
 - A. Candidacy Manual
 - B. Bishop authorization of ordination
 - C. Theological Education for Emerging Ministries (TEEM)
 1. Basic Standards for Ministers of Word and Sacrament
 2. Identification of TEEM Settings and Candidates
 3. Criteria for Acceptance into Theological Education for Emerging Ministries
 4. Steps in Candidacy for TEEM
 - D. Admission to the roster of Ministers of Word and Sacrament of persons ordained in another Lutheran Church or another Christian tradition
 1. Basic standards for ministers of Word and Sacrament
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 3. Ordination or Reception of the Candidate
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 - E. Policy for the Ordination in Unusual Circumstances in the ELCA
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- III. Status on the roster
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 2. Initial call to congregational service/Exceptions
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 5. Completion of Responsibilities
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Part One:
Ministers of Word and Sacrament
of the
Evangelical Lutheran Church in America

I. Constitutional description for Ministry of Word and Sacrament and Standards for Ministers of Word and Sacrament

7.10. MINISTRY OF THE BAPTIZED PEOPLE OF GOD

7.11. This church affirms the universal priesthood of all its baptized members. In its function and its structure this church commits itself to the equipping and supporting of all its members for their ministries in the world and in this church. It is within this context of ministry that this church calls some of its baptized members for specific ministries in this church.

7.20. MINISTRY OF WORD AND SACRAMENT

7.21. Within the people of God and for the sake of the Gospel ministry entrusted to all believers, God has instituted the office of ministry of Word and Sacrament. To carry out this ministry, this church calls and ordains qualified persons.

7.22. A minister of Word and Sacrament of this church shall be a person whose commitment to Christ, soundness in the faith, aptness to preach, teach, and witness, and educational qualifications have been examined and approved in the manner prescribed in the documents of this church; who has been properly called and ordained; who accepts and adheres to the Confession of Faith of this church; who is diligent and faithful in the exercise of the ministry; and whose life and conduct are above reproach. A minister of Word and Sacrament shall comply with this church's constitutions, bylaws, and continuing resolutions.

7.23. The standards for acceptance and continuance of ministers of Word and Sacrament of this church shall be set forth in the bylaws.

7.24. The secretary of this church shall maintain a roster containing the names of ministers of Word and Sacrament who qualify on the basis of constitutional provisions 7.22., 7.23., and 7.31., and related bylaws.

7.30. STANDARDS FOR MINISTERS OF WORD AND SACRAMENT

7.31. In accordance with the description stated in 7.22., ministers of Word and Sacrament shall be governed by the following standards, policies, and procedures.

7.31.01. **Basic Standards.** Persons admitted to and continued in the ministry of Word and Sacrament of this church shall satisfactorily meet and maintain the following, as defined by this church's constitutions, bylaws, and continuing resolutions and in policies developed by the appropriate churchwide unit, reviewed by the Conference of Bishops, and adopted by the Church Council:

- a. commitment to Christ;
- b. acceptance of and adherence to the Confession of Faith of this church;
- c. willingness and ability to serve in response to the needs of this church;
- d. academic and practical qualifications for ministry, including leadership abilities and competence in interpersonal relationships;
- e. commitment to lead a life worthy of the Gospel of Christ and in so doing to be an example in faithful service and holy living;
- f. receipt and acceptance of a letter of call; and
- g. membership in a congregation of this church.

7.31.02. **Responsibilities.** Consistent with the faith and practice of the Evangelical Lutheran Church in America,

- a. Every minister of Word and Sacrament shall:
 - 1) preach the Word;
 - 2) administer the sacraments;
 - 3) conduct public worship;
 - 4) provide pastoral care;
 - 5) seek out and encourage qualified persons to prepare for the ministry of the Gospel;
 - 6) impart knowledge of this church and its wider ministry through distribution of its periodicals and other publications;
 - 7) witness to the Kingdom of God in the community, in the nation, and abroad; and
 - 8) speak publicly to the world in solidarity with the poor and oppressed, calling for justice and proclaiming God's love for the world.
- b. Each pastor with a congregational call shall, within the congregation:
 - 1) offer instruction, confirm, marry, visit the sick and distressed, and bury the dead;
 - 2) relate to all schools and organizations of the congregation;

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- 3) install regularly elected members of the Congregation Council;
- 4) with the council, administer discipline; and
- 5) endeavor to increase the support given by the congregation to the work of the ELCA churchwide organization and its synod.

II. Admission to the roster of Ministers of Word and Sacrament

A. Candidacy Manual

- 7.31.03. Preparation and Approval.** Except as provided in 7.31.04., a candidate for the ministry of Word and Sacrament shall have:
- a. membership in a congregation of this church and registration, by its pastor and council, of the candidate with the candidacy committee;
 - b. been granted entrance to candidacy by and under the guidance and supervision of the appropriate committee for at least a year before being approved for call;
 - c. satisfactorily completed the requirements for the Master of Divinity degree from an accredited theological school in North America, including practical preparation, as defined by the appropriate churchwide unit, such as internship and supervised clinical work;
 - d. completed at least one year of residency in a seminary of this church or of the Evangelical Lutheran Church in Canada, except when waived by the appropriate committee in consultation with the faculty of a seminary of this church or of the Evangelical Lutheran Church in Canada;
 - e. been recommended for approval by the faculty of a seminary of this church or of the Evangelical Lutheran Church in Canada;
 - f. been examined and approved by the appropriate committee according to criteria, policies, and procedures recommended by the appropriate churchwide unit, after consultation with the Conference of Bishops, and adopted by the Church Council;
 - g. been recommended to a congregation or other entity by the bishop of the synod to which the candidate has been assigned for first call in accordance with the procedures recommended by the appropriate churchwide unit, reviewed by the Conference of Bishops, and adopted by the Church Council; and
 - h. received and accepted a properly issued and attested letter of call.

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B. Bishop authorization of ordination

The bishop with the power to authorize an ordination is *the bishop of the synod in which a candidate has accepted a call*. That bishop authorizes the ordination, even if the candidate comes from another synod and may have been approved by the multi-synod or synod Candidacy Committee of another synod.

1. **Power to ordain:** According to †S8.12.c. and f. in the *Constitution for Synods*, the bishop of a synod is to: “Exercise solely this church’s power to ordain (or provide for the ordination by another synod bishop of) approved candidates who have received and accepted a properly issued, duly attested letter of call for the office of ministry of Word and Sacrament;” and “shall install (or provide for the installation of)” such pastors.
2. **Jurisdiction:** In receiving and accepting a valid call, the candidate comes under the jurisdiction of the bishop of the synod in which the call was issued. That bishop, on the basis of the record of such a valid call, authorizes the ordination, even if the ordination is to take place on the territory of another synod.
3. **Planning of ordination:** If the ordination is to occur on the territory of another synod (*e.g.*, at a candidate’s home congregation), the bishop who authorizes the ordination *shall* consult with the bishop of the synod on whose territory the ordination may be held *prior to* approving any plans for such an ordination.
 - a. No candidate shall make plans for ordination prior to consultation with the synod bishop under whose authority the candidate is to be ordained.
 - b. If an ordination is planned on the territory of another synod, the *patterns and practices of the synod of jurisdiction shall prevail*. No ordination is to be scheduled without the prior approval of the bishop on whose territory the rite is to occur.
4. **Signing the Certificate of Ordination:** The bishop authorizing the ordination shall be the bishop who signs the certificate of ordination.

C. Theological Education for Emerging Ministries (TEEM)

7.31.04. Approval under Other Circumstances. Candidates for the ministry of Word and Sacrament who by reason of (a) age and prior experience, (b) ordination in another Lutheran church body, or (c) ordination in another Christian church body, whether in North America or abroad, shall be approved by the candidacy committee for ordination or reception according to criteria, policies, and procedures recommended by the appropriate churchwide unit, reviewed by the Conference of Bishops, and adopted by the Church Council. In preparing such criteria, policies, and procedures, the appropriate churchwide unit shall consult with the seminaries of this church and, as appropriate, with other churchwide units.

This policy summarizes the process by which the ELCA approves for the roster of Ministers of Word and Sacrament those individuals “who by reason of age and prior experience” (churchwide bylaw 7.31.04.) are qualified to participate in an alternate route to ordination. Theological Education for Emerging Ministries (TEEM) is a program by which the ELCA responds to the missional needs of this church. The program takes into consideration the leadership gifts and ministry skills of a candidate in determining a program of preparation.

1. Identification of TEEM Settings and Candidates

- a. The Role of the Synod: Synod bishops have primary responsibility for recommending people who may be suitable for the TEEM program, as well as providing oversight of any TEEM candidate’s preparation process. An ethnic community or churchwide unit may assist the bishop in identifying a person who meets the criteria established for TEEM ministry. Those identified may include a lay mission developer already employed by the church, or a person serving in an emerging ministry. It is important to note that TEEM candidates do not self-identify. Synod bishops work with the community where the candidate might be placed in identifying candidates.
- b. The TEEM Process: TEEM candidates complete all the steps in the candidacy process outlined in the Candidacy manual. A candidate’s admittance into TEEM occurs only after the steps listed below have been completed.
 - 1) A synod bishop provides a letter recommending a candidate for admission into the TEEM process.
 - 2) A bishop’s letter of recommendation must identify a specific ministry site where a candidate will serve. The same ministry site will serve as both the candidate’s teaching parish experience and the site for a supervised internship.
 - 3) The director for candidacy must accept a candidate into the TEEM process following the granting of entrance.

After TEEM candidates complete the academic and practical ministry requirements and are granted approval by a Candidacy Committee, they normally serve their first call in the ministry site identified by a synod bishop. Following first call, the opportunities for mobility are the same as for all ELCA rostered ministers.

2. Criteria for Acceptance into Theological Education for Emerging Ministries

A person seeking to complete all the academic and practical requirements for Word and Sacrament ministry through the TEEM process will demonstrate the characteristics outlined in section 2.1 of the Candidacy Manual. Every candidate participating in the TEEM process must be serving in an emerging ministry site identified by a synod bishop.

3. Steps in Candidacy for TEEM

Candidates for the TEEM process must be granted entrance by a Candidacy Committee. In preparation for an entrance interview, the following are required:

- a. Candidacy Application Form and Entrance Information Form,
- b. Congregational Registration Form,
- c. background check,
- d. psychological evaluation, and
- e. an entrance essay.

Following the granting of entrance, a Candidacy Committee sends the following documentation to the director for candidacy:

- a. the Entrance Decision Form,
- b. the entrance essay, and
- c. a bishop’s letter of recommendation identifying the ministry site where a candidate will be serving.

After review of the documentation, the director for candidacy sends a synod bishop and the Candidacy Committee a written notification of acceptance or rejection into TEEM with copies to the candidacy leadership managers. Candidates not accepted into TEEM may continue the candidacy process by applying for admission into a Master of Divinity program at an accredited seminary.

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D. Admission to the roster of Ministers of Word and Sacrament of persons ordained in another Lutheran Church or another Christian tradition

7.31.04. Approval under Other Circumstances. Candidates for the ministry of Word and Sacrament who by reason of (a) age and prior experience, (b) ordination in another Lutheran church body, or (c) ordination in another Christian church body, whether in North America or abroad, shall be approved by the candidacy committee for ordination or reception according to criteria, policies, and procedures recommended by the appropriate churchwide unit, reviewed by the Conference of Bishops, and adopted by the Church Council. In preparing such criteria, policies, and procedures, the appropriate churchwide unit shall consult with the seminaries of this church and, as appropriate, with other churchwide units.

This policy summarizes the principles and process by which the ELCA approves for the roster of Ministers of Word and Sacrament those individuals already ordained for such ministry in another church body. This policy shall apply to those who are resident in the United States as well as those who seek to immigrate to the United States. The process is designed to balance respect for those who have served in other settings with the specific life and needs of the ELCA:

The mission of the ELCA involves worship, nurture, outreach, service and advocacy for justice. While the scope of this mission is global, its particular focus is on ministry in the United States and the Caribbean. It is essential to have leaders who are familiar with and have experience in the cultural context of the ELCA. Candidates should appreciate and be familiar with ELCA teachings, polity, liturgy and traditions (Candidacy Manual 5.2).

1. Basic Standards for Ministers of Word and Sacrament

According to ELCA bylaw **7.31.01.**, individuals admitted to the ELCA roster of Ministers of Word and Sacrament shall satisfactorily meet and maintain:

- a. commitment to Christ,
- b. acceptance of and adherence to the Confession of Faith of this church,
- c. willingness and ability to serve in response to the needs of this church,
- d. academic and practical qualifications for ministry, including leadership abilities and competence in interpersonal relationships,
- e. commitment to lead a life worthy of the gospel and in so doing to be an example in faithful service and holy living,
- f. membership in an ELCA congregation, and
- g. receipt and acceptance of a letter of call.

2. Role of Candidacy Committees

Candidacy committees are crucially involved in decisions concerning those seeking admission to the roster. The Candidacy Manual 5.2, "Admission of Applicants in an Ordained Word and Sacrament Ministry in Another Lutheran Church or Another Christian Tradition," describes procedures for applicants (5.2.2-5.2.4) and clarifies expectations for a range of situations:

- a. Full communion partners: A minister of Word and Sacrament in a full communion partner church seeking to be rostered in the ELCA will have a process followed by a Candidacy Committee. If such a minister has already served in an ELCA congregation, that experience should be acknowledged.
- b. Lutheran World Federation (LWF) partner: A Candidacy Committee may consider the application of a minister of Word and Sacrament in an LWF member church seeking to commit to long-term service within the ELCA. Early consultation with the Global Mission unit is essential in such cases. Any concerns related to agreements or implications for the churches involved can be identified and considered when there is open communication among the partners. The candidacy process should always include a deep respect for the credentials and background of those seeking to be rostered in the ELCA. Credentials need to be examined to ensure that an applicant has good standing in the partner church and possesses good moral character. For applicants who come from outside the United States, there are additional factors to consider, such as length of time in the United States, familiarity with American culture, and prior service in the ELCA.

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- c. Other Lutheran church partners: Ministers of Word and Sacrament in other Lutheran churches should be treated with dignity and respect. The perspective of an individual with such credentials can enrich the ELCA and broaden an understanding of mission. The primary foci of the candidacy process in such situations are evaluation for suitability, screening and orientation to the ELCA.
- d. Other Christian traditions: Ministers of Word and Sacrament who serve in other Christian traditions may be admitted to the roster of the ELCA if they meet and maintain standards for such ministers and are committed to the confession of faith of this church.

Note that candidacy committees are not involved in the exchange of ministers of Word and Sacrament from churches with which the ELCA has an agreement of full communion, where the Guidelines for Orderly Exchange apply; or in short term or temporary service in congregations or synods performed by ministers of Word and Sacrament in member churches of The Lutheran World Federation (*See Candidacy Manual 5.2*).

Ministers of Word and Sacrament of the Evangelical Lutheran Church in Canada shall be received by transfer upon acceptance of a valid call from a congregation, Synod Council or the Church Council of this church following the certification of their status on the roster of the Evangelical Lutheran Church in Canada, completion of a Rostered Minister Profile and the approval of the bishop of the synod in which they are to serve.

3. Ordination or Reception of the Candidate

After a candidate receives and accepts a letter of call, the bishop of the synod of assignment consults with the Office of the Secretary to determine if ordination is necessary. The ELCA receives as ordained many ministers of Word and Sacrament ordained in other traditions. Candidates from churches not confessing the faith of the historic ecumenical creeds or candidates whose authority for ordination was from a single congregation will be ordained according to the Service of Ordination. The Office of the Secretary determines how this policy applies in the case of each candidate.

4. Pastoral Care and Support

For those who come to the ELCA from other Christian traditions, the beginning of service as an ELCA rostered minister is a time to establish significant relationships for support and growth. During the early years of service, the synod bishop may provide a mentor who supports and nurtures the newly rostered minister.

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E. Policy for Ordination in Unusual Circumstances in the ELCA

7.31.07. Ordination in Unusual Circumstances. For pastoral reasons in unusual circumstances, a synodical bishop may provide for the ordination by another minister of Word and Sacrament of the Evangelical Lutheran Church in America of an approved candidate who has received and accepted a properly issued, duly attested letter of call for the office of ministry of Word and Sacrament. Prior to authorization of such an ordination, the bishop of the synod of the candidate's first call shall consult with the presiding bishop as this church's chief ecumenical officer and shall seek the advice of the Synod Council. The pastoral decision of the synodical bishop shall be in accordance with policy developed by the appropriate churchwide unit, reviewed by the Conference of Bishops, and adopted by the Church Council.

1. Introduction

- a. Ordination to the office of Word and Sacrament in the ELCA is a rite of the Church administered according to the practices of this church in order to extend the mission and ministry of the Church. It is not a personal privilege to be determined by the candidate.
- b. The purpose of this policy is to describe how a synod bishop may exercise pastoral judgment in unusual circumstances to allow an exception to this church's established ordination practices.
- c. All requests for exceptions to this church's ordination practices shall be considered on a case-by-case basis.

2. Definitions

The terms, "for pastoral reasons in unusual circumstances," are broadly stated in order to allow the synod bishop and the presiding bishop to use their judgment in evaluating individual cases according to their particular circumstances. However, the following principles should be considered as decisions are made:

- a. The decision should enhance and extend the ministry and mission purposes of this church.
- b. The decision should contribute to the unity of the Church.

3. Procedural Steps

- a. A candidate for ordination who seeks an exception to the ordination practices of this church will meet promptly after assignment with the synod bishop of assignment to discuss the candidate's request for an exception, and for the bishop to interpret to the candidate the bishop's concerns. A written statement explaining why a pastoral exception is warranted shall be provided to the synod bishop. The statement shall deal with the two principles stated in Section II of this policy.
- b. The synod bishop shall consult with the presiding bishop of the ELCA before granting any such request. The purpose of this consultation is to consider together whether such an exception to this church's ordination practices is consistent with the principles as stated in 2.a. and b. above. After such consultation, the synod bishop shall exercise pastoral judgment and determine whether to authorize the ordination by another pastor of the ELCA. There is no appeal to the synod bishop's decision.
- c. The synod bishop shall seek the advice of Synod Council before granting any such request.
- d. Should emergency circumstances prevent the presence of the synod bishop at an ordination, the bishop may authorize another ELCA bishop or another ELCA pastor to serve as ordinator.
- e. This policy shall be evaluated periodically by the appropriate churchwide unit and reviewed by the Conference of Bishops and by the Church Council.

III. Status on the roster

A. Calls for Ministers of Word and Sacrament

1. Letters of Call and Service under Call

7.40. CALLS FOR MINISTERS OF WORD AND SACRAMENT

7.41. Letters of Call. Letters of call to ministers of Word and Sacrament of this church or properly approved candidates for this church's roster of Ministers of Word and Sacrament shall be issued in keeping with this church's constitutions, bylaws, and continuing resolutions as well as policies regarding such calls developed by the appropriate churchwide unit, reviewed by the Conference of Bishops, and approved by the Church Council.

7.41.01. Service under Call. A minister of Word and Sacrament of this church shall serve under a letter of call properly extended by a congregation, a Synod Council, a Synod Assembly, the Church Council, or the Churchwide Assembly.

- a. Calls may be extended for stated periods of time and for shared-time ministry by the appropriate calling body under criteria recommended by the appropriate churchwide unit, reviewed by the Conference of Bishops, and adopted by the Church Council for service in a congregation, synod, or churchwide unit, in an institution or agency of this church, or in another setting in a category of work as provided by continuing resolution 7.44.A16.
- b. A pastor serving under call to a congregation shall be a member of that congregation. In a parish of multiple congregations, a pastor shall be a member of one of the congregations being served.
- c. Ministers of Word and Sacrament serving in interim ministry appointed by the synodical bishop may serve under a letter of call, according to policies developed by the appropriate churchwide unit, reviewed by the Conference of Bishops, and approved by the Church Council. A call to interim ministry shall be a term call extended by the Synod Council upon recommendation of the synodical bishop.

7.43. A letter of call issued by a Synod Council or the Church Council to a minister of Word and Sacrament of this church shall be either coterminous with, or not longer than, the duration of the service or employment for which the call was issued. With the exception of persons designated as employees of a synod or the churchwide organization, such a call does not imply any employment relationship or contractual obligation in regard to employment on the part of the Synod Council or Church Council issuing the call. The recipient of such a call remains subject to this church's standards and discipline for ministry of Word and Sacrament, as contained in this church's constitution, bylaws, and continuing resolutions and in the policy and procedure documents of this church.

- a. Issuance of Letter of Call: Ministers of Word and Sacrament serve under call as stated in churchwide bylaw 7.41.01. An average of 15 hours of service per week is the minimum standard for a call to be issued.
- b. Attesting Signature: The appropriate synod bishop shall attest the letter of call (provisions †S8.12.e. and †S14.16.c. in the *Constitution for Synods* and provision *C9.04. of the *Model Constitution for Congregations*). The bishop's signature confirms only that the call process has been followed, that the letter of call was properly extended, and that the minister of Word and Sacrament or candidate is eligible to accept the call.

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2. Initial call to congregational service/Exceptions

7.41.02. Initial Call to Congregational Service. Because the responsibilities of the office of the ministry of Word and Sacrament are most clearly focused in the congregational pastorate, experience in which is deemed by this church to be invaluable for all other ministry of Word and Sacrament, initial service of at least three years shall be in a congregation of this church or, with the approval of the synodical bishop, a congregation of a church body with which a relationship of full communion exists. Exceptions to the three-year requirement may be granted under criteria and procedures recommended by the appropriate churchwide unit, reviewed by the Conference of Bishops, and adopted by the Church Council.

- a. Requests for exceptions to the three-year requirement must be reviewed by the Roster Committee of the Conference of Bishops. The Roster Committee will present its recommendation to the Conference of Bishops for approval/denial of the request.
 - 1) The bishop of the synod which desires to issue an initial call to a candidate for non-congregational service initiates the request to the Roster Committee.
 - 2) The request must include:
 - a) a statement by the candidate outlining the circumstances and reasons for the request;
 - b) a letter from the synod bishop;
 - c) a statement from the synod-related institution or organization that is seeking the person for service; and
 - d) action by the Synod Council indicating a willingness to issue a call if approved by the Conference of Bishops.
- b. While the bylaw regarding the “Initial Call to Congregational Service” presumes this is for candidates seeking a first call, candidates who received an initial call to congregational service but are seeking another call to non-congregational service prior to the completion of three years of service in a congregational setting must also request an exception in the same manner outlined above in paragraph a.
- c. In rare circumstances, exceptions to the initial call to congregational service may be approved by the Roster Committee and reported to the Conference of Bishops for ratification.
- d. The Global Mission unit and Federal Chaplaincy Ministries within the Office of the Presiding Bishop may seek an initial call for candidates or a subsequent call for ministers of Word and Sacrament who have not completed the expected initial three-years of congregational service.
 - 1) The executive director for Global Mission (or designee) or the director for federal chaplaincy ministries initiates the request to the Roster Committee.
 - 2) The request must include:
 - a) a statement by the candidate/minister for Word and Sacrament outlining the circumstances and reasons for the request;
 - b) a letter from the executive director for Global Mission (or designee) or director for federal chaplaincy ministries;
 - c) a letter from the bishop of the synod which will receive/retain this candidate/minister of Word and Sacrament onto their roster. Synod designation will be determined by:
 - i. reassignment to the synod of original candidacy;
 - ii. remaining in the synod of assignment determined in this church’s candidacy process; or
 - iii. reassignment to a synod of the candidate’s choice.
 - 3) By decision of the Conference of Bishops [CB92.10.48], exceptions to the initial call to congregational service for global mission and federal chaplaincy may be approved by the Roster Committee and reported to the Conference of Bishops for ratification.
- e. Service as a mission developer shall be considered as congregational service under the terms of bylaw 7.41.02. when such service is approved by the synod bishop and the executive director of the Domestic Mission unit and a call has been issued by the Synod Council where the mission development is located.

3. Sources of call

7.44.A16. Sources of Calls for Ministers of Word and Sacrament

a. Principles for Sources of Calls

- 1) A "call" is an action by expressions of this church, as specified in the "Table of Sources of Calls for Ministers of Word and Sacrament," through which a person is asked to serve in a specified ministry. Such an action is attested in a "letter of call."
- 2) Interdependence within the body of this church suggests that any action of one of its entities affects other entities. Therefore, interdependence is expressed in all calls extended within this church.
- 3) A call expresses a relationship between this church and the person called involving mutual service, support, accountability, supervision, and discipline.
- 4) A letter of call is issued by that expression of this church authorized to do so which is most directly involved in accountability for the specified ministry.
- 5) Decisions on calls for ministries in unusual circumstances not otherwise provided for but deemed to be in the interests of this church's care of the Gospel are referred to the Conference of Bishops for recommendation to the appropriate calling body.

b. Table of Sources of Calls for Ministers of Word and Sacrament

Setting	Calling Body
1.0 Congregational ministry	
1.1 Single congregation	Congregation meeting
1.11 Pastor	
1.12 Senior Pastor	
1.13 Associate/assistant pastor	
1.14 Co-pastor	
1.15 Shared-time pastor	
1.2 Multiple-congregation parish	Congregation meetings, acting on a common proposal
1.21 Pastor	One of the participating congregations
1.22 Other pastoral arrangements	One of the participating congregations
1.3 Coalition and cluster ministry	Synod Council
1.4 Congregations beyond ELCA	
1.41 Independent Lutheran congregation	Synod Council
1.42 Overseas independent Lutheran congregation	Church Council upon request of appropriate churchwide unit
1.43 Other	Synod Council or Church Council
1.5 Interim pastor	Synod Council
1.6 Pastor in a congregation under development	Synod Council
2.0 Synodical ministry	
2.1 Bishop	Synod Assembly
2.2 Assistant to bishop	Synod Council
2.3 Shared staff by two or more synods	Synod Council of one of the participating synods

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2.4	<i>Synod staff partially supported by grants from churchwide units</i>	<i>Synod Council</i>
3.0	<i>Regional ministry</i>	
3.1	<i>Staff</i>	<i>Church Council</i>
3.2	<i>Shared synodical-churchwide staff</i>	<i>Church Council</i>
4.0	<i>Churchwide ministry</i>	
4.1	<i>Presiding bishop and secretary</i>	<i>Churchwide Assembly</i>
4.2	<i>Treasurer</i>	<i>Church Council</i>
4.3	<i>Staff of the churchwide organization</i>	<i>Church Council</i>
5.0	<i>Chaplaincy and institutional ministry</i>	
5.1	<i>Institution/agency related or unrelated to a synod</i>	<i>Synod Council</i>
5.2	<i>Institution/agency related to more than one synod</i>	<i>Synod Council of one of the synods</i>
5.3	<i>ELCA-related institution/agency</i>	<i>Church Council upon request of appropriate churchwide unit</i>
5.4	<i>Federal agency/institution</i>	<i>Church Council</i>
5.5	<i>Military</i>	<i>Church Council</i>
6.0	<i>Campus ministry</i>	
6.1	<i>Staff</i>	<i>Synod Council</i>
7.0	<i>Outdoor ministry</i>	
7.1	<i>Staff</i>	<i>Synod Council</i>
8.0	<i>Ecumenical ministry</i>	
8.1	<i>Related to a synod</i>	<i>Synod Council</i>
8.2	<i>Related to more than one synod</i>	<i>Synod Council of one of the synods</i>
8.3	<i>National/international organization</i>	<i>Church Council</i>
9.0	<i>Inter-Lutheran ministry</i>	
9.1	<i>Related to a synod</i>	<i>Synod Council</i>
9.2	<i>Related to more than one synod</i>	<i>Synod Council of one of the synods</i>
9.3	<i>National/International</i>	<i>Church Council</i>
10.0	<i>Educational ministry</i>	
10.1	<i>ELCA-related seminary chaplain/faculty/administrator</i>	<i>Church Council upon request of appropriate churchwide unit</i>
10.2	<i>Chaplain/faculty/administrator of seminary unrelated to ELCA</i>	<i>Church Council upon request of appropriate churchwide unit</i>
10.3	<i>ELCA-related college chaplain/faculty/administrator</i>	<i>Synod Council of the synod in which college is located</i>
10.4	<i>Chaplain/faculty/administrator of a college unrelated to ELCA</i>	<i>Synod Council of the synod in which college is located</i>

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<i>10.5 ELCA-related school chaplain/faculty/administrator</i>	<i>Congregation of which the school is a part or, if related to several congregations, Synod Council of the synod in which the school is located</i>
<i>10.6 Chaplain/faculty of a school unrelated to ELCA</i>	<i>Synod Council of the synod in which school is located</i>
<i>10.7 Director/staff of a continuing education center related to a churchwide unit</i>	<i>Synod Council in which the main office of center is located upon the request of appropriate churchwide unit</i>
<i>11.0 Missionary ministry</i>	
<i>11.1 Outside United States</i>	<i>Church Council upon request of appropriate churchwide unit</i>
<i>11.2 Within United States</i>	<i>Church Council upon request of appropriate churchwide unit</i>
<i>12.0 Other</i>	
<i>12.1 Non-stipendiary service under call</i>	<i>Synod Council upon approval by the Conference of Bishops</i>
<i>12.2 Unusual ministries (as in conjunction with occupations and in approved situations not otherwise specified)</i>	<i>Synod Council or Church Council upon recommendation by the Conference of Bishops</i>

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a. Calls to Non-Congregational Service

7.41.03. Calls to Non-Congregational Service. Calls to serve in institutions, agencies, and other entities inside and outside this church may be extended where there is an identifiable relationship of the work to the purpose of the ministry of Word and Sacrament. Such calls involve, for example, the care of the Word, the administration of the sacraments, pastoral care, and activities closely associated with those tasks including oversight in the church and in inter-Lutheran and inter-church agencies and institutions. Care is to be exercised so that positions in the church and in the world that can be filled adequately and appropriately by the laity not be filled by ministers of Word and Sacrament for their convenience or status. Synodical councils and the Church Council may seek the advice of the Conference of Bishops in specific situations.

- 1) The decision on the Source of Call is determined in accord with ELCA continuing resolution 7.44.A16.a. As the calling source for calls to non-congregational service, the Synod Council or Church Council must decide if the proposed call is appropriate. The Roster Committee of the Conference of Bishops may be consulted.
- 2) The synod in which the institution, agency or other employing entity is located should be the synod which issues the call to non-congregational service. In the case of ministries/agencies that are multi-synod, the bishops involved should collectively decide which synod should issue the call.
- 3) The bishop of the synod in which the person being called is rostered should be consulted before a Church Council call to non-congregational service is issued.
- 4) Each rostered minister is required to report annually to the bishop of the synod in which the person is rostered.
- 5) Those under call to non-congregational service in predecessor church bodies were received onto the ELCA roster (7.41.06.), but came under annual review through the report form provided by and submitted to the synod bishop.
- 6) Responsibility for oversight of such non-congregational calls should be noted in the minutes of the appropriate Synod Council or Church Council.
- 7) Note churchwide constitutional provision 7.42. regarding rostering of individuals in non-congregational calls:

Each person on the roster of Ministers of Word and Sacrament of this church shall be related to that synod:
 ...

 - b. which issues a letter of call to the minister of Word and Sacrament; [or]
 - c. on whose roster the minister of Word and Sacrament was listed at the time of the issuance of a letter of call from the Church Council. ...
- 8) A person who receives a letter of call issued by the Church Council normally shall remain on the roster of the synod in which she or he served prior to receiving the call through the Church Council. Specific exceptions exist, as noted in provision 7.42.:

Each person on the roster of Ministers of Word and Sacrament of this church shall be related to that synod:
 ...

 - d. on whose roster the minister of Word and Sacrament, if a seminary teacher or administrator, was assigned by the seminary board, subject to approval by the synodical bishop and Synod Council of each affected synod, to promote proportionate representation of faculty and administration in each synod of its region;
 - e. on whose roster the minister of Word and Sacrament was listed at the time of the issuance of a call to federal chaplaincy or on the roster of the synod of current address, if approved by the synod bishop and received by the Synod Council. ...
- 9) ELCA bylaw 7.42.01. indicates:

If the service of a minister of Word and Sacrament who receives and accepts a letter of call from this church, under 7.42.c., would be enhanced through transfer of roster status from the previous synod of roster to the synod of current address, such a transfer may be authorized upon mutual agreement of the synodical bishops involved after consultation with and approval by the secretary of this church.
- 10) ELCA bylaw 7.42.03. provides:

In certain circumstances for the sake of the ministry and mission needs of this church, the transfer of a minister of Word and Sacrament serving under call in the churchwide organization may be authorized, at the initiative of the presiding bishop of this church, upon mutual agreement of the synodical bishops involved in such a transfer after consultation with and approval by the secretary of this church.

b. Non-Stipendiary Service Under Call

7.41.04. Non-Stipendiary Service Under Call. When it is deemed necessary for the mission needs of this church, a letter of call may be issued by the Synod Council—according to criteria, policies, and procedures recommended by the appropriate churchwide unit, reviewed by the Conference of Bishops, and adopted by the Church Council—to a minister of Word and Sacrament for non-stipendiary service after the Synod Council has sought and received approval by the Conference of Bishops. Care is to be exercised so that positions in the church and in the world that can be filled adequately and appropriately by the laity not be filled by ministers of Word and Sacrament for their convenience, status, or personal preference. A call to non-stipendiary service is to be reviewed at least annually by the Synod Council and continued only as warranted for the ministry needs of this church. Such a call may be terminated by the Synod Council when it is deemed to be fulfilling no longer the mission needs of this church.

- 1) Definition and Criteria for Non-Stipendiary Service Under Call
 - a) Non-stipendiary ministry in the ELCA is understood to be service as a rostered minister either without compensation, for reimbursed expenses only, or for a token stipend that is significantly below the typical salary received for similar ministry.
 - b) Non-stipendiary calls are not eligible for participation in the ELCA Pension and Other Benefits Program; therefore, such non-stipendiary service is possible only when there is clear evidence that the minister of Word and Sacrament has adequate alternative income and health insurance.
 - c) A letter of call to non-stipendiary ministry in the ELCA may be issued only by a Synod Council following approval by the Conference of Bishops.
 - d) The minister of Word and Sacrament serving in a non-stipendiary call shall be accountable to the synod bishop and Synod Council in the carrying out of this ministry.
 - e) A call to non-stipendiary service shall be a one-year term call that may be renewed by the Synod Council only on the basis of the satisfactory fulfillment of the established criteria enumerated below.
 - f) A call to non-stipendiary ministry neither qualifies as an initial call to congregational service required for ordination nor does it imply any employment relationship or contractual obligation to the Synod Council (see ELCA churchwide constitutional provision 7.43. and churchwide bylaw 7.43.01.).
 - g) The criteria under which a Synod Council may issue a letter of call to a minister of Word and Sacrament for non-stipendiary service include the following:
 - i. There shall be a clearly defined statement of the need for this pastor to provide for Word and Sacrament ministry in the synod and a rationale for this call to be for non-stipendiary service, including an annual ministry plan;
 - ii. The minimum commitment by the minister of Word and Sacrament shall be a monthly average of 15 hours per week to the ministry to which called.
- 2) Action by the Synod Bishop and Synod Council

When the synod bishop and Synod Council believe that the criteria for a non-stipendiary letter of call are met by a specific ministry, the Synod Council may propose by a majority vote a letter of call.

 - a) The Synod Council must determine that a call to non-stipendiary service is extended in order to carry out a specific ministry on behalf of the synod.
 - b) The Synod Council forwards its request for a call, together with the rationale for issuing the call to non-stipendiary service, to the Conference of Bishops.
 - c) The Conference of Bishops takes action to approve or deny the request.
 - d) Should the Conference of Bishops approve the request and the Synod Council issue the call, the Synod Council will conduct an annual review of the non-stipendiary call.
 - e) Annual Synod Council action is required in order to continue the call to non-stipendiary service.
- 3) Action by the Conference of Bishops

The Roster Committee of the Conference of Bishops receives all requests from Synod Councils for calls to non-stipendiary service.

 - a) The Roster Committee reviews these requests and reports its recommendations to the Conference of Bishops.
 - b) The Conference of Bishops, in a regular meeting of the conference, by a majority vote acts upon requests for calls to non-stipendiary service. It reports its decision to the synod seeking such approval.

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- c) When approval is given by the Conference of Bishops, the Synod Council may proceed to issue a letter of call to non-stipendiary service and may annually renew such a call without subsequent action by the Conference of Bishops.

c. Shared-Time Ministries

7.41.01. Service under Call. A minister of Word and Sacrament of this church shall serve under a letter of call properly extended by a congregation, a Synod Council, a Synod Assembly, the Church Council, or the Churchwide Assembly.

- a. Calls may be extended for stated periods of time and for shared-time ministry by the appropriate calling body under criteria recommended by the appropriate churchwide unit, reviewed by the Conference of Bishops, and adopted by the Church Council for service in a congregation, synod, or churchwide unit, in an institution or agency of this church, or in another setting in a category of work as provided by continuing resolution 7.44.A16. ...

1) Definition of Shared-Time Ministry

The ELCA understands shared-time ministry to exist when a rostered minister is called to serve in one or more settings of this church while earning income from other employment or while devoting substantial time to other activities. Some examples of contexts and settings for which shared-time ministries may be appropriate are:

- ▶ *Small-membership congregations* with significant opportunities for mission and service.
- ▶ *New ministries* so limited in size or slow in development that they would require a disproportionate and unwise investment of time and money, if the more typical mission-development approach were employed.
- ▶ *Ministries* (e.g., *inner city, ethnic, and rural*) where the community's expectation is that the rostered ministers will receive primary financial support from secular employment.
- ▶ *Multi-staff congregations* looking for ministry specialties, in addition to the services of rostered ministers and contracted laypersons.
- ▶ *Parishes that would benefit from having two or more individuals serving a single congregation or multiple congregations* but that cannot afford full-time salaries for several individuals.
- ▶ *Specialized pastoral or ministry needs* of institutions and agencies that may call for a high degree of training and skill but that may neither warrant investment of appropriate full-time salary nor justify the engagement of a full-time staff person in that position.

2) Criteria for Shared-Time Ministry

- a) Individuals eligible for shared-time ministry must be on the rosters of this church or have been recently approved for initial call. Initial calls to Ministry of Word and Sacrament normally are in a congregational setting.
- b) Experienced individuals, whose ability to work in complex settings has already been tested, are preferred.
- c) A minister of Word and Sacrament engaged in shared-time ministry shall have a significant responsibility for a ministry of Word and Sacrament in a congregation, institution, or other expression of this church (churchwide bylaws 7.41.01. and 7.41.03.).
- d) A rostered minister may be under call to only ONE church entity. Other employment is by agreement, not under call.
- e) The work-load for the call must be no less than an average of fifteen hours per week.
- f) Compensation shall be commensurate with synod compensation guidelines that apply to individuals in full-time positions.
- g) Any contemplated non-church employment for the rostered minister shall be subject to the review and approval of the synod bishop.
- h) Part-time reserve component military chaplaincy alone does not normally meet the threshold for minimum work-load hours as a shared-time call.

3) Procedures for Call to Shared-time Ministry

The *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America* provides principles and procedures for the calling of ministers of Word and Sacrament (churchwide continuing resolution 7.44.A16.). In addition to the regular procedures, a letter of call for shared-time ministry shall include the following:

- a) The range of duties and responsibilities shall be specified by adding appendices to the "Definition of Compensation, Benefits, and Responsibilities," related to the letter of call (*C9.09.).
 - i. If a minister of Word and Sacrament is called as the only pastor of a congregation, it shall be to the full range of such duties. If the call is to a congregational staff position, the shared-time pastor shall have significant responsibility for preaching and administration of the sacraments.

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- ii. If a minister of Word and Sacrament is called to a ministry in a non-congregational setting, specialization of function may be appropriate, provided opportunity for Word and Sacrament ministry is included.
 - b) The decision to seek a shared-time pastor shall be based upon a study of mission and ministry needs in the particular setting. Appropriate synod or churchwide leaders must participate in the study and decision.
 - c) A periodic evaluation by the calling entity shall be encouraged by the appropriate synod bishop or churchwide leaders so that the called person is held accountable for the ministry in that particular situation. The calling body is accountable for adequate professional and financial support.
 - d) Any exceptions to the guidelines governing time and compensation must be requested from the Roster Committee of the Conference of Bishops.
- 4) **Appropriate Candidates for Shared-time Ministry**
Shared-time ministry demands the ability to use time efficiently, the flexibility to adjust to altering circumstances, and the willingness to make a positive contribution to Church and society through secular employment or other interests. The effective shared-time leader has a clear sense of personal ministry and professional integrity. He or she has a concept of ministry that values extensive shared leadership with laity.
It is appropriate for ministers of Word and Sacrament to offer themselves for shared-time ministry, as with all specific ministries, on the basis of their own sense of vocation and their sense of the needs of this church. It is not appropriate, however, for this dual-vocational interest to take priority over the mission needs of this church.
- 5) **Support and Accountability in Shared-Time Ministry**
The nature of shared-time ministry requires that the employing entity pay particular attention to such matters as compensation and benefits, setting of non-working times for meetings, and specifying shared expectations, which acknowledge the special dynamics of this style of ministry.
- a) Accountability of the shared-time person is the same as with all rostered ministers.
 - b) Evaluation of the ministry should be based upon the stated goals and conditions established for that ministry at the time of call.
 - c) The entity of this church that calls the individual will review the ministry annually to evaluate the ongoing appropriateness of the shared-time style for that particular mission opportunity.

d. Calls to Serve in Unusual Circumstances

7.41.05. Calls to Serve in Unusual Circumstances. When it is deemed to be in the interests of this church in the care of the Gospel, ministers of Word and Sacrament may be called for a stated period of time, not to exceed three years, to minister on behalf of this church while employed in an occupation outside the traditional range of the ministry of Word and Sacrament. Such calls may be extended by a Synod Council or the Church Council upon recommendation by the Conference of Bishops according to criteria and procedures recommended by the appropriate churchwide unit, reviewed by the Conference of Bishops, and adopted by the Church Council. Such calls shall be reviewed annually.

- 1) Requests to serve under “Unusual Circumstances” are submitted to the Roster Committee of the Conference of Bishops by the rostered minister’s bishop. The request should include a letter from the rostered minister describing the reasons for making this request and a letter from the bishop that supports this request.
- 2) The Roster Committee of the Conference of Bishops must first determine that the proposed call does not fall within any other category of call available in the church and only then shall determine the appropriate source of call.
- 3) The appropriateness of a potential call to serve in unusual circumstances should be examined using the following questions:
 - a) Does the proposed call advance the interest of the Church in the care of the Gospel?
 - b) What aspects of the position require that the worker be a minister of Word and Sacrament?
 - c) How would a minister of Word and Sacrament serving in this position provide a distinct advantage for this church?
 - d) Is there adequate provision for ecclesial accountability by the pastor to the synod bishop?
 - e) Is there realistic potential for abuse of the call for the personal or financial benefit of the pastor or for business advantage?

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e. Interim Ministry

7.41.01. Service under Call. A minister of Word and Sacrament of this church shall serve under a letter of call properly extended by a congregation, a Synod Council, a Synod Assembly, the Church Council, or the Churchwide Assembly. ...

- c. Ministers of Word and Sacrament serving in interim ministry appointed by the synodical bishop may serve under a letter of call, according to policies developed by the appropriate churchwide unit, reviewed by the Conference of Bishops, and approved by the Church Council. A call to interim ministry shall be a term call extended by the Synod Council upon recommendation of the synodical bishop.

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

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

1) Congregations in Transition

- a) Because of the importance of the ministry of Word and Sacrament, the ELCA seeks to ensure appropriate pastoral leadership for congregations during a time of pastoral vacancy. Interim ministry is provided by synods during the time of transition following the completion of service by the congregation's former pastor and prior to the calling of a new pastor. This also is provided for in a congregation served by a multiple staff when a congregation's senior pastor leaves, or when an associate pastor or other pastoral staff leaves. The interim period is thus a time in which pastoral care is arranged for a congregation by the synod as the congregation moves through a process of self-study and change toward new pastoral leadership.
- b) The synod bishop arranges for the congregation to receive Word and Sacrament leadership during the period prior to the regular calling of a pastor through the appointment of an interim pastor.
- c) A congregation in a situation of significant concerns and stress related to a pastoral transition may benefit from the leadership of an experienced and trained interim pastor. Situations in which this is particularly appropriate include the transition following a long pastorate, a congregation facing new mission opportunities and/or a changed context for ministry, a transition following the resignation of a pastor related to disciplinary action by the synod, or a transition marked by significant discord or upheaval within a congregation.

2) Appointed or Called Interim Ministry

- a) An interim pastor may either be appointed by the synod bishop or may serve under a term call extended by the Synod Council (*see bylaw 7.41.01.c. above*).
 - i. Calls to interim ministry may not be extended by a congregation.
 - ii. A pastor serving either under appointment by the bishop or under a term letter of call normally serves the congregation in a contracted and compensated arrangement.
- b) Unless previously agreed to by the Synod Council, an interim pastor is not available for a regular call to the congregation served during this time of transition and shall refrain from exerting influence in the selection of a pastor (*C9.07. in the *Model Constitution for Congregations*).

3) Guidelines for Called Interim Pastoral Ministry

- a) Initial issuance of a call to interim ministry by the Synod Council shall be upon the recommendation of the synod bishop.
- b) A called interim pastor shall serve under contract with a congregation, providing a minimum of 15 hours per week to the congregation and be compensated in accordance with synod guidelines. The initial interim

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- ministry agreement with a congregation may be reviewed by the bishop or synod staff prior to the acceptance of the contractual arrangement by the interim pastor.
- i. A call to interim ministry shall be primarily for the benefit of the congregation served, not for the status of the minister of Word and Sacrament.
 - ii. Such a call is issued by the Synod Council and may be either a term call to a specific congregation or a term call to interim ministry in the synod.
- c) Prior to being eligible for a call to interim ministry, the pastor shall normally receive appropriate training for interim ministry. The appropriate churchwide unit will review interim ministry training programs and serve as consultant to synods in evaluating such programs.
 - d) Only pastors who have served in a regular called congregational ministry for a minimum of three years are eligible to serve in a called interim ministry.
 - e) In issuing a call to interim ministry, the synod assumes no responsibility for guaranteeing continuous employment, compensation, or benefits for the pastor under call (ELCA churchwide constitutional provision 7.43.).
 - i. Compensation and benefits are normally provided entirely by the congregation or ministry setting being served. Where possible, continuation of the ELCA Pension and Other Benefits Program will be advocated by the synod.
 - ii. It is explicitly understood that the synod is the calling body and not the employer of record at any time during the service of an interim pastor under call from the Synod Council.
 - f) Calls to interim service within a synod may be issued for a one to three-year term of service, with an annual review by the Synod Council or its designated committee.
 - i. If a pastor under a term call to interim ministry has not served in a congregation during the preceding twelve months, however, the call shall be terminated by the Synod Council.
 - ii. A term letter of call issued by the Synod Council may also be coterminous with the duration of service within the congregation served (ELCA churchwide constitutional provision 7.43.).
 - iii. The term call may be terminated by action of the Synod Council.
- 4) Guidelines for Appointed Interim Ministry
- a) An appointed interim pastor is authorized to provide Word and Sacrament ministry to a congregation by the synod bishop with the concurrence of the Congregation Council or congregation.
 - i. The interim pastor assumes the rights and duties in the congregation of a regularly called pastor.
 - ii. The appointed interim pastor may delegate the same in part to an interim supply pastor with the consent of the synod bishop (†S14.17. in the *Constitution for Synods*).
 - b) A retired pastor or pastor on leave from call who serves an interim ministry is recommended by the bishop and signs an interim ministry agreement with the congregation which provides for the compensation, benefits, and the specific goals and expectations related to the period of interim ministry.

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f. Ecclesiastical Endorsement for Ministries in Chaplaincy, Pastoral Counseling, and Clinical Education (MCPCCE)

Background: *This resource is intended for use by synod bishops and synod staff in working with individuals considering service in a ministry in chaplaincy, pastoral counseling or clinical education. Following all other applicable call guidelines, a synod may issue a letter of call to a rostered minister to serve in such ministries even if that person does not have ecclesiastical endorsement or professional certification. However, synods are encouraged to seek endorsed and certified individuals for such ministries. Those individuals serving in these ministries who are not endorsed and certified should be encouraged and supported to seek MCPCCE ecclesiastical endorsement. This document describes both the values and limitations to such endorsement and certification as well as an overview of the process.*

Introduction

The ecclesiastical endorsement process in the ELCA for ministries in chaplaincy, pastoral counseling and clinical education (MCPCCE) provides the basis for a recommendation to the synod bishop and Synod Council concerning a rostered minister's suitability, readiness, aptitude, pastoral identity and competence and theological integration for a particular ministry in chaplaincy, pastoral counseling or clinical pastoral education. The professional certification process follows ecclesiastical endorsement.

1) Definition of Ecclesiastical Endorsement and Professional Certification

- a) Professional Certification: The recognition by a professional chaplaincy, pastoral counseling or clinical pastoral education organization that a person has met a level of professional competence of ministry in a specific setting.
- b) Ecclesiastical Endorsement: The recognition that a rostered minister has met ELCA endorsement standards for theological and pastoral competence to serve in ministries in chaplaincy, pastoral counseling and clinical pastoral education.

Ecclesiastical endorsement is a necessary pre-requisite for certification by a professional organization. Ecclesiastical endorsement and professional certification are both normally required by an employing agency/institution. ELCA rostered ministers who seek ecclesiastical endorsement are expected to seek and obtain professional certification.

The MCPCCE program is located in the Domestic Mission unit.

Ecclesiastical endorsement for federal chaplaincies is required for a minister of Word and Sacrament to apply for positions in the Departments of Defense (military), Veterans Affairs (VA), Justice (Bureau of Prisons) and any other federal departments, agencies, bureaus and services. Each federal department establishes minimum standards for applicants to apply, and all require a valid, current ecclesiastical endorsement specifically for chaplaincy service in that department. Applications for ecclesiastical endorsement for federal chaplaincy are obtained through the Office of the Presiding Bishop, director for Federal Chaplaincy Ministries.

The following are recognized professional organizations:

Association of Professional Chaplains (APC); American Association of Pastoral Counselors (AAPC); American Association for Marriage and Family Therapy (AAMFT); American Psychological Association (APA); Association for Clinical Pastoral Education (ACPE); American Correctional Chaplains Association (ACCA); National Board of Certified Counselors (NBCC); National Association of Certified Mental Health Counselors (NACMHC); Association of Certified Social Workers (ACSW).

2) MCPCCE Endorsement Process

The document, "Endorsement Standards and Procedures, Call Criteria and Program Guidelines for Ministries in Chaplaincy, Pastoral Counseling, and Clinical Education" (ELCA.org/Resources/Specialized-Pastoral-Care):

- Establishes standards for theological and pastoral competence for ministries in chaplaincy, pastoral counseling and clinical pastoral education
- Sets forth criteria for calls and appointments to ministries in chaplaincy, pastoral counseling and clinical pastoral education
- Presents guidelines for pastoral ministry programs in all affiliated or recognized social ministry organizations

Based upon material submitted by the candidate, and a meeting with a consultation committee, a recommendation is provided to the synod bishop regarding the readiness of the rostered minister for a specific ministry. The synod bishop and the Synod Council have sole authority to grant or revoke the ecclesiastical endorsement.

3) Values of Ecclesiastical Endorsement

- a) Seeks to establish accountability between persons serving in the area of ministries in chaplaincy, pastoral counseling and clinical pastoral education and their respective judicatories and to emphasize the importance of appropriate conduct and practice of those who serve in these ministries.
- b) Seeks to emphasize the importance of ecclesiastical endorsement in a synod's consideration of a call to service in one of these ministries.
- c) Enables synod councils to issue a term call that permits a non-endorsed candidate engaging in the ecclesiastical endorsement process to serve while completing the endorsement process.
- d) Provides a standard set of expectations for rostered ministers who seek to serve in a specific area of ministries in chaplaincy, pastoral counseling and clinical pastoral education.

4) Endorsement Consultation Outcomes

- a) Renders an assessment of the readiness, pastoral competence and theological integration of rostered ministers who seek to enter a specific field of ministry in chaplaincy, pastoral counseling and clinical pastoral education.
- b) Utilizes the professional gifts of rostered ministers who have long ministered in a specific area to assist in rendering a professional recommendation for ecclesiastical endorsement.
- c) Renders a recommendation on the professional pastoral competence of candidates to employing agencies and institutions that seek to meet national professional accreditation standards.
- d) Serves as a referral source and consultation to bishops and seeks to provide resources for rostered ministers exploring vocational and training options in the area of ministries in chaplaincy, pastoral counseling and clinical pastoral education.

5) Limitations of Ecclesiastical Endorsement

- a) Does not imply or guarantee that professional certification will be achieved or that a call to serve in chaplaincy, pastoral counseling, or clinical education will be issued.
- b) Does not establish an employment, agency or supervisory relationship between the endorsing synod and the rostered minister receiving the endorsement.
- c) Does not imply or assure that the endorsed individual has undergone any background or reference checks, screening, psychological testing or evaluation as part of the ecclesiastical endorsement process.

6) Initiating the ELCA Ecclesiastical Endorsement Process

When a rostered minister contacts the synod office regarding the ecclesiastical endorsement process, or when a synod is considering issuing a call to a ministry within the synod of chaplaincy, pastoral counseling or clinical education, questions related to ecclesiastical endorsement in the ELCA may be directed to a staff person in the Domestic Mission unit or the director for Federal Chaplaincy Ministries in the Office of the Presiding Bishop for military, VA or federal corrections applications.

Any individual seeking ecclesiastical endorsement for a federal chaplaincy will contact the director for Federal Chaplaincy Ministries in the Office of the Presiding Bishop. The application from the individual requires a letter from the synod bishop on whose roster the minister of Word and Sacrament is listed.

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g. Military Service

Involuntary call-up for military chaplains is a term applied: (a) to a reserve component chaplain who is assigned to a reserve unit that is activated for federal duty, or (b) to an individual reserve chaplain who is called to active duty when he or she has not requested it. The suggestions provided here for chaplains serving under call to congregations may be used as guidance for other employing entities, institutions, or agencies where pastors are serving under call outside of the congregational setting.

1) Procedures for Pastors

- a) If you have not already done so, make your congregation aware of your status as a military reservist.
- b) Notify your Congregation Council President and Executive Committee and arrange for a meeting with the Congregation Council to discuss your involuntary call-up to military service.
- c) Notify your synod bishop and invite the bishop or a member of the bishop's staff to participate in the Congregation Council meeting where the issues related to your call-up will be considered.
- d) Contact the ELCA Executive for Federal Chaplaincy Ministries at telephone 202-408-8403 in Washington, D.C., or email elcachap@aol.com.
- e) Contact the Board of Pensions of the ELCA (hereafter referred to as Portico Benefit Services) for essential ELCA Retirement Plan and ELCA Health Benefits Plan information.
- f) Note that no new ecclesiastical endorsement is necessary in order for you to respond to the call-up.

2) Considerations for Congregations

- a) The federal Uniformed Service Employment and Reemployment Act (USERRA) was passed in 1994 to encourage military service by making it easier for service personnel to return to civilian life after duty. While it is doubtful that this law is directly applicable to pastors under call to congregations, efforts should be made to insure that ministers of Word and Sacrament are not placed at a disadvantage by their involuntary call-up.
- b) For a call-up of 18 months or less, a leave of absence should be granted to the pastor by the Congregation Council. The synod should assist the congregation in arranging for interim or supply pastoral care during the leave of absence.
- c) If the call-up extends for more than 18 months, the situation should be reviewed and possibly renegotiated. The leave of absence may be extended, or the pastor could submit a letter of resignation, allowing a new pastor to be called by the congregation.
- d) The salary of the pastor should continue until military pay is received by the pastor or the pastor's family.
- e) Although the congregation cannot sponsor the pastor in the ELCA Pension and Other Benefits Program during her/his active duty service, the congregation should continue the health benefits coverage of the pastor and the pastor's family until health benefits coverage is provided by the military. If the congregation does not continue the health benefits coverage, USERRA does give employees on leave the right to continue their health insurance for 18 months at her or his own expense.
- f) The congregation should consider accumulating make-up contributions for the pastor's ELCA Retirement Plan account for at least the 18 months of the leave of absence. It is necessary to confer with Portico Benefit Services to determine what is appropriate and permissible under these circumstances.

3) Other Considerations

- a) There will be a delay of approximately 30 days for the chaplain's family members to be incorporated into the military medical system. For this reason, it is important that family members have copies of both (a) the military member's orders activating him or her to active duty, and (b) a reserve identification card. These items could help a family member to receive medical care during the 30-day period.
- b) Medical services for military members and their families are administered under the Tricare System. Further information on this system is available at www.tricare.osd.mil.
- c) While on leave of absence, the pastor's housing allowance should continue until the military housing allowance is activated. If a pastor's family is living in a parsonage, arrangements should be made for their continuing in that setting during the leave of absence, or until a new pastor is called. When the military housing allowance is received, that amount should either be offered to the congregation in lieu of rent for the parsonage or used to pay utility costs.

4. Termination of Call

- 7.43** A letter of call issued by a Synod Council or the Church Council to a minister of Word and Sacrament of this church shall be either co-terminus with, or not longer than, the duration of the service or employment for which the call was issued. With the exception of persons designated as employees of a synod or the churchwide organization, such a call does not imply any employment relationship or contractual obligation in regard to employment on the part of the Synod Council or Church Council issuing the call. The recipient of such a call remains subject to this church's standards and discipline for ministry of Word and Sacrament, as contained in this church's constitution, bylaws, and continuing resolutions and in the policy and procedure documents of this church.
- 7.43.01.** When the Synod Council or the Church Council, as the calling source, determines that the service or employment no longer fulfills the criteria under which a call was issued, the Synod Council or the Church Council shall vacate the call and direct that the individual be placed on leave from call or, if such leave status is not granted, the individual shall be removed from the roster of Ministers of Word and Sacrament.
- 7.43.02.** Ministers of Word and Sacrament previously under call to the churchwide organization or to a synod shall respect the integrity of the ministry in which they no longer serve and shall not interfere with or exercise the functions of the office or position in which they no longer serve unless invited to do so by the presiding bishop or Church Council in the churchwide organization or, in the synods, by the bishop or the Synod Council.
- 7.46.** The provisions for termination of the mutual relationship between a minister of Word and Sacrament and a congregation shall be as follows:
- a. The call of a congregation, when accepted by a pastor, shall constitute a continuing mutual relationship and commitment which shall be terminated only by death or, following consultation with the synodical bishop for the following reasons:
 - 1) mutual agreement to terminate the call or the completion of a call for a specific term;
 - 2) resignation of the pastor, which shall become effective, unless otherwise agreed, no later than 30 days after the date on which it was submitted;
 - 3) inability to conduct the pastoral office effectively in that congregation in view of local conditions;
 - 4) physical disability or mental incapacity of the pastor;
 - 5) suspension of the pastor through discipline for more than three months;
 - 6) resignation or removal of the pastor from the roster of Ministers of Word and Sacrament of this church;
 - 7) termination of the relationship between this church and the congregation;
 - 8) dissolution of the congregation or the termination of a parish arrangement;
 - 9) suspension of the congregation through discipline for more than six months.
 - b. When allegations of physical disability or mental incapacity of the pastor under paragraph a.4) above, or ineffective conduct of the pastoral office under paragraph a.3) above, have come to the attention of the bishop of this synod,
 - 1) the bishop in his or her sole discretion may investigate such conditions personally together with a committee of two rostered ministers and one layperson, or
 - 2) when such allegations have been brought to the synod's attention by an official recital of allegations by the Congregation Council or by a petition signed by at least one-third of the voting members of the congregation, the bishop personally shall investigate such conditions together with a committee of two rostered ministers and one layperson.
 - c. In case of alleged physical disability or mental incapacity under paragraph a.4) above, the bishop's committee shall obtain and document competent medical opinion concerning the pastor's condition. When a disability or incapacity is evident to the committee, the bishop of this synod may declare the pastorate vacant. When the pastorate is declared vacant, the Synod Council shall list the pastor on the roster of Ministers of Word and Sacrament as disabled. Upon removal of the disability and restoration of the pastor to health, the bishop shall take steps to enable the pastor to resume the ministry, either in the congregation last served or in another appropriate call.
 - d. In the case of alleged local difficulties that imperil the effective functioning of the congregation under paragraph a.3) above, the bishop's committee shall endeavor to hear from all concerned persons, after which the bishop together with the committee shall present their recommendations

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first to the pastor and then to the congregation. The recommendations of the bishop's committee must address whether the pastor's call should come to an end and, if so, may suggest appropriate severance arrangements. The committee may also propose other actions that should be undertaken by the congregation and by the pastor, if appropriate. If the pastor and congregation agree to carry out such recommendations, no further action need be taken by the synod.

- e. **If either party fails to assent to the recommendations of the bishop's committee concerning the pastor's call, the congregation may dismiss the pastor only at a legally called meeting after consultation with the bishop, either (a) by a two-thirds majority vote of the voting members present and voting where the bishop and the committee did not recommend termination of the call, or (b) by a simple majority vote of the voting members present and voting where the bishop and the committee recommended termination of the call.**
- f. **If, in the course of proceedings described in paragraph c. or paragraph d. above, the bishop's committee concludes that there may be grounds for discipline, the committee shall make recommendations concerning disciplinary action in accordance with the provisions of this church's constitution, bylaws, and continuing resolutions.**

a. Termination of Congregational Call: A letter of call from a congregation to a minister of Word and Sacrament may be terminated only as provided for in constitutional provisions 7.46., †S14.18., and *C9.05. If a minister of Word and Sacrament resigns from a call, the resignation may not be withdrawn by the pastor nor rejected by the congregation. No acceptance of the resignation is necessary. The call ends no later than 30 days after the date the resignation was submitted, unless the congregation agrees to a later date.

b. Termination of Synod Council or Church Council Call: A letter of call from the Synod Council or the Church Council to a minister of Word and Sacrament may be terminated by: 1) the conclusion of the service or employment for which the call was granted; 2) resignation; 3) resignation or removal of the minister from the roster of Ministers of Word and Sacrament of this church; or 4) by decision of the calling authority to vacate the call. If a minister of Word and Sacrament resigns from a call, the resignation may not be withdrawn by the pastor nor rejected by the calling authority. No acceptance of the resignation is necessary. The call ends no later than 30 days after the date the resignation was submitted, unless the calling authority agrees to a later date.

5. Completion of Responsibilities

The role of pastors in congregations to which they are not (or are no longer) called is governed by provision †S14.19. in the *Constitution for Synods*, which states, "Ministers of Word and Sacrament shall respect the integrity of the ministry of congregations which they do not serve and shall not exercise ministerial functions therein unless invited to do so by the pastor, or if there is no duly called pastor, then by the interim pastor in consultation with the Congregation Council."

Ministers of Word and Sacrament who have completed their pastoral call to a particular congregation change their role in how they relate to that congregation, and care should be taken to provide for an orderly transition. Certain ministerial functions are specific to and performed on behalf of the congregation, not the individual, and are therefore the responsibility of the minister of Word and Sacrament serving under call (or one appointed by the synod bishop or contracted by the Congregation Council for such ministry). Although to be regarded as affirmations of the pastor's past service to the congregation, requests from members for the former pastor to preside at weddings, baptisms, funerals, and the like should be politely refused. Regardless of whether the pastor has accepted a call to another congregation or another expression of this church, the completion of pastoral responsibilities must be marked clearly and carefully.

The following guidelines are for pastors, the congregations they served, and synod bishops in understanding the new status of a pastor who has resigned a call. They are intended to affirm the past ministry of such pastors, to give directions which seek to avoid some pitfalls that can present themselves during transitions, and to point to constructive and healthful interactions in the future.

- a. Upon the effective date of the resignation, the minister of Word and Sacrament is no longer a pastor of the congregation, and therefore must discontinue the functions of the pastoral office in that congregation.
- b. Care must be taken by the pastor to assure that the parochial record of pastoral acts conducted within the congregation is up to date. As required by *C9.14. in the *Model Constitution for Congregations* and †S14.21. in the *Constitution for Synods*, the secretary of the congregation shall attest in writing to the bishop that the record was received, in good order, before the departing pastor can be installed in a new charge or be granted retired

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status. Attention also must be given to “. . . make satisfactory settlement of all financial obligations . . .” to the congregation before departure (*C.9.08. and †S14.22.).

- c. Prior to, but as near to, the effective date of the resignation as is practicable, the minister of Word and Sacrament may make use of the rite of “Farewell and Godspeed” during which the pastor may return to representatives of the congregation the signs of the ministerial office that were given at the pastor’s installation.
- d. If invited to exercise a ministerial role by a member of a congregation to which they were formerly called, ministers of Word and Sacrament should indicate that they are not (or are no longer) authorized to take such a role. If invited to exercise such a role by the current pastor, care must be taken to assure that the parameters and limited scope of the activity are clear.
- e. As part of the bishop’s pastoral care, especially during times of transition, a synod bishop or a member of the bishop’s staff is encouraged to discuss these guidelines and their implications either in person or in correspondence.

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B. On leave from call

7.31.06. On Leave from Call. A minister of Word and Sacrament of this church, serving under a regularly issued letter of call, who leaves the work of that ministry without accepting another regularly issued letter of call, may be retained on the roster of Ministers of Word and Sacrament of this church, upon endorsement by the synodical bishop, by action of the Synod Council in the synod of which the minister of Word and Sacrament is a member, under policy developed by the appropriate churchwide unit, reviewed by the Conference of Bishops, and adopted by the Church Council.

- a. Normative Pattern: By annual action of the Synod Council in the synod of which a member, upon endorsement by the synodical bishop, a minister of Word and Sacrament who is without a current letter of call may be retained on the roster of Ministers of Word and Sacrament of this church for a maximum of three years, beginning at the completion of an active call.
- b. Study Leave: By annual action of the Synod Council in the synod of which a member, with the approval of the synodical bishop and in consultation with the appropriate churchwide unit, a minister of Word and Sacrament engaged in graduate study, in a field of study that will enhance service in the ministry of Word and Sacrament, may be retained on the roster of Ministers of Word and Sacrament of this church for a maximum of six years.
- c. Family Leave: A minister of Word and Sacrament who has been in active service under call for at least three years may request leave for family responsibilities. By annual action of the Synod Council in the synod of which a member, upon endorsement by the synodical bishop, such a minister of Word and Sacrament who is without a current letter of call and who requests leave for the birth or care of a child or children of the minister of Word and Sacrament or the care of an immediate family member (child, spouse, or parent) with a serious health condition may be retained on the roster of Ministers of Word and Sacrament of this church—under policy developed by the appropriate churchwide unit, reviewed by the Conference of Bishops, and adopted by the Church Council—for a maximum of six years beginning at the completion of an active call.
- d. Exception to these limits for the purpose of serving the needs of this church may be granted in accordance with established policy of this church by the Synod Council in the synod of current roster after having received approval by the Conference of Bishops.

1. Definition and Criteria for On-Leave-from-Call Status

- a. At the termination of the call of a rostered minister, if the rostered minister has not received and accepted a subsequent call, the following procedure is to be followed:
 - 1) The rostered minister must inform the bishop of the date his/her current call is coming to an end. The bishop shall, in a timely manner, make sure that the rostered minister is aware of the necessity to comply with these guidelines.
 - 2) A rostered minister seeking on-leave-from-call status shall make a written request to the synod bishop within 45 days following the termination of a prior call, providing a rationale as to why on-leave-from-call status should be granted. Failure to do so may result in removal from the roster.
 - 3) The request for on-leave-from-call status must include:
 - a) a statement of the rostered minister's commitment to be available for a letter of call;
 - b) a statement of how the rostered minister's gifts and abilities can contribute to the ministry and mission of this church;
 - c) the anticipated date when the rostered minister will be available for a letter of call;
 - d) a statement describing the ability and willingness of the rostered minister to provide ministry services while on leave from call at the direction of the synod bishop;
 - e) the rostered minister's plan for continuing education while on leave from call; and
 - f) a statement describing the rostered minister's current and intended participation in a congregation of this church.
 - 4) If a rostered minister requesting on-leave-from-call status desires to make a personal statement relative to the request, the Synod Council may, at its discretion and in the manner of its determination, allow for a personal appearance by the rostered minister to the Synod Council (or its designated committee).
 - 5) On-leave-from-call status is not automatically granted. Action granting or denying leave from call is to be taken by the Synod Council [ELCA constitutional provision 20.17., bylaws 7.31.06., , and †S8.12.i.9 in the *Constitution for Synods*] upon endorsement by the synod bishop. A committee may be designated by the

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bishop to evaluate applications and bring recommendations to the Synod Council through the synod bishop for action.

- 6) The effective date for on-leave-from-call status, if granted by the Synod Council, begins the day the rostered minister is no longer serving under a regularly issued letter of call. This date is not affected by severance payments.
 - 7) Synod Council action related to a rostered minister's on-leave-from-call status is reported as information to the annual Synod Assembly in the report of the bishop or the Synod Council.
 - 8) Written notification is sent to the rostered minister requesting on-leave-from-call status reporting the action of the Synod Council.
 - 9) The action of the Synod Council in granting on-leave-from-call status must be reported to the secretary of this church and Portico Benefit Services. Similar notification is given by the synod to the secretary of this church and Portico Benefit Services when such status is ended.
 - 10) Prior to the annual anniversary of the effective date of the rostered minister's on-leave-from-call status, the rostered minister on leave must request renewal of the on-leave-from-call status. Annual action by the Synod Council is necessary for the continuation of that status.
 - 11) While on leave from call, a rostered minister must be an active member of a congregation of this church.
 - 12) A rostered minister on leave from call remains accountable to the synod bishop and must be willing to meet the criteria and standards of this church for its rostered ministers.
- b. Study Leave: A rostered minister engaged in graduate study, in a field of study that will enhance service in the rostered ministry of this church, may be retained on the roster of this church for a maximum of six years by annual action of the Synod Council, in consultation with the appropriate unit [see bylaw 7.31.06].
- c. Family Leave: On leave from call for family responsibilities is available to rostered ministers who have had at least three years of active service under call, with demonstrated circumstances that fulfill the criteria for this status. A rostered minister may request on-leave-from-call status for family responsibilities for a maximum of six years, by annual action of the Synod Council, based upon either of the following reasons [see bylaw 7.31.06.]:
- 1) For the birth or care of a child or children of the rostered minister.
 - 2) For the care of an immediate family member (child, spouse, or parent) with a serious health problem. A serious health problem is an illness, injury, impairment, or physical or mental condition that involves either a period of incapacity or treatment with inpatient care in a hospital, hospice, or residential medical facility, or a period of incapacity or subsequent treatment following inpatient care. A medical certification of such a serious health problem must be submitted to the Synod Council as part of the request for on-leave-from-call status.

A person already granted on-leave-from-call status, whose life circumstances change, may apply for a change to study or family leave. The Synod Council may approve such a change; however, the original date the leave began remains the same, thus allowing a maximum leave of six years.

- d. With approval of the Synod Council, either by general policy or by specific authorization, the synod bishop may place limitations or restrictions upon the availability for service of a rostered minister who is on leave from call.
- e. At least three months prior to the end of a rostered minister's on-leave-from-call status, the bishop or bishop's designee will contact the rostered minister on leave from call to review:
 - 1) Pension and health insurance implications, with a recommendation that Portico Benefit Services be contacted.
 - 2) The criteria for continuation of on-leave-from-call status beyond three years, if applicable.
 - 3) The implications and expectations of being removed from the roster.
 - 4) The process for reinstatement to the roster.
- f. The transfer of the roster status of a rostered minister who is on leave from call may be authorized upon mutual agreement of the synod bishops involved after consultation with and approval by the secretary of this church.
- g. The secretary of this church shall report semi-annually to the Conference of Bishops any person whose on-leave-from-call status is coming to an end within the next six months.

2. Criteria for Extension of On-Leave-from-Call Status

- a. A rostered minister may remain on leave from call beyond three years when such an extension contributes to the ministry and mission of this church and when the particular circumstances of the on-leave-from-call status warrant an exception to the normal three-year limitation. Such continuation on the roster of this church beyond the third year is contingent upon recommendation by the synod bishop, and action of both the Synod Council and the Conference of Bishops.

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- b. A rostered minister who is eligible for retired status should not be considered for an extension of on-leave-from-call status.
- c. A rostered minister who seeks to remain on leave from call beyond three years must provide a written request to the synod bishop and Synod Council for an extension of that status. This request should be received no later than six months prior to the end of the third year of on-leave-from-call status.
- d. This request must state clearly the reason(s) for such a request and how these reasons relate to this church's ministry and mission.
- e. The request must include the following information:
 - 1) The rationale for the rostered minister's remaining on leave from call, including a statement of the rostered minister's commitment to be available for a letter of call, and an articulation of how the rostered minister's gifts and circumstances can contribute to the ministry and mission of this church;
 - 2) The anticipated date when the rostered minister will be available for a call;
 - 3) A statement describing the ability and willingness of the rostered minister to provide ministry services at the direction of the synod bishop, consistent with the ministry and mission needs of the synod;
 - 4) The rostered minister's plan for continuing education while on leave from call;
 - 5) A statement describing the rostered minister's current participation in a congregation of this church.
- f. Study Leave: A rostered minister engaged in graduate study, in a field of study that will enhance service in the rostered ministry of this church, may remain on study leave beyond six years when such continuation contributes to the ministry and mission of this church and when the particular circumstances of the study leave warrant an exception to the normal six-year limitation. A written request must be made to the synod bishop and Synod Council as outlined for the extension of on leave from call (e. above) but must also indicate clearly the educational goals of the rostered minister, the time line for completion of study, and a statement of commitment that the rostered minister intends to be available for a letter of call within this church upon completion of study. Such continuation on the roster of this church is contingent upon recommendation by the synod bishop and action of the Synod Council and the Conference of Bishops, and may be terminated by subsequent action of the Synod Council upon request of the synod bishop after notice to the rostered minister.
- g. Family Leave: A rostered minister on leave for care-giving responsibilities may remain on care-giving leave beyond six years when the particular circumstances of the care-giving leave warrant an exception to the normal six-year limitation. A written request must be made to the synod bishop and Synod Council as outlined for the extension of a leave from call (e. above) but must also indicate clearly the continuing care-giving needs of the rostered minister, the possible time line for conclusion, and a statement of commitment that the rostered minister intends to be available for a letter of call within this church upon completion of these circumstances. Such continuation on the roster of this church is contingent upon recommendation by the synod bishop and action of the Synod Council and the Conference of Bishops, and may be terminated by subsequent action of the Synod Council upon request of the synod bishop after notice to the rostered minister.
- h. Action by the Synod Bishop and Synod Council
 - 1) The synod bishop reviews the request for continuation of the on-leave-from-call status beyond three years (six years in the case of graduate study and family leave) and forwards that request to the Synod Council together with the bishop's evaluation of the request.
 - 2) At the request of the synod bishop, the Synod Council considers the request of the rostered minister and how it relates to the mission and ministry of the synod. Should the decision of the Synod Council be to recommend approval, the Synod Council shall make such a request to the Conference of Bishops.
 - 3) On behalf of the Synod Council, the synod bishop forwards its request and rationale to the Conference of Bishops.
 - 4) A rostered minister on leave from call must provide an annual, written request to the synod bishop for recommendation to the Synod Council for continuation of that status.
 - 5) The Synod Council must review and act annually on requests for continuance of on-leave-from-call status beyond the three-year norm (six years for graduate study and family leave).
- i. Action by Conference of Bishops
 - 1) The Roster Committee of the Conference of Bishops reviews such requests and reports its recommendations to the Conference of Bishops.
 - 2) The Conference of Bishops, at a regular meeting of the conference, by a majority vote acts upon requests for continuation of on-leave-from-call status. It shall report its decision to the synod seeking such a continuation.
 - 3) The action of the Conference of Bishops in approving the request of a Synod Council is valid for two years, if approved annually by the Synod Council.

C. Disability

- 7.41.08. Disability.** Ministers of Word and Sacrament may be designated as disabled and continue to be listed on the roster of Ministers of Word and Sacrament of this church, upon endorsement by the synodical bishop, by action of the Synod Council in the synod in which the minister of Word and Sacrament is listed on the roster.
- a. The policies and procedures for designation of disability on the roster of Ministers of Word and Sacrament shall be developed by the appropriate churchwide unit, reviewed by the Conference of Bishops, and adopted by the Church Council.
 - b. If a minister of Word and Sacrament who has been granted disability status resides at too great a distance from any congregation of this church to be able to sustain an active relationship with that congregation, or if there are no ELCA congregations in the vicinity, other than a congregation previously served, the bishop of the synod in which the minister of Word and Sacrament is listed on the roster may grant permission for the minister of Word and Sacrament to hold membership in a congregation of a church body with which a relationship of full communion has been declared and established by the Evangelical Lutheran Church in America.
- 7.42. Each person on the roster of Ministers of Word and Sacrament of this church shall be related to that synod: . . .**
- h. on whose roster the minister of Word and Sacrament, if designated as disabled, was listed when last called or the synod of current address, upon application by the minister of Word and Sacrament for transfer and the mutual agreement of the synodical bishops involved after consultation with and approval by the secretary of this church. ...**

1. Introduction

Disability roster status is an ecclesial determination granted by the Synod Council upon endorsement by the synod bishop in keeping with their constitutional authority. Such determinations are independent of the denial or granting of disability status by any health plan or benefits provider.

2. Disability Roster Status

- a. Disability roster status is discretionary, and there is no right or entitlement to such roster status even when disability benefits have been granted by a health plan or benefits provider.
- b. A minister of Word and Sacrament who seeks disability roster status shall submit a written request to the synod bishop for such status. The request from the minister should include the medical diagnosis, benefits decision, if any, of the Portico Benefit Services or other benefits provider, and other pertinent information regarding the minister of Word and Sacrament's disability. The synod bishop determines, in the bishop's sole discretion, whether to recommend to the Synod Council that such status be granted. If the synod bishop does not endorse the request, the bishop shall report the decision to the council, in executive session if deemed necessary. If the synod bishop does endorse the request, the Synod Council shall determine, in its sole discretion, whether to grant disability roster status.
- c. Disability roster status may be granted even though the minister has not submitted a request to the bishop or disability benefits have been denied by a health plan or benefits provider (*e.g.*, 7.46.c., †S14.18.c., *C9.05.c.).
- d. The synod bishop shall act to provide for appropriate pastoral care of the congregation or for those previously served by the minister.
- e. The continuation of disability roster status granted to a minister of Word and Sacrament is subject to review at any time and shall be reviewed in the event that disability benefits are terminated. Disability roster status granted to a minister of Word and Sacrament may be terminated by the Synod Council upon recommendation by the synod bishop or in the event the minister accepts a call.
- f. The transfer of the roster status of a minister with disability roster status may be authorized upon mutual agreement of the synod bishops involved after consultation with and approval by the secretary of this church.
- g. If the disability roster status ceases, a minister who is not under call or has not received and accepted a call, should request on-leave-from-call status or retired status, if eligible, in accordance with the established processes.

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D. Retirement

7.41.07. Retirement. Ministers of Word and Sacrament may retire upon attainment of age 60, or after 30 years on the roster of Ministers of Word and Sacrament of this church or one of its predecessor bodies, and continue to be listed on the roster of Ministers of Word and Sacrament of this church, upon endorsement by the synodical bishop, by action of the Synod Council in the synod in which the minister of Word and Sacrament is listed on the roster.

- a. The policies and procedures for granting retired status on the roster of Ministers of Word and Sacrament shall be developed by the appropriate churchwide unit, reviewed by the Conference of Bishops, and adopted by the Church Council.
- b. If a minister of Word and Sacrament who has been granted retired status resides at too great a distance from any congregation of this church to be able to sustain an active relationship with that congregation, or if there are no ELCA congregations in the vicinity, other than a congregation previously served, the bishop of the synod in which the minister of Word and Sacrament is listed on the roster may grant permission for the minister of Word and Sacrament to hold membership in a congregation of a church body with which a relationship of full communion has been declared and established by the Evangelical Lutheran Church in America.

7.42. Each person on the roster of Ministers of Word and Sacrament of this church shall be related to that synod: . . .

- i. **on whose roster the minister of Word and Sacrament, if granted retired status, was listed when last called or the synod of current address, upon application by the minister of Word and Sacrament for transfer and the mutual agreement of the synodical bishops involved after consultation with and approval by the secretary of this church.**

1. Policy and Procedures Related to Retired Status

- a. A minister of Word and Sacrament who has attained the age of 60 or who has been on the roster of this church or one of its predecessor bodies for 30 or more years may be granted retired status by this church. Retired status is an ecclesial determination which may be granted by the Synod Council upon endorsement by the synod bishop in keeping with their constitutional authority. Such determinations are independent of the denial or granting of benefits under any health or retirement plan in which the minister of Word and Sacrament may be a member.
- b. A minister of Word and Sacrament who seeks retired roster status shall make a written request to the synod bishop no later than 45 days following the termination of the most recent call, or of on-leave-from-call or disability status.
- c. The synod bishop shall make a determination whether the minister of Word and Sacrament is eligible for retired status and whether, in the bishop's sole discretion, to recommend to the Synod Council that such roster status be granted. If the synod bishop does not endorse the request, the bishop shall report the decision to the Synod Council, in executive session if deemed necessary. If the synod bishop does endorse the request, the Synod Council shall determine, in its discretion, whether to grant retired status.
- d. The synod bishop shall act to provide for appropriate pastoral care of the congregation or for those previously served by the retiring minister.
- e. A minister of Word and Sacrament who has been granted retired status shall retain that roster status until (1) the minister is no longer on the roster of Ministers of Word and Sacrament, (2) the minister accepts a call, or (3) the Synod Council revokes retired status upon recommendation of the synod bishop. Such revocation of a minister's retired status may occur only upon a two-thirds vote of the Synod Council, present and voting at a legally called and conducted meeting.
- f. The Synod Council shall engage in a regular, periodic examination of all ministers of Word and Sacrament on the retired roster such that each and every retired minister's status is reviewed at least once during a three-year cycle.

2. Guidelines for Retired Ministers of Word and Sacrament

a. Roster of Ministers of Word and Sacrament

A retired minister is on the roster of the synod in which last under call or in which the minister resides. The retired minister remains accountable to the synod bishop where rostered, and the minister should regularly report to the synod bishop on any activities as a minister of Word and Sacrament.

Unless bylaw 7.41.07.b. applies, a retired minister must be a member of an ELCA congregation in order to remain on the roster of Ministers of Word and Sacrament and remains subject to the standards for ministers of Word and Sacrament of this church.

b. Congregational Membership

A retired pastor should not remain a member of the congregation served at the time of retirement. Transferring one's membership to another congregation allows the successor pastor to assume pastoral leadership more readily. It also provides an opportunity for the retired pastor to enter fully into the life of a different congregation with clarity about the pastor's retired role.

c. Pastoral Service

At the time of retirement, a minister of Word and Sacrament is no longer pastor of a congregation and therefore must discontinue the functions of the pastoral office in any congregation previously served unless specifically authorized to do so. Ministers of Word and Sacrament must respect the integrity of the ministry of congregations which they do not serve as well as the authority of the current pastors of such congregations.

The service of retired pastors is governed by the *Constitution for Synods* [†S14.19.], which describes the role of pastors in congregations in which they do not serve: "Ministers of Word and Sacrament shall respect the integrity of the ministry of congregations which they do not serve and shall not exercise ministerial functions therein unless invited to do so by the pastor, or if there is no duly called pastor, then by the interim pastor in consultation with the Congregation Council" (†S14.19. in the *Constitution for Synods*).

The title of Pastor Emeritus has no official standing and carries with it no compensation or authorization for service or for other responsibilities.

d. Interim Ministry

One area of potential service for the retired pastor is interim ministry. Many retired pastors provide valuable and needed ministry to congregations in time of transition following the resignation of a pastor. The ELCA invites retired pastors to consider this important arena of ministry.

A retired pastor may serve under contract as an interim pastor during a time of pastoral vacancy only upon appointment by and authorization of the synod bishop. Retired pastors who serve under call in an interim ministry return to the active roster of Ministers of Word and Sacrament.

e. Compensation

Retirement benefits provided through Portico Benefit Services, combined with Social Security benefits, are intended to provide adequate compensation to pastors in retirement. Neither retired pastors nor their spouses are entitled to any compensation from any congregation or ministry previously served solely by reason of being retired or having previously served in that congregation or ministry.

f. Consultation with Synod Bishop

As part of the bishop's pastoral care of retired ministers of Word and Sacrament, a synod bishop or a member of the bishop's staff is encouraged to meet with a pastor at the time of retirement to discuss these guidelines, the minister's new retired status, and its implications.

g. Transfer from one synod to another

The transfer of the roster status of a rostered minister who is retired may be authorized upon mutual agreement of the synod bishops involved after consultation with and approval by the secretary of this church.

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IV. Removal from the roster

A. Reasons for removal

1. Death

Death of a minister of Word and Sacrament removes the minister from the roster.

2. Resignation

A minister of Word and Sacrament may voluntarily resign from the roster by giving written notice to the synod bishop. A resignation may not be withdrawn or rejected. No acceptance is necessary. The synod bishop responds to the notification with a letter describing the implications of resignation.

3. Lack of call or other roster status

If the call of a minister of Word and Sacrament comes to an end and the minister does not have another call and either does not apply for, or is not granted, on-leave-from-call status, retired status, or disability status, then the minister is no longer on the roster. Likewise, if a minister's on-leave-from-call status, retired status, or disability status comes to an end or is terminated, and the minister does not have another call and either does not apply for, or is not granted another roster status, then the minister is no longer on the roster.

4. Discipline

A minister of Word and Sacrament may be removed from the roster pursuant to the disciplinary provisions in the *Constitution, Bylaws, and Continuing Resolutions of the ELCA*.

5. Lack of congregational membership

A minister of Word and Sacrament who ceases to be a member of a congregation of this church, except as provided in 7.41.07.b. and 7.41.08.b., shall be removed from the roster.

6. Dual rostering

8.62.15.d. Roster status in more than one church body is precluded in the Evangelical Lutheran Church in America. As required by ELCA churchwide constitutional provision 7.22. and bylaw 7.31.01., ministers on the Word and Sacrament roster of the Evangelical Lutheran Church in America must accept and adhere to this church's Confession of Faith, as well as abide by this church's standards and policies for ministers of Word and Sacrament.

In accordance with bylaw 8.62.15.d., a minister of Word and Sacrament of this church who enters the ordained ministry of another church body, or who serves a group schismatic from this church or from a congregation thereof, shall cease to be a member of this church. The minister's name shall be removed from the roster of Ministers of Word and Sacrament by the bishop of the synod.

B. Reporting

The synod bishop shall promptly report all removals from the roster to the secretary of this church and to the next synod assembly. The synod's roster files of those removed from the roster shall be transmitted to the secretary of this church in a timely manner, except in the case of death when the file should be transmitted to the synod or regional archives.

C. Guidelines for Individuals Formerly Rostered as Ministers of Word and Sacrament

1. The Ministry of the Baptized

This church affirms the integrity and importance of the ministry of the baptized. Removal of a person's name from the roster of Ministers of Word and Sacrament of this church reflects a change of calling and function within the ministry of the baptized.

2. The Ministry of Word and Sacrament

Some individuals are called by God in the Church to the public ministry of Word and Sacrament. For a variety of reasons, there may be a time in the life of these individuals when they are no longer called by this church to serve in this ministry.

- a. When a person's name is removed from the roster of Ministers of Word and Sacrament, the privileges, rights and responsibilities of that person to serve as a minister of Word and Sacrament of the ELCA cease.
- b. Individuals removed from the roster of ministers of Word and Sacrament may apply for reinstatement and may be reinstated.
- c. Individuals who are not under call by this church, are not on its roster of Ministers of Word and Sacrament, and are not under the discipline of the ELCA may not function as pastors in the name of this church.
- d. For the sake of the gospel, there may be occasional exceptions to this rule. For instance, formerly rostered individuals may be authorized for a stated place and period of time by the synod bishop to preside at the sacraments and provide other pastoral ministry when, in the bishop's judgment, this will best serve the Gospel in this church.

3. The Participation of Formerly Rostered Ministers

Removal from the roster of ministers of Word and Sacrament ends the rights and privileges this church confers at ordination. Formerly rostered individuals may continue as members of this church. Several specific changes follow:

- a. Use of the stole, sacramental vestments, and other clothing or symbols associated with the public ministry of Word and Sacrament is prohibited.
- b. Use of titles such as "Pastor" or "the Reverend" must be discontinued by the individual.
- c. Formerly rostered individuals may not preside at the sacraments and rites of this church unless specifically authorized by the synod bishop for the sake of the gospel. The gifts, training, and experience of a formerly rostered individual can be valuable to a congregation. The use of these gifts in the congregation should be discussed with the synod bishop at the time the rostered minister is removed and with that person's congregational pastor in consultation with the bishop. When preaching, a formerly rostered individual functions as a lay preacher and not as a supply pastor.
- d. The synod bishop is responsible to oversee and administer the work of the synod, including providing pastoral care and leadership to congregations and rostered ministers. It is, therefore, important that formerly rostered individuals consult with the synod bishop and observe synod guidelines regarding their service in this church.

See the model letters provided in the appendices.

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V. Reinstatement to the roster

7.31.05. Reinstatement. A person seeking reinstatement as a minister of Word and Sacrament, whether having served previously in this church or in one of its predecessor bodies, shall be registered by the pastor and council of the congregation of which such a person is a member with the candidacy committee of the synod in which the person was last rostered or, upon mutual agreement of the synodical bishops involved, after consultation with and approval by the secretary of this church, with the candidacy committee of the synod of current residence. The person then shall be interviewed, examined, and approved by the candidacy committee under criteria, policies, and procedures recommended by the appropriate churchwide unit, reviewed by the Conference of Bishops, and adopted by the Church Council. In this process, the committee shall review the circumstances related to the termination of earlier service together with subsequent developments. The person is reinstated after receiving and accepting a letter of call to serve as a minister of Word and Sacrament in this church.

A. Reinstatement Process

1. Reinstatement to the roster of the ELCA is the responsibility of the Candidacy Committee of the synod where the applicant was last rostered as a minister of Word and Sacrament.
2. In the case of an applicant whose rostered ministry was last in one of the ELCA predecessor churches, the successor ELCA synod has the responsibility. In every case, the process begins in the synod from which the applicant left the roster or its successor.
3. In the case of an applicant whose removal from the roster was the result of either:
 - a. the official disciplinary process of this church; or
 - b. resignation or removal from the roster in lieu of the disciplinary process; or
 - c. application of ELCA churchwide bylaw 7.31.06., where the person was on leave or without call after conduct or allegations that could lead to disciplinary charges,then a minimum of five consecutive years without call must elapse before an application for reinstatement may be considered. The passage of five years without call does not guarantee reconsideration.

B. Application

1. The applicant provides the completed "Application for Reinstatement" to the appropriate roster of the ELCA to the synod, and the synod sends a copy to the appropriate unit for information.
2. Upon receipt of the application, the synod bishop will notify the Office of the Secretary of the ELCA and request any pertinent information the churchwide office may have concerning the applicant.
3. With the approval of the ELCA secretary, the reinstatement process may be transferred from the synod of previous roster to the synod of current residence, upon the written concurrence of the chairs of both candidacy committees and both synod bishops. The original synod will provide the receiving synod with all information and documentation concerning the applicant.
4. The bishop of the synod in which the reinstatement application will be considered arranges an interview with the applicant. The purpose of this interview is to determine the applicant's eligibility to be a candidate in the synod for ministry. The bishop also determines whether the application is premature under paragraph A.3. above.
5. In the case of an applicant where inappropriate conduct or allegations of misconduct led to resignation or removal from the roster, the synod bishop examines the applicant for indications of repentance and amendment of life as well as indication of or attempts at reconciliation with those injured by the conduct, and documents the corrective actions that have occurred before proceeding with the reinstatement process. The bishop should invite comments from those directly affected by the applicant's inappropriate conduct or alleged misconduct.
6. The applicant is considered for reinstatement by the Candidacy Committee when the application is forwarded to the committee by the bishop. The bishop may, in his or her sole discretion, decline to forward the application to the Candidacy Committee or may forward the application to the Candidacy Committee with a written statement of the bishop's opinion of the application.

C. Candidacy Committee

1. The synod Candidacy Committee will receive and review the registration by the pastor and Congregation Council of the congregation of which the applicant is a member. The registration attests that the applicant is an active member of an ELCA congregation.
2. The committee shall determine that it has received all records and information concerning the applicant, including verification of synod records concerning the reason for removal from the roster. If synod records are incomplete, this verification may include conferring with the former bishop, synod staff, or with the churchwide office.
3. The committee may request any additional information from any source that it deems necessary in order to determine the applicant's readiness for ministry and suitability for reinstatement to the roster.
4. The applicant must prepare an approval essay and submit it to the Candidacy Committee.
5. In the case of any applicant who has been off the roster or without call for more than five years, the Candidacy Committee will require the applicant to participate in the Psychological Evaluation and Career Consultation according to the policies of the appropriate unit. The expense of this evaluation is the responsibility of the applicant.
6. The Candidacy Committee follows the Candidacy Manual standards and procedures for new applicants as its guide in considering a request for reinstatement. The Candidacy Committee interviews the applicant to explore all concerns related to reinstatement, including but not limited to:
 - a. the circumstances surrounding the removal of the applicant from the roster, including the applicant's reason(s) for leaving the roster;
 - b. the applicant's reason(s) for requesting reinstatement to the roster with a special focus upon what has changed in the person's life, faith, attitudes, and circumstances since the time of removal;
 - c. discussion of the applicant's understanding of ordained or consecrated ministry in the ELCA, and the applicant's willingness to serve in response to the needs of this church; and
 - d. discussion of "Vision and Expectations," and the applicant's commitment to live according to the expectations of this church.
7. The Candidacy Committee may request the appropriate churchwide unit to convene a Review Panel to determine the applicant's theological readiness for ordained ministry. The Review Panel will make a recommendation to the committee following the procedures developed by the appropriate churchwide unit.

D. Decision

1. The Candidacy Committee will decide the applicant's suitability to serve as a rostered minister of this church. This decision is one of the following:
 - a. approval of the candidate for reinstatement upon receipt and acceptance of a letter of call;
 - b. postponement of approval with specific recommendations for remedial or developmental work before further consideration for reinstatement; or
 - c. denial of approval for reinstatement.
2. If the decision of the Candidacy Committee is to deny an applicant reinstatement, that decision is final. Any such applicant who desires reconsideration must begin the process again by applying under B.1. above.
3. If an applicant who was removed from the roster under the circumstances described in paragraph A.3. above is approved for reinstatement by the Candidacy Committee, such approval is not effective unless affirmed by a two-thirds vote of the total membership of the Executive Committee of the Synod Council. After the Candidacy Committee reports its approval and the reasons for that approval to the Executive Committee of the Synod Council, the Executive Committee may obtain whatever additional information or advice, including legal advice, it deems necessary before reviewing the decision of the Candidacy Committee.

E. Approval

1. If approved, the candidate will complete the normal assignment paperwork and will participate in the churchwide assignment process through the appropriate churchwide unit.
2. If after consultation with the synod bishop, the appropriate churchwide unit determines that the process for reinstatement described herein has not been fully or properly completed, then the appropriate churchwide unit shall postpone the candidate's participation in the assignment process until all requirements are met.
3. An approved candidate is eligible for a call for a period of one year after approval by the synod. Any delay occasioned by a postponement under E.2. above is not counted toward that one-year period of eligibility.

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4. The process for renewal of approval, as defined by the appropriate churchwide unit (“Candidacy Manual”), is the same as that for other candidates for rostered ministry.
5. Upon receipt and acceptance of a properly issued and duly attested letter of call, the candidate is reinstated to the appropriate roster of this church.

See the form for “Application for Reinstatement” in the Candidacy Manual.

VI. Cooperation with other church bodies in the exercise of Word and Sacrament ministry

A. With church bodies in the United States

1. Full Communion Partners

In 1991, the ELCA defined characteristics of a relationship of full communion which are “theological and missiological implications of the Gospel that allow variety and flexibility” and “stress that the church act ecumenically for the sake of the world, not for itself alone.” Among these characteristics is “a mutual recognition and availability of ordained ministers to the service of all members of churches in full communion, subject to the disciplinary regulations of other churches” (“Ecumenism: The Vision of the ELCA”).

Since then, the ELCA has entered into four agreements establishing full communion relations: “A Formula of Agreement” (1997) with the Presbyterian Church (U.S.A.), the Reformed Church in America and the United Church of Christ; “Called to Common Mission” (1999) with The Episcopal Church; “Following our Shepherd to Full Communion” (1999) with the Moravian Church in America Northern and Southern Provinces; and “Confessing our Faith Together” (2009) with the United Methodist Church. While the designations for “ordained ministers” have varied slightly among the partner churches, the agreements provide for the recognition and exchangeability of what the ELCA now calls “ministers of Word and Sacrament.”

- 8.62.11.** A minister of Word and Sacrament of this church, serving temporarily in a church body with which a relationship of full communion has been declared and established by a Churchwide Assembly of the Evangelical Lutheran Church in America, may be retained on the roster of Ministers of Word and Sacrament—upon endorsement by the synodical bishop and by action of the Synod Council in the synod in which the minister of Word and Sacrament is listed on the roster—under policies developed at the direction of the presiding bishop and secretary, reviewed by the Conference of Bishops, and adopted by the Church Council. ...
- a. A letter of call may be issued to a minister of Word and Sacrament of this church, serving temporarily in such a church body, by the Church Council of the Evangelical Lutheran Church in America or a Synod Council, in accord with the Table of Sources of Calls (ELCA churchwide continuing resolution 7.44.A16.b.).
- ...
- c. A letter of call issued by the Church Council or a Synod Council for service in a church body with which a relationship of full communion has been established by the Churchwide Assembly shall be governed by churchwide constitutional provision 7.43. and churchwide bylaw 7.43.01.
- 8.62.12.** A minister of Word and Sacrament of a church body with which a relationship of full communion has been declared and established by a Churchwide Assembly of the Evangelical Lutheran Church in America may be authorized by the synodical bishop to serve in a congregation or employing entity of this church. Such service shall be rendered under a contract between the congregation or employing entity and the minister of Word and Sacrament in a form proposed by the synodical bishop and approved by the congregation or employing entity. Any such service shall be in accord with churchwide policies developed at the direction of the presiding bishop and secretary, reviewed by the Conference of Bishops, and adopted by the Church Council of the Evangelical Lutheran Church in America.
- 8.62.13.** Whenever a rostered minister of the Evangelical Lutheran Church in America is to serve or is serving in a church body with which a relationship of full communion has been declared and established by the Churchwide Assembly, or whenever a minister of Word and Sacrament of a church body with which a relationship of full communion has been so declared and established is to serve or is serving in this church, a full sharing of relevant information concerning such rostered minister’s experience and fitness for ministry is expected between the synodical bishop (or other appropriate office or entity) of this church and the appropriate person, office, or entity in the other church. Relevant information related to fitness for ministry shall include, but is not limited to, any information concerning disciplinary proceedings or allegations that could result, or could have resulted, in disciplinary proceedings.
- 8.62.14.** A minister of Word and Sacrament from a church body with which a relationship of full communion has been declared and established by a Churchwide Assembly of the Evangelical Lutheran Church in America may be granted the privilege of both voice and vote in the Synod Assembly during the period of that minister’s service in a congregation of this church, in accord with ELCA churchwide bylaw 8.62.12.
- 8.62.15.** The availability of a minister of Word and Sacrament from a church body with which a relationship of full communion has been declared and established by a Churchwide Assembly of the Evangelical Lutheran

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Church in America shall be understood normally in three categories: availability to serve in an occasional situation; availability to meet an extended need, including service in “yoked parish” settings; and availability for a transfer of roster status.

- a. *Occasional service:* An occasional situation is defined as one in which a minister of Word and Sacrament of a church body with which a relationship of full communion exists may be asked to preach or administer the sacraments in an ELCA congregation on an occasional basis with the authorization of the synodical bishop.
- b. *Extended service:* A minister of Word and Sacrament of a church body with which a relationship of full communion exists may be invited to serve as the pastor of an ELCA congregation for an extended period of time, yet remain a minister of Word and Sacrament of his or her present church body. Such a person would be expected to preach, teach, and administer the sacraments in an ELCA congregation in a manner that is consistent with the Confession of Faith of the Evangelical Lutheran Church in America and to live in a manner consistent with the ministerial policy of this church. Such service shall be rendered only as authorized by the synodical bishop in order to serve the ministry and mission needs of the ELCA in a given situation.
- c. *Transfer:* A minister of Word and Sacrament of a church body with which a relationship of full communion exists who seeks to serve indefinitely within the ministry of Word and Sacrament of the Evangelical Lutheran Church in America may apply for admission to the roster of Ministers of Word and Sacrament of the Evangelical Lutheran Church in America and be approved through the candidacy process for admission to the roster. Such a minister would then become an ELCA pastor upon receipt and acceptance of a regular call and installation in an ELCA congregation or other setting.
- d. Roster status in more than one church body is precluded in the Evangelical Lutheran Church in America. As required by ELCA churchwide constitutional provision 7.22. and bylaw 7.31.01., ministers on the Word and Sacrament roster of the Evangelical Lutheran Church in America must accept and adhere to this church’s Confession of Faith, as well as abide by this church’s standards and policies for ministers of Word and Sacrament.

8.62.16. Rostered ministers of the Evangelical Lutheran Church in America, while serving in an ecumenical setting, remains subject to the standards, policies, and discipline of the Evangelical Lutheran Church in America. A minister of Word and Sacrament of a church body with which a relationship of full communion exists is understood by the Evangelical Lutheran Church in America as subject to the standards, policies, and discipline of the church body in which the minister is rostered or holds ministerial membership. Such a minister, while serving in an ELCA congregation or other ministry, is expected to abide by the standards and policies of this church related to ministers of Word and Sacrament.

8.62.17. When a minister of Word and Sacrament from a church body with which a relationship of full communion has been declared and established by a Churchwide Assembly of the Evangelical Lutheran Church in America completes a contract for extended service, the synodical file on that minister shall be sent to and retained by the Office of the Secretary.

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

Background: In accordance with the governing documents of the ELCA, policy related to the orderly exchange of ministers of Word and Sacrament between the participating church bodies is developed by the appropriate churchwide unit, reviewed by the Conference of Bishops, and adopted by the Church Council. Such policy would apply to ministers of Word and Sacrament in this church who, while being retained on the roster of the ELCA, would serve temporarily in a church body with which a relationship of full communion has been established, and to ministers of Word and Sacrament in a church body with which a relationship of full communion has been established who would serve temporarily in a congregation or other ministry setting of this church without being admitted to the roster of the ELCA.

See “Admission to the Roster of Ministers of Word and Sacrament of Persons Ordained in Another Christian Tradition” for the process by which a minister of Word and Sacrament in a full communion partner church body, intending to serve indefinitely in the ELCA, may apply for admission to the ELCA roster of ministers of Word and Sacrament. Such a person would then become an ELCA pastor upon receipt and acceptance of a regular call and installation in an ELCA congregation or other approved setting.

Roster status in more than one church body at a time is precluded in the ELCA.

Manuals for the “Orderly Exchange” of Ministers of Word and Sacrament, with guidance for each full communion agreement, are available online: ELCA.org/Resources/Ecumenical-and-Inter-Religious-Relations.

a. Ministers of Word and Sacrament of Another Church Body Serving in the ELCA

NOTE: A minister of Word and Sacrament of a full-communion partner church serves in an ELCA congregation UNDER CONTRACT, NOT UNDER CALL by the congregation.

- 1) Occasional Service. A minister of Word and Sacrament in a church body with which a relationship of full communion exists may be asked to preach or administer the sacraments in an ELCA congregation on an occasional basis with the authorization of the synod bishop.
- 2) Extended Service. A minister of Word and Sacrament in a church body with which a relationship of full communion exists may be invited by the synod bishop to serve as the pastor of an ELCA congregation for an extended period of time, yet remain an ordained minister of that church body. Such a person will be expected to preach, teach, and administer the sacraments in an ELCA congregation in a manner that is consistent with the “Confession of Faith” of the ELCA, and to live in a manner consistent with the expectations of this church as stated in “Vision and Expectations: Ministers of Word and Sacrament in the Evangelical Lutheran Church in America.” Such service shall be rendered only as authorized by the synod bishop in order to serve the ministry and mission needs of the ELCA or its ecumenical partners in a given situation.

Service in a congregation of this church or employing entity shall be rendered under a contract between the congregation or employing entity and the minister of Word and Sacrament, for a stated period of time in a form proposed by the synod bishop and approved by the congregation. Extended service is reviewed annually by the Synod Council or Church Council.

Upon the recommendation of the synod bishop and approval by the Synod Council, the synod bishop authorizes an extended service ministry.

- a) Upon such authorization the minister of Word and Sacrament enters service in the ELCA through the entry rite, “Invitation to Extended Service,” which acknowledges the service of the minister of Word and Sacrament as pastor in a congregation or other setting of ministry in this church.

The Rite of Installation is **NOT** used as that rite is for use only for a regularly called minister of Word and Sacrament of the ELCA.

- b) A minister of Word and Sacrament who is approved to serve in an extended service ministry in the ELCA may be granted voice and vote in a synod assembly.

At any time for the sake of the ongoing ministry, the synod bishop may withdraw authorization for service (or the congregation, employing agency or the minister may terminate a contract for extended service) after consultation with the other parties to the contract.

Ministers of Word and Sacrament who have ceased to be “rostered” or the equivalent by a full-communion partner church body are not considered eligible for such service unless or until they are received on the roster of the ELCA or of another full-communion church.

b. ELCA Ministers of Word and Sacrament Serving in Another Church Body

A minister of Word and Sacrament of this church, serving for an extended period of time in a church body with which a relationship of full communion exists, may be retained on the roster of Ministers of Word and Sacrament upon the recommendation of the synod bishop and by action of the Synod Council in the synod in which the minister is listed on the roster.

Congregations that cease to be rostered by a full-communion partner church body are not eligible for service by a pastor of the ELCA until the congregation is received by the ELCA or another church body with which a relationship of full-communion has been established.

c. Procedures

- 1) Assessment. Authorization for extended service is given by the Synod Council, on the basis of the synod bishop’s assessment of the suitability for service of the minister of Word and Sacrament. The bishop may wish to appoint a panel to assist in this determination. The appropriate churchwide unit recommends that this not be a responsibility of the full synod Candidacy Committee, although members of the committee may serve on the panel.
- 2) Pension and Medical Insurance. A determination of the medical and disability insurance for the minister of Word and Sacrament will be made. The guiding principle has become that a minister of Word and Sacrament serving

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under provisions of a full communion agreement remains in his or her parent church body's pension and benefits plan, and the congregation or other ministry setting contributes to that plan.

It is anticipated that a congregation of this church will be able to contribute to the plan of another church body in order to provide appropriate medical coverage and a pension plan. Similarly, a minister of Word and Sacrament of this church serving in another church body will need to determine that Portico Benefit Services (or another comparable plan) coverage is provided by the employing body.

- 3) Accountability and Pastoral Care. A minister of Word and Sacrament in another church body is accountable to the jurisdiction or judicatory in which that person is "rostered" or in other ways a member. Similarly, a minister of Word and Sacrament of this church serving in another church body remains on the roster of this church and is accountable to the synod bishop of the synod in which rostered. The synod bishop is responsible for appropriate pastoral care and leadership for all ELCA congregations, including those served by ministers of Word and Sacrament of other church bodies (ELCA constitutional provision 10.31.a.3.).
- 4) Exchange of Information. The assessments, authorizations and reviews necessary to the "orderly exchange of ordained ministers" between church bodies with which a relationship of full communion exists require the complete and continuing disclosure to the synod of all information concerning the past and present ministry of these ministers serving in the ELCA, or of ELCA ministers of Word and Sacrament serving under call from a synod council or the Church Council. Such disclosure must include any disciplinary proceedings, including discipline related to conduct during service in the ELCA by a minister of another church body.
- 5) Source of Call. A minister of Word and Sacrament of this church serving in a congregation, local, or regional ministry setting of another church body serves under a letter of call from the Synod Council in which that person is rostered. An ELCA minister of Word and Sacrament serving in a national ministry setting of another church body serves under a letter of call from the ELCA Church Council. This call is subject to annual review by the Synod Council or Church Council.
- 6) Titles. The usual title "pastor of (insert name of congregation)" would be used for ministers of Word and Sacrament serving in an ELCA congregation. The recognized professional title of "The Rev." for an ordained minister also would be applicable, in view of the officially recognized status of that minister of Word and Sacrament in a church body with which the ELCA has a relationship of full communion.

2. Other Lutheran Bodies

8.63. This church, in accord with constitutional provision 2.05., acknowledges as one with it in faith and doctrine all churches that accept the teaching of the Unaltered Augsburg Confession and understands that altar and pulpit fellowship with congregations and other entities of such churches may be locally practiced. Local practice of altar and pulpit fellowship, in accord with churchwide constitutional provision 2.05., is subject to the approval of the Synod Council, upon endorsement by the synodical bishop. Notice of such approval is to be given to the presiding bishop as the chief ecumenical officer of the Evangelical Lutheran Church in America.

8.63.01. The approval is granted initially for one year only and must be reviewed and approved annually by the Synod Council. Any time that the local practice of altar and pulpit fellowship no longer serves the mission and ministry needs of this church, the synodical bishop may withdraw endorsement and the Synod Council may withdraw the approval.

3. Other church bodies in local practice of pulpit and altar fellowship

8.63.02. A minister of Word and Sacrament of a church body with which the ELCA is not in full communion who is serving in a ministry involving the local practice of altar and pulpit fellowship with an ELCA congregation is understood to be subject to the standards, policies, and discipline of the church body in which the minister is rostered or holds ministerial membership. Such a minister, while serving an ELCA congregation or other ministry, is expected to abide by the standards and policies of this church related to ministers of Word and Sacrament. A minister of Word and Sacrament of this church, while serving in a ministry involving the local practice of altar and pulpit fellowship with a non-ELCA congregation, remains subject to the standards, policies, and discipline of the Evangelical Lutheran Church in America.

B. With church bodies outside the United States

1. Churches of The Lutheran World Federation (LWF)

3.04. This church, inspired and led by the Holy Spirit, participates in The Lutheran World Federation as a global communion of churches, engaging in faithful witness to the gospel of Jesus Christ and in service for the sake of God's mission in the world.

As a member of the "The Lutheran World Federation, A Communion of Churches," the ELCA is in "altar and pulpit fellowship" with all other LWF member churches. This communion relation provides that this church recognizes the ministry of Word and Sacrament in all members of the LWF.

Global partnerships and connections at synod, congregation and churchwide levels of the ELCA have helped make visible the relationships of the worldwide Lutheran communion. Synods and others working with LWF member churches are encouraged to collaborate with Global Mission and other units of the churchwide office.

2. Particular agreements

a. Evangelical Lutheran Church in Canada (ELCIC)

Among other Lutheran churches, the ELCIC has always had a uniquely close relationship with the ELCA that is grounded in proximity, common history and continuing shared life. The "Statement of Inter-Lutheran Cooperation Between the Evangelical Lutheran Church in Canada and the Evangelical Lutheran Church in America" provides in detail for mutual recognition of ministry, as well as other matters. The text is in the Appendix.

b. Evangelical Church in Germany (Evangelische Kirche in Deutschland - EKD)

The EKD is a federation of regional Lutheran, Reformed and United Protestant churches. With the Lutheran churches, the ELCA is already in communion through its membership in the Lutheran World Federation. Through an agreement with the EKD it is further recognized that "pulpit and altar fellowship, which includes the mutual recognition of ordination, exists between the Evangelical Lutheran Church in America and all member churches of the Evangelical Church in Germany" ("Agreement between the Evangelical Church in Germany and the Evangelical Lutheran Church in America"). Guidelines have been agreed upon for cases in which EKD ministers of Word and Sacrament, or students preparing for such ministry, consider service in the ELCA. These guidelines are found in the Appendix.

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**Part Two:
Ministers of Word and Service
of the
Evangelical Lutheran Church in America**

I. Constitutional description for Ministry of Word and Service and Standards for Ministers of Word and Service

- 7.50. MINISTRY OF WORD AND SERVICE**
- 7.51. This church calls and receives onto the roster qualified persons to provide a ministry of Word and Service, exemplifying the life of Christ-like service to all persons and creation: nurturing, healing, leading, advocating dignity and justice, and equipping the whole people of God for their life of witness and service within and beyond the congregation for the sake of God's mission in the world.**
- 7.52. A minister of Word and Service of this church shall be a person whose commitment to Christ, soundness in the faith, aptness to serve, teach, and witness, and educational qualifications have been examined and approved in the manner prescribed in the documents of this church; who has been properly called and received onto the roster; who accepts and adheres to the Confession of Faith of this church; who is diligent and faithful in the exercise of ministry; and whose life and conduct are above reproach. A minister of Word and Service shall comply with this church's constitutions, bylaws, and continuing resolutions.**
- 7.53. The standards for acceptance and continuance of ministers of Word and Service of this church shall be set forth in the bylaws.**
- 7.54. The secretary of this church shall maintain a roster containing the names of ministers of Word and Service who qualify on the basis of constitutional provisions 7.52., 7.53., and 7.61., and related bylaws.**
- 7.54.01. Ministers of Word and Service shall be known as deacons.**
- 7.54.A16. *Those persons rostered in predecessor church bodies as commissioned church staff (The American Lutheran Church), deaconesses (The Association of Evangelical Lutheran Churches), deaconesses (The American Lutheran Church), deacons (The Association of Evangelical Lutheran Churches), lay professional leaders (the Lutheran Church in America), and commissioned teachers (The Association of Evangelical Lutheran Churches) shall be retained as deacons of this church (except for removals in accord with the governing documents, criteria, policies, and procedures of this church). Accountability for specific calls shall be exercised according to the policies and procedures of this church.***
- 7.54.B16. *Those persons previously rostered as associates in ministry, deaconesses, or diaconal ministers in the Evangelical Lutheran Church in America shall be retained as deacons of this church (except for removals in accord with the governing documents, criteria, policies, and procedures of this church). Accountability for specific calls shall be exercised according to the policies and procedures of this church.***
- 7.60. STANDARDS FOR MINISTERS OF WORD AND SERVICE**
- 7.61. In accordance with the description stated in 7.52, ministers of Word and Service shall be governed by the following standards, policies, and procedures:**
- 7.61.01. Basic Standards.** Persons admitted to and continued in the ministry of Word and Service of this church shall satisfactorily meet and maintain the following, as defined by this church's constitutions, bylaws, and continuing resolutions and in policies developed by the appropriate churchwide unit, reviewed by the Conference of Bishops, and adopted by the Church Council:
- a. commitment to Christ;
 - b. acceptance of and adherence to the Confession of Faith of this church;
 - c. willingness and ability to serve in response to the needs of this church;
 - d. academic and practical qualifications for ministry, including leadership abilities and competence in interpersonal relationships;
 - e. commitment to lead a life worthy of the Gospel of Christ and in so doing to be an example in faithful service and holy living;
 - f. receipt and acceptance of a letter of call; and
 - g. membership in a congregation of this church.
- 7.61.02. Responsibilities.** Consistent with the faith and practice of the Evangelical Lutheran Church in America, every minister of Word and Service shall:
- a. Be rooted in the Word of God, for proclamation and service;
 - b. Advocate a prophetic diakonia that commits itself to risk-taking and innovative service on the frontiers of the Church's outreach, giving particular attention to the suffering places in God's world;

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- c. Speak publicly to the world in solidarity with the poor and oppressed, calling for justice and proclaiming God's love for the world, witnessing to the realm of God in the community, the nation, and abroad;
- d. Equip the baptized for ministry in God's world that affirms the gifts of all people;
- e. Encourage mutual relationships that invite participation and accompaniment of others in God's mission;
- f. Practice stewardship that respects God's gift of time, talents, and resources;
- g. Be grounded in a gathered community for ongoing diaconal formation;
- h. Share knowledge of the ELCA and its wider ministry of the gospel, and advocate for the work of all expressions of this church; and
- i. Identify and encourage qualified persons to prepare for ministry of the gospel.

II. Admission to the roster of Ministers of Word and Service

A. Candidacy Manual

7.61.03. Preparation and Approval. Except as provided in 7.61.04., a candidate who is to be called and received onto the roster as a minister of Word and Service shall have:

- a. membership in a congregation of this church and registration, by its pastor and council, of the candidate with the candidacy committee;
- b. been granted entrance to candidacy by and under the guidance and supervision of the appropriate committee for at least a year before being approved for call;
- c. completed the academic and practical preparation according to criteria and procedures established by the appropriate churchwide unit, after consultation with the Conference of Bishops, and adopted by the Church Council;
- d. been examined and approved by the appropriate committee according to criteria, policies, and procedures recommended by the appropriate churchwide unit, after consultation with the Conference of Bishops, and adopted by the Church Council;
- e. been recommended to a congregation or other entity by the bishop of the synod to which the candidate has been assigned for first call in accordance with the procedures recommended by the appropriate churchwide unit, reviewed by the Conference of Bishops, and adopted by the Church Council; and
- f. received and accepted a properly issued and attested letter of call.

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B. Bishop authorization of consecration

The bishop with the power to authorize a consecration is *the bishop of the synod in which a candidate has accepted a call*. That bishop authorizes the consecration, even if the candidate comes from another synod and may have been approved by the multi-synod or synod Candidacy Committee of another synod.

1. **Provision for consecration:** According to †S8.12.d. and f. in the *Constitution for Synods*, the bishop of a synod is to: “Consecrate (or provide for the consecration of) approved candidates who have received and accepted a properly issued, duly attested letter of call for service as ministers of Word and Service of this church;” and “shall install (or provide for the installation of)” such deacons.
2. **Jurisdiction:** In receiving and accepting a valid call, the candidate comes under the jurisdiction of the bishop of the synod in which the call was issued. That bishop, on the basis of the record of such a valid call, authorizes the consecration, even if the consecration is to take place on the territory of another synod.
3. **Planning of consecration:** If the consecration is to occur on the territory of another synod (*e.g.*, at a candidate’s home congregation), the bishop who authorizes the consecration *shall* consult with the bishop of the synod on whose territory the consecration may be held *prior to* approving any plans for such a consecration.
 - a. No candidate shall make plans for consecration prior to consultation with the synod bishop under whose authority the candidate is to be consecrated.
 - b. If a consecration is planned on the territory of another synod, the *patterns and practices of the synod of jurisdiction shall prevail*. No consecration is to be scheduled without the prior approval of the bishop on whose territory the rite is to occur.
4. **Signing the Certificate of Consecration:** The bishop authorizing the consecration shall be the bishop who signs the certificate of consecration.

III. Status on the roster

A. Calls for Ministers of Word and Service

1. Letters of Call and Service under Call

7.70. CALLS FOR MINISTERS OF WORD AND SERVICE

7.71. **Letters of Call.** Letters of call to ministers of Word and Service of this church or properly approved candidates for this church's roster of Ministers of Word and Service shall be issued in keeping with this church's constitutions, bylaws, and continuing resolutions as well as policies regarding such calls developed by the appropriate churchwide unit, reviewed by the Conference of Bishops, and approved by the Church Council.

7.71.01. **Service under Call.** A minister of Word and Service of this church shall serve under a letter of call properly extended by a congregation, the Synod Council, the Synod Assembly, the Church Council, or the Churchwide Assembly.

- a. Calls may be extended either for stated periods of time and for shared-time ministry by the appropriate calling body under criteria recommended by the appropriate churchwide unit, reviewed by the Conference of Bishops, and adopted by the Church Council for service in a congregation, synod, or churchwide unit, in an institution or agency of this church, or in another setting in a category of work as provided by continuing resolution 7.74.A16.
- b. A minister of Word and Service serving under call to a congregation shall be a member of that congregation. In a parish of multiple congregations, a minister of Word and Service shall be a member of one of the congregations being served.

- a. Issuance of Letter of Call: Ministers of Word and Service serve under call as stated in churchwide bylaw 7.71.01. An average of 15 hours of service per week is the minimum standard for a call to be issued.
- b. Attesting Signature: The appropriate synod bishop shall attest the letter of call (provisions †S8.12.e. and †S14.41.c. in the *Constitution for Synods* and provision *C9.24. of the *Model Constitution for Congregations*). The bishop's signature confirms only that the call process has been followed, that the letter of call was properly extended, and that the minister of Word and Service or candidate is eligible to accept the call.

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2. Sources of call**7.74.A16. Sources of Calls for Ministers of Word and Service****a. Principles for Sources of Calls**

- 1) A "call" is an action by expressions of this church, as specified in the "Table of Sources of Calls for Ministers of Word and Service," through which a person is asked to serve in a specified ministry. Such an action is attested in a "letter of call."
- 2) Interdependence within the body of this church suggests that any action of one of its entities affects other entities. Therefore, interdependence is expressed in all calls extended within this church.
- 3) A call expresses a relationship between this church and the person called involving mutual service, support, accountability, supervision, and discipline.
- 4) A letter of call is issued by that expression of this church authorized to do so which is most directly involved in accountability for the specified ministry.
- 5) Decisions on calls for ministries in unusual circumstances not otherwise provided for but deemed to be in the interests of this church's care of the Gospel are referred to the Conference of Bishops for recommendation to the appropriate calling body.

b. Table of Sources of Call for Ministers of Word and Service

Setting	Calling Body
1.0 Congregational ministry	
1.1 Single congregation	Congregation meeting
1.2 Multiple-congregation parish	Congregation meetings, acting on a common proposal, with one of the participating congregations issuing the call
1.3 Coalition and cluster ministry	Synod Council
1.4 Congregations beyond the ELCA	
1.41 Independent Lutheran congregations	Synod Council
1.42 Other	Synod Council
2.0 Synodical ministry	
2.1 Assistant to the Bishop	Synod Council
2.2 Shared staff of two or more synods	Synod Council
2.3 Staff partially supported by grants from churchwide units	Synod Council
3.0 Regional ministry	
3.1 Staff	Church Council
3.2 Shared synodical-churchwide staff	Church Council
4.0 Churchwide ministry	
4.1 Secretary	Churchwide Assembly
4.2 Treasurer	Church Council
4.3 Staff of the churchwide organization	Church Council
5.0 Institutional ministry	
5.1 Institution/agency related or unrelated to a synod	Synod Council
5.2 Institution/agency related to more than one synod	Synod Council of one of the synods
5.3 ELCA-related institution/agency	Church Council upon request of appropriate churchwide unit
5.4 Other	Church Council

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6.0	<i>Campus ministry</i>	
6.1	<i>Staff</i>	<i>Synod Council</i>
7.0	<i>Outdoor ministry</i>	
7.1	<i>Staff</i>	<i>Synod Council</i>
8.0	<i>Ecumenical ministry</i>	
8.1	<i>Related to a synod</i>	<i>Synod Council</i>
8.2	<i>Related to more than one synod</i>	<i>Synod Council of one of the synods</i>
8.3	<i>National/international organization</i>	<i>Church Council</i>
9.0	<i>Inter-Lutheran ministry</i>	
9.1	<i>Related to a synod</i>	<i>Synod Council</i>
9.2	<i>Related to more than one synod</i>	<i>Synod Council of one of the synods</i>
9.3	<i>National/International</i>	<i>Church Council</i>
10.0	<i>Educational ministry</i>	
10.1	<i>ELCA-related seminary</i>	<i>Church Council upon request of appropriate churchwide unit</i>
10.2	<i>Seminary unrelated to ELCA</i>	<i>Church Council upon request of appropriate churchwide unit</i>
10.3	<i>ELCA-related college</i>	<i>Synod Council of the synod in which college is located</i>
10.4	<i>College unrelated to ELCA</i>	<i>Synod Council of the synod in which college is located</i>
10.5	<i>ELCA-related school</i>	<i>Congregation of which the school is a part or, if related to several congregations, Synod Council of the synod in which the school is located</i>
10.6	<i>School unrelated to ELCA</i>	<i>Synod Council of the synod in which school is located</i>
10.7	<i>Director/staff of a continuing education center related to a churchwide unit</i>	<i>Synod Council in which the center's main office is located upon the request of appropriate churchwide unit</i>
11.0	<i>Missionary ministry</i>	
11.1	<i>Outside United States</i>	<i>Church Council upon request of appropriate churchwide unit</i>
11.2	<i>Within United States</i>	<i>Church Council upon request of appropriate churchwide unit</i>
12.0	<i>Other</i>	
12.1	<i>Non-stipendiary service under call</i>	<i>Synod Council upon approval by the Conference of Bishops</i>
12.2	<i>Unusual ministries (as in conjunction with occupations and in approved situations not otherwise specified)</i>	<i>Synod Council or Church Council upon recommendation by the Conference of Bishops</i>

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a. Calls to Non-Congregational Service

- 1) The decision on the Source of Call is determined in accord with ELCA continuing resolution 7.74.A16. As the calling source for calls to non-congregational service, the Synod Council or Church Council must decide if the proposed call is appropriate. The Roster Committee of the Conference of Bishops may be consulted.
- 2) The synod in which the institution, agency or other employing entity is located should be the synod which issues the call to non-congregational service. In the case of ministries/agencies that are multi-synod, the bishops involved should collectively decide which synod should issue the call.
- 3) The bishop of the synod in which the person being called is rostered should be consulted before a Church Council call to non-congregational service is issued.
- 4) Each rostered minister is required to report annually to the bishop of the synod in which the person is rostered.
- 5) Responsibility for oversight of such non-congregational calls should be noted in the minutes of the appropriate Synod Council or Church Council.
- 6) Note churchwide constitutional provision 7.72. regarding rostering of individuals in non-congregational calls:

Each person on the roster of Ministers of Word and Service of this church shall be related to that synod:

...

 - b. which issues a letter of call to the minister of Word and Service; [or]
 - c. on whose roster the minister of Word and Service was listed at the time of the issuance of a letter of call from the Church Council. ...
- 7) A person who receives a letter of call issued by the Church Council normally shall remain on the roster of the synod in which she or he served prior to receiving the call through the Church Council. Specific exceptions exist, as noted in provision 7.72.:

Each person on the roster of Ministers of Word and Service of this church shall be related to that synod:

...

 - d. on whose roster the minister of Word and Service, if a seminary teacher or administrator, was assigned by the seminary board, subject to approval by the synod bishop and Synod Council of each affected synod, to promote proportionate representation of faculty and administration in each synod of its region ...
- 8) ELCA bylaw 7.72.01. indicates:

If the service of a minister of Word and Service who receives and accepts a letter of call from this church, under 7.72.c., would be enhanced through transfer of roster status from the previous synod of roster to the synod of current address, such a transfer may be authorized upon mutual agreement of the synodical bishops involved after consultation with and approval by the secretary of this church.
- 9) ELCA bylaw 7.72.03. provides

In certain circumstances for the sake of the ministry and mission needs of this church, the transfer of a minister of Word and Service serving under call in the churchwide organization may be authorized, at the initiative of the presiding bishop of this church, upon mutual agreement of the synodical bishops involved in such a transfer after consultation with and approval by the secretary of this church.

b. Non-Stipendiary Service Under Call

7.71.02. Non-Stipendiary Service Under Call. When it is deemed necessary for the mission needs of this church, a letter of call may be issued by the Synod Council—according to criteria, policies, and procedures recommended by the appropriate churchwide unit, reviewed by the Conference of Bishops, and adopted by the Church Council—to a minister of Word and Service for non-stipendiary service after the Synod Council has sought and received approval by the Conference of Bishops. A call to non-stipendiary service is to be reviewed at least annually by the Synod Council and continued only as warranted for the ministry needs of this church. Such a call may be terminated by the Synod Council when it is deemed to be fulfilling no longer the mission needs of this church.

- 1) Definition and Criteria for Non-Stipendiary Service Under Call.
 - a) Non-stipendiary ministry in the ELCA is understood to be service as a rostered minister either without compensation, for reimbursed expenses only, or for a token stipend that is significantly below the typical salary received for similar ministry.
 - b) Non-stipendiary calls are not eligible for participation in the ELCA Pension and Other Benefits Program; therefore, such non-stipendiary service is possible only when there is clear evidence that the minister of Word and Service has adequate alternative income and health insurance.
 - c) A letter of call to non-stipendiary ministry in the ELCA may be issued only by a synod council following approval by the Conference of Bishops.
 - d) The minister of Word and Service serving in a non-stipendiary call shall be accountable to the synod bishop and Synod Council in the carrying out of this ministry.
 - e) A call to non-stipendiary service shall be a one-year term call that may be renewed by the Synod Council only on the basis of the satisfactory fulfillment of the established criteria enumerated below.
 - f) The criteria under which a Synod Council may issue a letter of call to a minister of Word and Service for non-stipendiary service include the following:
 - i. There shall be a clearly defined statement of the need for this deacon to provide for Word and Service ministry in the synod and a rationale for this call to be for non-stipendiary service, including an annual ministry plan;
 - ii. The minimum commitment by the minister of Word and Service shall be a monthly average of 15 hours per week to the ministry to which called.

- 2) Action by the Synod Bishop and Synod Council

When the synod bishop and Synod Council believe that the criteria for a non-stipendiary letter of call are met by a specific ministry, the Synod Council may propose by a majority vote a letter of call.

 - a) The Synod Council must determine that a call to non-stipendiary service is extended in order to carry out a specific ministry on behalf of the synod.
 - b) The Synod Council forwards its request for a call, together with the rationale for issuing the call to non-stipendiary service, to the Conference of Bishops.
 - c) The Conference of Bishops takes action to approve or deny the request.
 - d) Should the Conference of Bishops approve the request and the Synod Council issue the call, the Synod Council will conduct an annual review of the non-stipendiary call.
 - e) Annual Synod Council action is required in order to continue the call to non-stipendiary service.

- 3) Action by the Conference of Bishops

The Roster Committee of the Conference of Bishops receives all requests from Synod Councils for calls to non-stipendiary service.

 - a) The Roster Committee reviews these requests and reports its recommendations to the Conference of Bishops.
 - b) The Conference of Bishops, in a regular meeting of the conference, by a majority vote acts upon requests for calls to non-stipendiary service. It reports its decision to the synod seeking such approval.
 - c) When approval is given by the Conference of Bishops, the Synod Council may proceed to issue a letter of call to non-stipendiary service and may annually renew such a call without subsequent action by the Conference of Bishops.

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c. Shared-Time Ministries

7.71.01. Service under Call. A minister of Word and Service of this church shall serve under a letter of call properly extended by a congregation, the Synod Council, the Synod Assembly, the Church Council, or the Churchwide Assembly.

- a. Calls may be extended either for stated periods of time and for shared-time ministry by the appropriate calling body under criteria recommended by the appropriate churchwide unit, reviewed by the Conference of Bishops, and adopted by the Church Council for service in a congregation, synod, or churchwide unit, in an institution or agency of this church, or in another setting in a category of work as provided by continuing resolution 7.74.A16. ...

1) Definition of Shared-Time Ministry

The ELCA understands shared-time ministry to exist when a rostered minister is called to serve in one or more settings of this church while earning income from other employment or while devoting substantial time to other activities. Some examples of contexts and settings for which shared-time ministries may be appropriate are:

- ▶ *Small-membership congregations* with significant opportunities for mission and service.
- ▶ *New ministries* so limited in size or slow in development that they would require a disproportionate and unwise investment of time and money, if the more typical mission-development approach were employed.
- ▶ *Ministries* (e.g., *inner city, ethnic, and rural*) where the community's expectation is that the rostered ministers will receive primary financial support from secular employment.
- ▶ *Multi-staff congregations* looking for ministry specialties, in addition to the services of rostered ministers and contracted laypersons.
- ▶ *Parishes that would benefit from having two or more individuals serving a single congregation or multiple congregations* but that cannot afford full-time salaries for several individuals.
- ▶ *Specialized ministry needs* of institutions and agencies that may call for a high degree of training and skill but that may neither warrant investment of appropriate full-time salary nor justify the engagement of a full-time staff person in that position.

2) Criteria for Shared-Time Ministry

- a) Individuals eligible for shared-time ministry must be on the rosters of this church or have been recently approved for initial call.
- b) Experienced individuals, whose ability to work in complex settings has already been tested, are preferred.
- c) A rostered minister may be under call to only ONE church entity. Other employment is by agreement, not under call.
- d) The work-load for the call must be no less than an average of fifteen hours per week.
- e) Compensation shall be commensurate with synod compensation guidelines that apply to individuals in full-time positions.
- f) Any contemplated non-church employment for the rostered minister shall be subject to the review and approval of the synod bishop.

3) Procedures for Call to Shared-time Ministry

The *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America* provides principles and procedures for the calling of ministers of Word and Service (churchwide continuing resolution 7.74.A16.). In addition to the regular procedures, a letter of call for shared-time ministry shall include the following:

- a) The range of duties and responsibilities shall be specified by adding appendices to the "Definition of Compensation, Benefits, and Responsibilities," related to the letter of call (*C9.27.).
- b) The decision to seek a shared-time deacon shall be based upon a study of mission and ministry needs in the particular setting. Appropriate synod or churchwide leaders must participate in the study and decision.
- c) A periodic evaluation by the calling entity shall be encouraged by the appropriate synod bishop or churchwide leaders so that the called person is held accountable for the ministry in that particular situation. The calling body is accountable for adequate professional and financial support.
- d) Any exceptions to the guidelines governing time and compensation must be requested from the Roster Committee of the Conference of Bishops.

4) Appropriate Candidates for Shared-time Ministry

Shared-time ministry demands the ability to use time efficiently, the flexibility to adjust to altering circumstances, and the willingness to make a positive contribution to Church and society through secular employment or other interests. The effective shared-time minister has a clear sense of personal ministry and professional integrity. He or she has a concept of ministry that values extensive shared leadership with laity.

It is appropriate for ministers of Word and Service to offer themselves for shared-time ministry, as with all specific ministries, on the basis of their own sense of vocation and their sense of the needs of this church. It is not appropriate, however, for this dual-vocational interest to take priority over the mission needs of this church.

5) Support and Accountability in Shared-Time Ministry

The nature of shared-time ministry requires that the employing entity pay particular attention to such matters as compensation and benefits, setting of non-working times for meetings, and specifying shared expectations, which acknowledge the special dynamics of this style of ministry.

- a) Accountability of the shared-time person is the same as with all rostered ministers.
- b) Evaluation of the ministry should be based upon the stated goals and conditions established for that ministry at the time of call.
- c) The entity of this church that calls the individual will review the ministry annually to evaluate the ongoing appropriateness of the shared-time style for that particular mission opportunity.

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d. Ecclesiastical Endorsement for Ministries in Chaplaincy, Pastoral Counseling, and Clinical Education (MCPCCE)

Background: *This resource is intended for use by synod bishops and synod staff in working with individuals considering service in a ministry in chaplaincy, pastoral counseling or clinical education. Following all other applicable call guidelines, a synod may issue a letter of call to a rostered minister to serve in such ministries even if that person does not have ecclesiastical endorsement or professional certification. However, synods are encouraged to seek endorsed and certified individuals for such ministries. Those individuals serving in these ministries who are not endorsed and certified should be encouraged and supported to seek MCPCCE ecclesiastical endorsement. This document describes both the values and limitations to such endorsement and certification as well as an overview of the process.*

Introduction

The ecclesiastical endorsement process in the ELCA for ministries in chaplaincy, pastoral counseling and clinical education (MCPCCE) provides the basis for a recommendation to the synod bishop and Synod Council concerning a rostered minister's suitability, readiness, aptitude, pastoral identity and competence and theological integration for a particular ministry in chaplaincy, pastoral counseling or clinical pastoral education. The professional certification process follows ecclesiastical endorsement.

1) Definition of Ecclesiastical Endorsement and Professional Certification

- a) Professional Certification: The recognition by a professional chaplaincy, pastoral counseling or clinical pastoral education organization that a person has met a level of professional competence of ministry in a specific setting.
- b) Ecclesiastical Endorsement: The recognition that a rostered minister has met ELCA endorsement standards for theological and pastoral competence to serve in ministries in chaplaincy, pastoral counseling and clinical pastoral education.

Ecclesiastical endorsement is a necessary pre-requisite for certification by a professional organization. Ecclesiastical endorsement and professional certification are both normally required by an employing agency/institution. ELCA rostered ministers who seek ecclesiastical endorsement are expected to seek and obtain professional certification.

The MCPCCE program is located in the Domestic Mission unit.

Ecclesiastical endorsement for federal chaplaincies is required for a minister of Word and Service to apply for positions in the Departments of Veterans Affairs (VA), Justice (Bureau of Prisons) and any other federal departments, agencies, bureaus and services. Each federal department establishes minimum standards for applicants to apply, and all require a valid, current ecclesiastical endorsement specifically for chaplaincy service in that department. Applications for ecclesiastical endorsement for federal chaplaincy are obtained through the Office of the Presiding Bishop, director for Federal Chaplaincy Ministries.

The following are recognized professional organizations:

Association of Professional Chaplains (APC); American Association of Pastoral Counselors (AAPC); American Association for Marriage and Family Therapy (AAMFT); American Psychological Association (APA); Association for Clinical Pastoral Education (ACPE); American Correctional Chaplains Association (ACCA); National Board of Certified Counselors (NBCC); National Association of Certified Mental Health Counselors (NACMHC); Association of Certified Social Workers (ACSW).

2) MCPCCE Endorsement Process

The document, "Endorsement Standards and Procedures, Call Criteria and Program Guidelines for Ministries in Chaplaincy, Pastoral Counseling, and Clinical Education" (ELCA.org/Resources/Specialized-Pastoral-Care):

- Establishes standards for theological and pastoral competence for ministries in chaplaincy, pastoral counseling and clinical pastoral education
- Sets forth criteria for calls and appointments to ministries in chaplaincy, pastoral counseling and clinical pastoral education
- Presents guidelines for pastoral ministry programs in all affiliated or recognized social ministry organizations

Based upon material submitted by the candidate, and a meeting with a consultation committee, a recommendation is provided to the synod bishop regarding the readiness of the rostered minister for a specific ministry. The synod bishop and the Synod Council have sole authority to grant or revoke the ecclesiastical endorsement.

3) Values of Ecclesiastical Endorsement

- a) Seeks to establish accountability between persons serving in the area of ministries in chaplaincy, pastoral counseling and clinical pastoral education and their respective judicatories and to emphasize the importance of appropriate conduct and practice of those who serve in these ministries.
- b) Seeks to emphasize the importance of ecclesiastical endorsement in a synod's consideration of a call to service in one of these ministries.
- c) Enables synod councils to issue a term call that permits a non-endorsed candidate engaging in the ecclesiastical endorsement process to serve while completing the endorsement process.
- d) Provides a standard set of expectations for rostered ministers who seek to serve in a specific area of ministries in chaplaincy, pastoral counseling and clinical pastoral education.

4) Endorsement Consultation Outcomes

- a) Renders an assessment of the readiness, pastoral competence and theological integration of rostered ministers who seek to enter a specific field of ministry in chaplaincy, pastoral counseling and clinical pastoral education.
- b) Utilizes the professional gifts of rostered ministers who have long ministered in a specific area to assist in rendering a professional recommendation for ecclesiastical endorsement.
- c) Renders a recommendation on the professional pastoral competence of candidates to employing agencies and institutions that seek to meet national professional accreditation standards.
- d) Serves as a referral source and consultation to bishops and seeks to provide resources for rostered ministers exploring vocational and training options in the area of ministries in chaplaincy, pastoral counseling and clinical pastoral education.

5) Limitations of Ecclesiastical Endorsement

- a) Does not imply or guarantee that professional certification will be achieved or that a call to serve in chaplaincy, pastoral counseling, or clinical education will be issued.
- b) Does not establish an employment, agency or supervisory relationship between the endorsing synod and the rostered minister receiving the endorsement.
- c) Does not imply or assure that the endorsed individual has undergone any background or reference checks, screening, psychological testing or evaluation as part of the ecclesiastical endorsement process.

6) Initiating the ELCA Ecclesiastical Endorsement Process

When a rostered minister contacts the synod office regarding the ecclesiastical endorsement process, or when a synod is considering issuing a call to a ministry within the synod of chaplaincy, pastoral counseling or clinical education, questions related to ecclesiastical endorsement in the ELCA may be directed to a staff person in the Domestic Mission unit or the director for Federal Chaplaincy Ministries in the Office of the Presiding Bishop for VA or federal corrections applications.

Any individual seeking ecclesiastical endorsement for a federal chaplaincy will contact the director for Federal Chaplaincy Ministries in the Office of the Presiding Bishop. The application from the individual requires a letter from the synod bishop on whose roster the minister of Word and Service is listed.

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3. Termination of a Call

- 7.73. A letter of call issued by a Synod Council or the Church Council to a minister of Word and Service of this church shall be either coterminous with, or not longer than, the duration of the service or employment for which the call was issued. With the exception of persons designated as employees of a synod or the churchwide organization, such a call does not imply any employment relationship or contractual obligation in regard to employment on the part of the Synod Council or Church Council issuing the call. The recipient of such a call remains subject to this church's standards and discipline for ministry of Word and Service, as contained in this church's constitution, bylaws, and continuing resolutions and in the policy and procedure documents of this church.**
- 7.73.01.** When the Synod Council or the Church Council, as the calling source, determines that the service or employment no longer fulfills the criteria under which a call was issued, the Synod Council or the Church Council shall vacate the call and direct that the individual be placed on leave from call or, if such leave status is not granted, the individual shall be removed from the roster of Ministers of Word and Service.
- 7.73.02.** Ministers of Word and Service previously under call to the churchwide organization or to a synod shall respect the integrity of the ministry in which they no longer serve and shall not interfere with or exercise the functions of the office or position in which they no longer serve unless invited to do so by the presiding bishop or Church Council in the churchwide organization or, in the synods, by the bishop or the Synod Council.
- 7.75. The provisions for termination of the mutual relationship between a minister of Word and Service and a congregation shall be as follows:**
- a. The call of a congregation, when accepted by a minister of Word and Service shall constitute a continuing mutual relationship and commitment which shall be terminated only by death or following consultation with the synodical bishop for the following reasons:**
- 1) mutual agreement to terminate the call or the completion of a call for a specific term;**
 - 2) resignation of the minister of Word and Service, which shall become effective, unless otherwise agreed, no later than 30 days after the date on which it was submitted;**
 - 3) inability to conduct the office to which they have been called effectively in that congregation in view of local conditions;**
 - 4) physical disability or mental incapacity of the minister of Word and Service;**
 - 5) suspension of the minister of Word and Service through discipline for more than three months;**
 - 6) resignation or removal of the minister of Word and Service from the roster of Ministers of Word and Service of this church;**
 - 7) termination of the relationship between this church and the congregation;**
 - 8) dissolution of the congregation or the termination of a parish arrangement; or**
 - 9) suspension of the congregation through discipline for more than six months.**
- b. When allegations of physical disability or mental incapacity of the deacon under paragraph a.4) above, or ineffective conduct of the office under paragraph a.3) above, have come to the attention of the bishop of this synod,**
- 1) the bishop in his or her sole discretion may investigate such conditions personally together with a committee of two rostered ministers and one non-rostered person, or**
 - 2) when such allegations have been brought to the synod's attention by an official recital of allegations by the Congregation Council or by a petition signed by at least one-third of the voting members of the congregation, the bishop personally shall investigate such conditions together with a committee of two rostered ministers and one non-rostered person.**
- c. In case of alleged physical disability or mental incapacity under paragraph a.4) above, the bishop's committee shall obtain and document competent medical opinion concerning the minister of Word and Service's condition. When a disability or incapacity is evident to the committee, the bishop of this synod may declare the position vacant. When the position is declared vacant, the Synod Council shall list the deacon on the roster of Ministers of Word and Service as disabled. Upon removal of the disability and restoration of the minister of Word and Service to health, the bishop shall take steps to enable the minister of Word and Service to resume the ministry, either in the congregation last served or in another appropriate call.**

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- d. In the case of alleged local difficulties that imperil the effective functioning of the congregation under paragraph a.3) above, the bishop's committee shall endeavor to hear from all concerned persons, after which the bishop together with the committee shall present their recommendations first to the minister of Word and Service and then to the congregation. The recommendations of the bishop's committee must address whether the minister of Word and Service's call should come to an end and, if so, may suggest appropriate severance arrangements. The committee may also propose other actions that should be undertaken by the congregation and by the minister of Word and Service, if appropriate. If the minister of Word and Service and congregation agree to carry out such recommendations, no further action need be taken by the synod.**
- e. If either party fails to assent to the recommendations of the bishop's committee concerning the minister of Word and Service's call, the congregation may dismiss the minister of Word and Service only at a legally called meeting after consultation with the bishop, either (a) by a two-thirds majority vote of the voting members present and voting where the bishop and the committee did not recommend termination of the call, or (b) by a simple majority vote of the voting members present and voting where the bishop and the committee recommended termination of the call.**
- f. If, in the course of proceedings described in paragraph c. or paragraph d. above, the bishop's committee concludes that there may be grounds for discipline, the committee shall make recommendations concerning disciplinary action in accordance with the provisions of this church's constitution, bylaws, and continuing resolutions.**

a. Termination of Congregational Call: A letter of call from a congregation to a minister of Word and Service may be terminated only as provided for in constitutional provisions 7.75., †S14.43. and *C9.25. If a minister of Word and Service resigns from a call, the resignation may not be withdrawn by the deacon nor rejected by the congregation. No acceptance of the resignation is necessary. The call ends no later than 30 days after the date the resignation was submitted, unless the congregation agrees to a later date.

b. Termination of Synod Council or Church Council Call: A letter of call from the Synod Council or the Church Council to a minister of Word and Service may be terminated by: 1) the conclusion of the service or employment for which the call was granted; 2) resignation; 3) resignation or removal of the minister from the roster of Ministers of Word and Service of this church; or 4) by decision of the calling authority to vacate the call. If a minister of Word and Service resigns from a call, the resignation may not be withdrawn by the deacon nor rejected by the calling authority. No acceptance of the resignation is necessary. The call ends no later than 30 days after the date the resignation was submitted, unless the calling authority agrees to a later date.

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4. Completion of Responsibilities

The role of deacons in congregations to which they are not (or are no longer) called is governed by provision †S14.44. in the *Constitution for Synods*, which states, “Ministers of Word and Service shall respect the integrity of the ministry of congregations which they do not serve and shall not exercise ministerial functions therein unless invited to do so by the Congregation Council.”

Ministers of Word and Service who have completed their call to a particular congregation change their role in how they relate to that congregation, and care should be taken to provide for an orderly transition. Certain ministerial functions are specific to, and performed on behalf of, the congregation not the individual, and are therefore the responsibility of the minister of Word and Service serving under call, or one appointed by the synod bishop or contracted by the Congregation Council for such ministry. Although to be regarded as affirmations of the deacon’s past service to the congregation, requests from members for the former deacon to preside at weddings, funerals, and the like should politely be refused. Regardless of whether the deacon has accepted a call to another congregation or another expression of this church, the completion of responsibilities must be marked clearly and carefully.

The following guidelines are for deacons, the congregations they served, and synod bishops in understanding the new status of a deacon who has resigned a call. They are intended to affirm the past ministry of such deacons, to give directions which seek to avoid some pitfalls that can present themselves during transitions, and to point to constructive and healthful interactions in the future.

- a. Upon the effective date of the resignation, the minister of Word and Service no longer is a deacon of the congregation, and therefore must discontinue the functions of that office in that congregation.
- b. Prior to, but as near to, the effective date of the resignation as is practicable, the minister of Word and Service may make use of the rite of “Farewell and Godspeed.”
- c. If invited to exercise a ministerial role by a member of a congregation to which they were formerly called, ministers of Word and Service should indicate that they are not (or are no longer) authorized to take such a role. If invited to exercise such a role by the current rostered ministers, care must be taken to assure that the parameters and limited scope of the activity are clear.
- d. As part of the bishop’s pastoral care, especially during times of transition, a synod bishop or a member of the bishop’s staff is encouraged to discuss these guidelines and their implications either in person or in correspondence.

B. On leave from call

7.61.06. On Leave from Call. A minister of Word and Service of this church, serving under a regularly issued letter of call, who leaves the work of that ministry without accepting another regularly issued letter of call, may be retained on the roster of Ministers of Word and Service of this church, upon endorsement by the synodical bishop, by action of the Synod Council in the synod of which the minister of Word and Service is a member, under policy developed by the appropriate churchwide unit, reviewed by the Conference of Bishops, and adopted by the Church Council.

- Normative Pattern: By annual action of the Synod Council in the synod of which a member, upon endorsement by the synodical bishop, a minister of Word and Service who is without a current letter of call may be retained on the roster of Ministers of Word and Service of this church for a maximum of three years, beginning at the completion of an active call.
- Study Leave: By annual action of the Synod Council in the synod of which a member, with the approval of the synodical bishop and in consultation with the appropriate churchwide unit, a minister of Word and Service engaged in graduate study, in a field of study that will enhance service in the ministry of Word and Service, may be retained on the roster of Ministers of Word and Service of this church for a maximum of six years.
- Family Leave: A minister of Word and Service who has been in active service under call for at least three years may request leave for family responsibilities. By annual action of the Synod Council in the synod of which a member, upon endorsement by the synodical bishop, such a minister of Word and Service who is without a current letter of call and who requests leave for the birth or care of a child or children of the minister of Word and Service or the care of an immediate family member (child, spouse, or parent) with a serious health condition may be retained on the roster of Ministers of Word and Service of this church—under policy developed by the appropriate churchwide unit, reviewed by the Conference of Bishops, and adopted by the Church Council—for a maximum of six years, beginning at the completion of an active call.
- Exception to these limits for the purpose of serving the needs of this church may be granted in accordance with established policy of this church by the Synod Council in the synod of current roster after having received approval by the Conference of Bishops.

1. Definition and Criteria for On-Leave-from-Call Status

- At the termination of the call of a rostered minister, if the rostered minister has not received and accepted a subsequent call, the following procedure is to be followed:
 - The rostered minister must inform the bishop of the date his/her current call is coming to an end. The bishop shall, in a timely manner, make sure that the rostered minister is aware of the necessity to comply with these guidelines.
 - A rostered minister seeking on-leave-from-call status shall make a written request to the synod bishop within 45 days following the termination of a prior call, providing a rationale as to why on-leave-from-call status should be granted. Failure to do so may result in removal from the roster.
 - The request for on-leave-from-call status must include:
 - a statement of the rostered minister's commitment to be available for a letter of call;
 - a statement of how the rostered minister's gifts and abilities can contribute to the ministry and mission of this church;
 - the anticipated date when the rostered minister will be available for a letter of call;
 - a statement describing the ability and willingness of the rostered minister to provide ministry services while on leave from call at the direction of the synod bishop;
 - the rostered minister's plan for continuing education while on leave from call; and
 - a statement describing the rostered minister's current and intended participation in a congregation of this church.
 - If a rostered minister requesting on-leave-from-call status desires to make a personal statement relative to the request, the Synod Council may, at its discretion and in the manner of its determination, allow for a personal appearance by the rostered minister to the Synod Council (or its designated committee).
 - On-leave-from-call status is not automatically granted. Action granting or denying leave from call is to be taken by the Synod Council [ELCA constitutional provision 20.17., bylaws 7.61.06., and †S8.12.i.9. in the *Constitution for Synods*] upon endorsement by the synod bishop. A committee may be designated by the

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bishop to evaluate applications and bring recommendations to the Synod Council through the synod bishop for action.

- 6) The effective date for on-leave-from-call status, if granted by the Synod Council, begins the day the rostered minister is no longer serving under a regularly issued letter of call. This date is not affected by severance payments.
 - 7) Synod Council action related to a rostered minister's on-leave-from-call status is reported as information to the annual Synod Assembly in the report of the bishop or the Synod Council.
 - 8) Written notification is sent to the rostered minister requesting on-leave-from-call status reporting the action of the Synod Council.
 - 9) The action of the Synod Council in granting on-leave-from-call status must be reported to the secretary of this church and Portico Benefit Services. Similar notification is given by the synod to the secretary of this church and Portico Benefit Services when such status is ended.
 - 10) Prior to the annual anniversary of the effective date of the rostered minister's on-leave-from-call status, the rostered minister on leave must request renewal of the on-leave-from-call status. Annual action by the Synod Council is necessary for the continuation of that status.
 - 11) While on leave from call, a rostered minister must be an active member of a congregation of this church.
 - 12) A rostered minister on leave from call remains accountable to the synod bishop and must be willing to meet the criteria and standards of this church for its rostered ministers.
- b. *Study Leave*: A rostered minister engaged in graduate study, in a field of study that will enhance service in the rostered ministry of this church, may be retained on the roster of this church for a maximum of six years by annual action of the Synod Council, in consultation with the appropriate unit [see bylaw 7.61.06.].
- c. *Family Leave*: On leave from call for family responsibilities is available to rostered ministers who have had at least three years of active service under call, with demonstrated circumstances that fulfill the criteria for this status. A rostered minister may request on-leave-from-call status for family responsibilities for a maximum of six years, by annual action of the Synod Council, based upon either of the following reasons [see bylaw 7.61.06.]:
- 1) For the birth or care of a child or children of the rostered minister.
 - 2) For the care of an immediate family member (child, spouse, or parent) with a serious health problem. A serious health problem is an illness, injury, impairment, or physical or mental condition that involves either a period of incapacity or treatment with inpatient care in a hospital, hospice, or residential medical facility, or a period of incapacity or subsequent treatment following inpatient care. A medical certification of such a serious health problem must be submitted to the Synod Council as part of the request for on-leave-from-call status.
- A person already granted on-leave-from-call status, whose life circumstances change, may apply for a change to study or family leave. The Synod Council may approve such a change; however, the original date the leave began remains the same, thus allowing a maximum leave of six years.
- d. With approval of the Synod Council, either by general policy or by specific authorization, the synod bishop may place limitations or restrictions upon the availability for service of a rostered minister who is on leave from call.
- e. At least three months prior to the end of a rostered minister's on-leave-from-call status, the bishop or bishop's designee will contact the rostered minister on leave from call to review:
- 1) Pension and health insurance implications, with a recommendation that Portico Benefit Services be contacted.
 - 2) The criteria for continuation of on-leave-from-call status beyond three years, if applicable.
 - 3) The implications and expectations of being removed from the roster.
 - 4) The process for reinstatement to the roster.
- f. The transfer of the roster status of a rostered minister who is on leave from call may be authorized upon mutual agreement of the synod bishops involved after consultation with and approval by the secretary of this church.
- g. The secretary of this church shall report semi-annually to the Conference of Bishops any person whose on-leave-from-call status is coming to an end within the next six months.

2. Criteria for Extension of On-Leave-from-Call Status

- a. A rostered minister may remain on leave from call beyond three years when such an extension contributes to the ministry and mission of this church and when the particular circumstances of the on-leave-from-call status warrant an exception to the normal three-year limitation. Such continuation on the roster of this church beyond the third year is contingent upon recommendation by the synod bishop, and action of both the Synod Council and the Conference of Bishops.

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- b. A rostered minister who is eligible for retired status should not be considered for an extension of on-leave-from-call status.
- c. A rostered minister who seeks to remain on leave from call beyond three years must provide a written request to the synod bishop and Synod Council for an extension of that status. This request should be received no later than six months prior to the end of the third year of on-leave-from-call status.
- d. This request must state clearly the reason(s) for such a request and how these reasons relate to this church's ministry and mission.
- e. The request must include the following information:
 - 1) The rationale for the rostered minister's remaining on leave from call, including a statement of the rostered minister's commitment to be available for a letter of call, and an articulation of how the rostered minister's gifts and circumstances can contribute to the ministry and mission of this church;
 - 2) The anticipated date when the rostered minister will be available for a call;
 - 3) A statement describing the ability and willingness of the rostered minister to provide ministry services at the direction of the synod bishop, consistent with the ministry and mission needs of the synod;
 - 4) The rostered minister's plan for continuing education while on leave from call;
 - 5) A statement describing the rostered minister's current participation in a congregation of this church.
- f. *Study Leave:* A rostered minister engaged in graduate study, in a field of study that will enhance service in the rostered ministry of this church, may remain on study leave beyond six years when such continuation contributes to the ministry and mission of this church and when the particular circumstances of the study leave warrant an exception to the normal six-year limitation. A written request must be made to the synod bishop and Synod Council as outlined for the extension of leave from call (e. above) but must also indicate clearly the educational goals of the rostered minister, the time line for completion of study, and a statement of commitment that the rostered minister intends to be available for a letter of call within this church upon completion of study. Such continuation on the roster of this church is contingent upon recommendation by the synod bishop and action of the Synod Council and the Conference of Bishops, and may be terminated by subsequent action of the Synod Council upon request of the synod bishop after notice to the rostered minister.
- g. *Family Leave:* A rostered minister on leave for care-giving responsibilities may remain on care-giving leave beyond six years when the particular circumstances of the care-giving leave warrant an exception to the normal six-year limitation. A written request must be made to the synod bishop and Synod Council as outlined for the extension of leave from call (e. above) but must also indicate clearly the continuing care-giving needs of the rostered minister, the possible time line for conclusion, and a statement of commitment that the rostered minister intends to be available for a letter of call within this church upon completion of these circumstances. Such continuation on the roster of this church is contingent upon recommendation by the synod bishop and action of the Synod Council and the Conference of Bishops, and may be terminated by subsequent action of the Synod Council upon request of the synod bishop after notice to the rostered minister.
- h. Action by the Synod Bishop and Synod Council
 - 1) The synod bishop reviews the request for continuation of the on-leave-from-call status beyond three years (six years in the case of graduate study and family leave) and forwards that request to the Synod Council together with the bishop's evaluation of the request.
 - 2) At the request of the synod bishop, the Synod Council considers the request of the rostered minister and how it relates to the mission and ministry of the synod. Should the decision of the Synod Council be to recommend approval, the Synod Council shall make such a request to the Conference of Bishops.
 - 3) On behalf of the Synod Council, the synod bishop forwards its request and rationale to the Conference of Bishops.
 - 4) A rostered minister on leave from call must provide an annual, written request to the synod bishop for recommendation to the Synod Council for continuation of that status.
 - 5) The Synod Council must review and act annually on requests for continuance of on-leave-from-call status beyond the three-year norm (six years for graduate study and family leave).
- i. Action by Conference of Bishops
 - 1) The Roster Committee of the Conference of Bishops reviews such requests and reports its recommendations to the Conference of Bishops.
 - 2) The Conference of Bishops, at a regular meeting of the conference, by a majority vote acts upon requests for continuation of on-leave-from-call status. It shall report its decision to the synod seeking such a continuation.
 - 3) The action of the Conference of Bishops in approving the request of a Synod Council is valid for two years, if approved annually by the Synod Council.

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C. Disability

- 7.71.05. Disability.** Ministers of Word and Service may be designated as disabled and continue to be listed on the roster of Ministers of Word and Service of this church, upon endorsement by the synodical bishop, by action of the Synod Council in the synod in which the minister of Word and Service is listed on the roster.
- a. The policies and procedures for designation of disability on the roster of Ministers of Word and Service shall be developed by the appropriate churchwide unit, reviewed by the Conference of Bishops, and adopted by the Church Council.
 - b. If a minister of Word and Service who has been granted disabled status resides at too great a distance from any congregation of this church to be able to sustain an active relationship with that congregation, or if there are no ELCA congregations in the vicinity besides the congregation previously served, the bishop of the synod in which the minister of Word and Service is listed on the roster may grant permission for the individual to hold membership in a congregation of a church body with which a relationship of full communion has been declared and established by the Evangelical Lutheran Church in America.
- 7.72. Each person on the roster of Ministers of Word and Service of this church shall be related to that synod: . . .**
- g. on whose roster the minister of Word and Service, if designated as disabled, was listed when last called, or the synod of current address, upon application by the minister of Word and Service for transfer and the mutual agreement of the synodical bishops involved after consultation with and approval by the secretary of this church. ...**

1. Introduction

Disability roster status is an ecclesial determination granted by the Synod Council upon endorsement by the synod bishop in keeping with their constitutional authority. Such determinations are independent of the denial or granting of disability status by any health plan or benefits provider.

2. Disability Roster Status

- a. Disability roster status is discretionary, and there is no right or entitlement to such roster status even when disability benefits have been granted by a health plan or benefits provider.
- b. A minister of Word and Service who seeks disability roster status shall submit a written request to the synod bishop for such status. The request from the minister should include the medical diagnosis, benefits decision, if any, of Portico Benefit Services or other benefits provider, and other pertinent information regarding the minister of Word and Service's disability. The synod bishop determines, in the bishop's sole discretion, whether to recommend to the Synod Council that such status be granted. If the synod bishop does not endorse the request, the bishop shall report the decision to the council, in executive session if deemed necessary. If the synod bishop does endorse the request, the Synod Council shall determine, in its sole discretion, whether to grant disability roster status.
- c. Disability roster status may be granted even though the minister has not submitted a request to the bishop or disability benefits have been denied by a health plan or benefits provider (*e.g.*, 7.75.c., †S14.18.c., *C9.05.c.).
- d. The continuation of disability roster status granted to a minister of Word and Service is subject to review at any time and shall be reviewed in the event that disability benefits are terminated. Disability roster status granted to a minister of Word and Service may be terminated by the Synod Council upon recommendation by the synod bishop or in the event the minister accepts a call.
- e. The transfer of the roster status of a minister with disability roster status may be authorized upon mutual agreement of the synod bishops involved after consultation with and approval by the secretary of this church.
- f. If the disability roster status ceases, a minister who is not under call or has not received and accepted a call, should request on-leave-from-call status or retired status, if eligible, in accordance with the established processes.

D. Retirement

- 7.71.04. Retirement.** Ministers of Word and Service may retire upon attainment of age 60, or after 30 years on a roster of this church or one of its predecessor bodies, and continue to be listed on the roster of Ministers of Word and Service of this church, upon endorsement by the synodical bishop, by action of the Synod Council in the synod in which the minister of Word and Service is listed on the roster.
- a. The policies and procedures for granting retired status on the roster of Ministers of Word and Service shall be developed by the appropriate churchwide unit, reviewed by the Conference of Bishops, and adopted by the Church Council.
 - b. If a minister of Word and Service who has been granted retired status resides at too great a distance from any congregation of this church to be able to sustain an active relationship with that congregation, or if there are no ELCA congregations in the vicinity, other than a congregation previously served, the bishop of the synod in which the minister of Word and Service is listed on the roster may grant permission for the minister of Word and Service to hold membership in a congregation of a church body with which a relationship of full communion has been declared and established by the Evangelical Lutheran Church in America.
- 7.72. Each person on the roster of Ministers of Word and Service of this church shall be related to that synod: . . .**
- h. on whose roster the minister of Word and Service, if granted retired status, was listed when last called, or the synod of current address, upon application by the minister of Word and Service for transfer and the mutual agreement of the synodical bishops involved after consultation with and approval by the secretary of this church.**

1. Policy and Procedures Related to Retired Status

- a. A minister of Word and Service who has attained the age of 60 or who has been on the roster of this church or one of its predecessor bodies for 30 or more years may be granted retired status by this church. Retired status is an ecclesial determination which may be granted by the Synod Council upon endorsement by the synod bishop in keeping with their constitutional authority. Such determinations are independent of the denial or granting of benefits under any health or retirement plan in which the minister of Word and Service may be a member.
- b. A minister of Word and Service who seeks retired roster status shall make a written request to the synod bishop no later than 45 days following the termination of the most recent call, or of on-leave-from-call or disability status.
- c. The synod bishop shall make a determination whether the minister of Word and Service is eligible for retired status and whether, in the bishop's sole discretion, to recommend to the Synod Council that such roster status be granted. If the synod bishop does not endorse the request, the bishop shall report the decision to the Synod Council, in executive session if deemed necessary. If the synod bishop does endorse the request, the Synod Council shall determine, in its discretion, whether to grant retired status.
- d. A minister of Word and Service who has been granted retired status shall retain that roster status until (1) the minister is no longer on the roster of Ministers of Word and Service, (2) the minister accepts a call, or (3) the Synod Council revokes retired status upon recommendation of the synod bishop. Such revocation of a minister's retired status may occur only upon a two-thirds vote of the Synod Council, present and voting at a legally called and conducted meeting.
- e. The Synod Council shall engage in a regular, periodic examination of all ministers of Word and Service on the retired roster such that each and every retired minister's status is reviewed at least once during a three-year cycle.

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2. Guidelines for Retired Ministers of Word and Service

a. Roster of Ministers of Word and Service

A retired minister is on the roster of the synod in which last under call or in which the minister resides. The retired minister remains accountable to the synod bishop where rostered, and the minister should regularly report to the synod bishop on any activities as a minister of Word and Service.

Unless bylaw 7.71.04.b. applies, a retired minister must be a member of an ELCA congregation in order to remain on the roster of Ministers of Word and Service and remains subject to the standards for ministers of Word and Service of this church.

b. Congregational Membership

A retired deacon should not remain a member of the congregation served at the time of retirement. This provides an opportunity for the retired deacon to enter fully into the life of a different congregation with clarity about the deacon's retired role.

c. Compensation

Retirement benefits provided through Portico Benefit Services, combined with Social Security benefits, are intended to provide adequate compensation to deacons in retirement. Neither retired deacons nor their spouses are entitled to any compensation from any congregation or ministry previously served solely by reason of being retired or having previously served in that congregation or ministry.

d. Consultation with Synod Bishop

As part of the bishop's pastoral care of retired ministers of Word and Service, a synod bishop or a member of the bishop's staff is encouraged to meet with a deacon at the time of retirement to discuss these guidelines, the minister's new retired status, and its implications.

e. Transfer from one synod to another

The transfer of the roster status of a rostered minister who is retired may be authorized upon mutual agreement of the synod bishops involved after consultation with and approval by the secretary of this church.

IV. Removal from the roster

A. Reasons for removal

1. Death

Death of a minister of Word and Service removes the minister from the roster.

2. Resignation

A minister of Word and Service may voluntarily resign from the roster by giving written notice to the synod bishop. A resignation may not be withdrawn or rejected. No acceptance is necessary. The synod bishop responds to the notification with a letter describing the implications of resignation.

3. Lack of call or other roster status

If the call of a minister of Word and Service comes to an end and the minister does not have another call and either does not apply for, or is not granted, on-leave-from-call status, retired status, or disability status, then the minister is no longer on the roster. Likewise, if a minister's on-leave-from-call status, retired status, or disability status comes to an end or is terminated, and the minister does not have another call and either does not apply for, or is not granted another roster status, then the minister is no longer on the roster.

4. Discipline

A minister of Word and Service may be removed from the roster pursuant to the disciplinary provisions in the *Constitution, Bylaws, and Continuing Resolutions of the ELCA*.

5. Lack of congregational membership

A minister of Word and Service who ceases to be a member of a congregation of this church, except as provided in 7.71.04.b. and 7.71.05.b., shall be removed from the roster.

6. Dual rostering

According to ELCA bylaw 8.62.15.d., "Roster status in more than one church body is precluded in the Evangelical Lutheran Church in America." A minister of Word and Service of this church who enters the ministry of another church body, or who serves a group schismatic from this church or from a congregation thereof, shall cease to be a member of this church. The minister's name shall be removed from the roster of Ministers of Word and Service by the bishop of the synod.

B. Reporting

The synod bishop shall promptly report all removals from the roster to the secretary of this church and to the next synod assembly. The synod's roster files of those removed from the roster shall be transmitted to the secretary of this church in a timely manner, except in the case of death when the file should be transmitted to the synod or regional archives.

C. Guidelines for individuals formerly rostered as ministers of Word and Service

1. The Ministry of the Baptized

This church affirms the integrity and importance of the ministry of the baptized. Removal of a person's name from the roster of Ministers of Word and Service of this church reflects a change of calling and function within the ministry of the baptized.

2. The Ministry of Word and Service

Some individuals are called by God in the Church to the public ministry of Word and Service. For a variety of reasons, there may be a time in the life of these individuals when they are no longer called by this church to serve in this ministry.

- a. When a person's name is removed from the roster of Ministers of Word and Service, the privileges, rights and responsibilities of that person to serve as a minister of Word and Service of the ELCA cease.
- b. Individuals removed from the roster of Ministers of Word and Service may apply for reinstatement and may be reinstated.

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- c. Individuals who are not under call by this church, are not on its roster of Ministers of Word and Service, and are not under the discipline of the ELCA may not function as deacons in the name of this church.

3. The Participation of Formerly Rostered Ministers

Removal from the roster of Ministers of Word and Service ends the rights and privileges this church confers at consecration. Formerly rostered individuals may continue as members of this church. Several specific changes follow:

- a. Use of this church's title of "Deacon" must be discontinued by the individual.
- b. The gifts, training, and experience of a formerly rostered individual can be valuable to a congregation. The use of these gifts in the congregation should be discussed with the synod bishop at the time the rostered minister is removed and with that person's congregational pastor in consultation with the bishop.
- c. The synod bishop is responsible to oversee and administer the work of the synod, including providing pastoral care and leadership to congregations and rostered ministers. It is, therefore, important that formerly rostered individuals consult with the synod bishop and observe synod guidelines regarding their service in this church.

See the model letters provided in the appendices.

V. Reinstatement to the roster

7.61.05. Reinstatement. A person seeking reinstatement as a minister of Word and Service shall be registered by the pastor and council of the congregation of which such a person is a member with the candidacy committee of the synod in which the person was last rostered or, upon mutual agreement of the synodical bishops involved, after consultation with and approval by the secretary of this church, with the candidacy committee of the synod of current residence. The person then shall be interviewed, examined, and approved for reinstatement by the candidacy committee under criteria, policies, and procedures recommended by the appropriate churchwide unit, reviewed by the Conference of Bishops, and adopted by the Church Council. In this process, the committee shall review the circumstances related to the termination of earlier service together with subsequent developments. The person is reinstated after receiving and accepting a letter of call to serve as a minister of Word and Service in this church.

A. Reinstatement Process

1. Reinstatement to the roster of the ELCA is the responsibility of the Candidacy Committee of the synod where the applicant was last rostered as a Minister of Word and Service.
2. In the case of an applicant whose rostered ministry was last in one of the ELCA predecessor churches, the successor ELCA synod has the responsibility. In every case, the process begins in the synod from which the applicant left the roster or its successor.
3. In the case of an applicant whose removal from the roster was the result of either:
 - a. the official disciplinary process of this church; or
 - b. resignation or removal from the roster in lieu of the disciplinary process; or
 - c. application of ELCA churchwide bylaw 7.61.06., where the person was on leave or without call after conduct or allegations that could lead to disciplinary charges,then a minimum of five consecutive years without call must elapse before an application for reinstatement may be considered. The passage of five years without call does not guarantee reconsideration.

B. Application

1. The applicant provides the completed "Application for Reinstatement" to the appropriate roster of the ELCA to the synod, and the synod sends a copy to the appropriate unit for information.
2. Upon receipt of the application, the synod bishop will notify the Office of the Secretary of the ELCA and request any pertinent information the churchwide office may have concerning the applicant.
3. With the approval of the ELCA secretary, the reinstatement process may be transferred from the synod of previous roster to the synod of current residence, upon the written concurrence of the chairs of both candidacy committees and both synod bishops. The original synod will provide the receiving synod with all information and documentation concerning the applicant.
4. The bishop of the synod in which the reinstatement application will be considered arranges an interview with the applicant. The purpose of this interview is to determine the applicant's eligibility to be a candidate in the synod for ministry. The bishop also determines whether the application is premature under paragraph A.3. above.
5. In the case of an applicant where inappropriate conduct or allegations of misconduct led to resignation or removal from the roster, the synod bishop examines the applicant for indications of repentance and amendment of life as well as indication of or attempts at reconciliation with those injured by the conduct, and documents the corrective actions that have occurred before proceeding with the reinstatement process. The bishop should invite comments from those directly affected by the applicant's inappropriate conduct or alleged misconduct.
6. The applicant is considered for reinstatement by the Candidacy Committee when the application is forwarded to the committee by the bishop. The bishop may, in his or her sole discretion, decline to forward the application to the Candidacy Committee or may forward the application to the Candidacy Committee with a written statement of the bishop's opinion of the application.

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C. Candidacy Committee

1. The synod Candidacy Committee will receive and review the registration by the pastor and Congregation Council of the congregation of which the applicant is a member. The registration attests that the applicant is an active member of an ELCA congregation.
2. The committee shall determine that it has received all records and information concerning the applicant, including verification of synod records concerning the reason for removal from the roster. If synod records are incomplete, this verification may include conferring with the former bishop, synod staff, or with the churchwide office.
3. The committee may request any additional information from any source that it deems necessary in order to determine the applicant's readiness for ministry and suitability for reinstatement to the roster.
4. The applicant must prepare an approval essay and submit it to the Candidacy Committee.
5. In the case of any applicant who has been off the roster or without call for more than five years, the Candidacy Committee will require the applicant to participate in the Psychological Evaluation and Career Consultation according to the policies of the appropriate unit. The expense of this evaluation is the responsibility of the applicant.
6. The Candidacy Committee follows the Candidacy Manual standards and procedures for new applicants as its guide in considering a request for reinstatement. The Candidacy Committee interviews the applicant to explore all concerns related to reinstatement, including but not limited to:
 - a. the circumstances surrounding the removal of the applicant from the roster, including the applicant's reason(s) for leaving the roster;
 - b. the applicant's reason(s) for requesting reinstatement to the roster with a special focus upon what has changed in the person's life, faith, attitudes, and circumstances since the time of removal;
 - c. discussion of the applicant's understanding of ordained, commissioned, or consecrated ministry in the ELCA, and the applicant's willingness to serve in response to the needs of this church; and
 - d. discussion of "Vision and Expectations," and the applicant's commitment to live according to the expectations of this church.
7. The Candidacy Committee may request the appropriate churchwide unit to convene a Review Panel to determine the applicant's theological readiness for ordained ministry. The Review Panel will make a recommendation to the committee following the procedures developed by the appropriate churchwide unit.

D. Decision

1. The Candidacy Committee will decide the applicant's suitability to serve as a rostered minister of this church. This decision is one of the following:
 - a. approval of the candidate for reinstatement upon receipt and acceptance of a letter of call;
 - b. postponement of approval with specific recommendations for remedial or developmental work before further consideration for reinstatement; or
 - c. denial of approval for reinstatement.
2. If the decision of the Candidacy Committee is to deny an applicant reinstatement, that decision is final. Any such applicant who desires reconsideration must begin the process again by applying under B.1. above.
3. If an applicant who was removed from the roster under the circumstances described in paragraph A.3. above is approved for reinstatement by the Candidacy Committee, such approval is not effective unless affirmed by a two-thirds vote of the total membership of the Executive Committee of the Synod Council. After the Candidacy Committee reports its approval and the reasons for that approval to the Executive Committee of the Synod Council, the Executive Committee may obtain whatever additional information or advice, including legal advice, it deems necessary before reviewing the decision of the Candidacy Committee.

E. Approval

1. If approved, the candidate will complete the normal assignment paperwork and will participate in the churchwide assignment process through the appropriate churchwide unit.
2. If after consultation with the synod bishop, the appropriate churchwide unit determines that the process for reinstatement described herein has not been fully or properly completed, then the appropriate churchwide unit shall postpone the candidate's participation in the assignment process until all requirements are met.
3. An approved candidate is eligible for a call for a period of one year after approval by the synod. Any delay occasioned by a postponement under E.2. above is not counted toward that one-year period of eligibility.

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4. The process for renewal of approval, as defined by the appropriate churchwide unit (“Candidacy Manual”), is the same as that for other candidates for rostered ministry.
5. Upon receipt and acceptance of a properly issued and duly attested letter of call, the candidate is reinstated to the appropriate roster of this church.

See the form for “Application for Reinstatement” in the Candidacy Manual.

VI. The Deaconess Community

See “Relationships and Statement of Agreement of the Deaconess Community of the Evangelical Lutheran Church in America with the Evangelical Lutheran Church in Canada” in the appendices among “Agreements with Particular Churches Outside the United States.”

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Part Three: Non-roster Related Matters

I. Synodically Authorized Ministries

7.31.09. Licensure and Synodically Authorized Ministry. When need exists to render Word and Sacrament ministry for a congregation or ministry of this church where it is not possible to provide appropriate pastoral leadership, the synod bishop—acting with the consent of the congregation or ministry, in consultation with the Synod Council, and in accord with standards and qualifications developed by the appropriate churchwide unit, reviewed by the Conference of Bishops, and approved by the Church Council—may authorize a person who is a member of a congregation of the Evangelical Lutheran Church in America to offer this ministry. Such an individual shall be supervised by a minister of Word and Sacrament appointed by the synod bishop; such service shall be rendered during its duration under the sacramental authority of the bishop as the synod's pastor. Such an individual will be trained and licensed to fulfill this ministry for a specified period of time and in a given location only. Authorization, remuneration, direct supervision, and accountability are to be determined by the appropriate synodical leadership according to churchwide standards and qualifications for this type of ministry. Authorization for such service shall be reviewed annually and renewed only when a demonstrated need remains for its continuation.

This synodically authorized ministry policy is intended to honor the God-given office of Word and Sacrament (Article V, The Augsburg Confession). Synodically authorized ministry is intended to assist this church to respond pastorally and effectively to emerging opportunities in Christ's mission where it is not possible to provide a minister of Word and Sacrament. Principle 40 and related sections in "The Use of the Means of Grace—A Statement on the Practice of Word and Sacrament," which was adopted "for guidance and practice" by the 1997 Churchwide Assembly, also address this subject.

Synodically authorized ministry of Word and Sacrament is normally limited to a specific congregation or other identified ministry where a pastor is not available for an extended period of time. Individuals authorized for such ministry within a synod are not rostered by the ELCA (unless already serving on a roster of this church) but are authorized to provide a ministry only within a particular setting for a designated period of time.

A. Identification of Need

The synod identifies a congregation or other ministry where pastoral leadership is not available for an extended period of time and where synodically authorized ministry may be appropriate. Because of the relationship of such authorized lay ministry to those serving in the ministry of Word and Sacrament, pastors serving congregations within the area where this ministry need is located normally will be consulted concerning this determination.

When determining the need for a pastor in a congregation or other identified ministry where a minister of Word and Sacrament of this church is not available, synods will first consider the utilization of an ordained minister from a full-communion partner church, under the guidelines related to the orderly exchange of ordained ministers.

B. Invitation to Service

Congregations and other ministries within each synod are expected to assist in making this ministry available and beneficial by commending to the bishop individuals who should be considered for possible service in synodically authorized ministry. Individuals who demonstrate potential for service as synodically authorized ministers are invited by the synod to enter a program of preparation.

Any individual who has resigned or been removed from rostered ministry in the ELCA in connection with alleged misconduct, or who has been denied continuance in candidacy by reason of misconduct allegations, is precluded from serving as a synodically authorized minister.

C. Qualifications

A person invited to prepare for a synodically authorized ministry must be an active member of an ELCA congregation, preferably for at least one year. In addition, prior to preparing to serve in synodically authorized ministry, an individual must have:

1. Been recommended by the individual's pastor and congregation council;
2. Met with and been interviewed by synod staff and/or the synod committee responsible for the synod's program of preparation; and
3. Demonstrated the ability and willingness to participate in a program of preparation leading to possible service in a synodically authorized ministry or provided satisfactory evidence of prior preparation toward the goals and standards of the program outlined in this policy; and

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4. Submitted written responses to the questions on the candidacy Entrance Form; and
5. Identified references within and outside the church for contact by the synod and authorized the synod to obtain an in-depth background check, as outlined in the Candidacy Manual.

D. Synod Committee for Authorized Ministry

A committee may be appointed by the Synod Council to provide the synod bishop with recommendations concerning the authorization of and accountability for authorized ministries within the synod. This committee should either be a subcommittee of the synod's Candidacy Committee or be structured to work closely with the Candidacy Committee, even though the work of the two is distinct.

The Synod Council or, if appointed, the synod committee determines the educational program within the synod for individuals preparing for service in an authorized ministry; determines eligibility of individuals to enter this program of preparation; and advises the bishop on the suitability of an individual for authorization and service in a synodically authorized ministry.

E. Program of Preparation

The synod defines the program of preparation for synodically authorized ministry consistent with this policy and with any guidelines developed by the appropriate churchwide unit, in consultation with an ELCA seminary. The program of preparation can be accomplished in a variety of ways including educational programs that utilize current rostered ministers within the synod, ELCA seminaries and continuing education centers and other appropriate resources. Such programs shall prepare individuals to have knowledge and abilities in the following areas:

1. Bible;
2. Lutheran theology, the Lutheran Confessions and the Confession of Faith and polity of the ELCA;
3. Worship;
4. Spiritual discernment and faith development;
5. Leadership expectations and identity;
6. Contextual understanding; and
7. Pastoral skills including preaching, catechetics, worship leadership, visitation, pastoral care and outreach.

F. Authorization for Service

When the synod has determined that a specific need exists, and with the consent of the congregation to be served, an individual may be authorized for service within the synod by the synod bishop, in consultation with the Synod Council. The bishop will authorize for this ministry only those individuals who have been well prepared and who will serve under supervision. Completion of a program of preparation does not mean that authorization for service will follow. There is no guarantee of service within the synod. When authorized, such service shall fulfill assigned responsibilities, and authorization shall be for a specific period of time not to exceed one year, unless terminated earlier.

Individuals who serve in synodically authorized ministry are to meet the following criteria:

1. evidence of mature Christian faith and commitment to Christ;
2. satisfactory participation in the synod program of preparation, including demonstration of appropriate ministry skills;
3. knowledge and acceptance of the Confession of Faith of this church; and
4. willingness to meet this church's expectations concerning the personal conduct and behavior of individuals serving in public ministry as described in "Vision and Expectations – Ordained Ministers in the Evangelical Lutheran Church in America."

G. Letter of Authorization

The bishop's authorization shall be evidenced by an appropriate letter describing the terms and conditions of the authorization. The description may limit the activities the person is authorized to perform.

H. Supervision and Accountability

Accountability for synodically authorized ministry in a congregational setting is the direct responsibility of the Congregation Council. Accountability for a synodically authorized ministry in a non-congregational setting within a synod is the direct responsibility of the governing body of the entity that conducts that ministry, or if there is no such entity, the Synod Council. In all cases, a synodically authorized minister is to be under the direct supervision of minister of Word and Sacrament appointed by the synod bishop.

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The supervising minister of Word and Sacrament shall report to the governing body and seek the advice and counsel of the bishop or designated synod staff in relation to the synodically authorized minister.

I. Candidacy for Rostered Ministry

When, in the judgment of the authorizing bishop, a person whose service as a synodically authorized minister likely will be long-term in one ministry or in a succession of assigned ministries, that person normally shall enter the ELCA candidacy process for ordination and shall remain active in candidacy and theological preparation while serving in synodically authorized ministry.

It is preferable that a mission development is led by a pastor rather than a synodically authorized minister. When a synodically authorized minister is serving in that capacity, he or she normally shall have received a positive entrance decision for candidacy for ministry of Word and Sacrament before beginning that ministry and shall remain active in candidacy and theological preparation while serving in that mission development.

J. Renewal and Revocation

Renewal of authorization after one year may be given when a demonstrated need exists for its continuation. This need is determined by the synod bishop at the request and with the consent of the congregation or other ministry being served, consultation with the supervising minister of Word and Sacrament, and a review of both the ministry setting and the service of the authorized minister.

Authorization to provide ministry within the synod may be revoked at any time by the synod bishop, who need not specify the reason.

K. Marriage Services

Where permitted by law, synodically authorized ministers may officiate at marriage services for members of the congregation in which they are authorized to serve, with the concurrence of the congregation and the approval of the synod bishop.

L. Other Matters

Individuals may serve in a synodically authorized ministry only within the synod that has authorized that ministry. A synod may consider for authorization an individual trained and authorized by another synod, based on the individual's qualifications and ability to meet the new synod's criteria for authorized ministry.

Individuals authorized for such ministries are not to wear clerical stoles and should not wear clerical collars unless authorized by the synod bishop. The title "Pastor" is reserved for ministers of Word and Sacrament and is not to be used by synodically authorized ministers.

Synodically authorized ministers are not to offer therapy or counseling as a part of their ministries but may provide appropriate pastoral care.

M. Licensure

Synodically authorized ministry is not to be used to authorize an individual to provide for short-term, intermittent absences of a congregation's called pastor. However, there is sometimes a need to provide for the celebration of the sacrament in circumstances when neither an ELCA nor a full-communion ordained minister is available. Such situations highlight a tension between a bishop's authority to provide for "appropriate pastoral leadership" (7.31.09.) and the limitation that such authorization is only to be used when the need for such leadership is "for an extended period of time" (*Use of the Means of Grace*, Principle 40). On rare occasions, this tension may require flexibility in interpreting "for an extended period of time" so that an individual is licensed by the synod bishop to provide Word and Sacrament ministry in congregations in a location or area where ordained leadership is chronically unavailable. Licensure under such circumstance could be for a term not to exceed one year and must be limited to a specific area. Such a licensed minister must be appropriately prepared and supervised to serve only at identified locations with the specific approval of the bishop during a transitional period while the synod seeks to make ordained ministers available to serve in that area. In such situations, and subject to such conditions, the bishop may license an individual to administer the sacraments.

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II. Synod/Congregation Deacons

The title deacon is used by this church for those who are on roster of Ministers of Word and Service. However, some synods use the term deacon to describe individuals trained in and recognized by local programs that focus on diaconal ministry and some congregations use the term to describe individuals in certain governing roles. Care should be exercised in how this term is used and the expectations of those who may have this title. Ministers of Word and Service are on a roster of this church. That means that they are eligible to serve in this church under call from a congregation, synod council or the Church Council. They are under the oversight of the synod bishop and have voice and vote at synod assemblies.

Synod deacons are the responsibility of the synod that authorizes and oversees their service. Since they are not on a roster of this church, they cannot transfer from synod to synod through an established mobility process. Synods should be clear with their deacons that this title and responsibility comes from the synod and is valid only in that synod. The title deacon will not be used by the churchwide organization in communicating with synod deacons.

Congregational deacons serve the congregation that has selected them. Normally the title is not used in addressing them in written or verbal communication. The role of a congregational deacon is defined by the congregation's constitution and applies only during their term of service. These deacons are normally elected to a specific term and serve until their successors are elected. They have no responsibility outside of the congregation which elected them, unless the congregation elects them to serve in another capacity, i.e. voting member of a synod assembly.

APPENDICES:

- A. Agreements with Certain Churches
Outside the United States**
- B. Effective Dates of Change in Status**
- C. Resources for Familiarization with the
Life and Practice of the ELCA**
- D. Invitation to Extended Service**
- E. Military Chaplain Returning to a
Congregation**
- F. Sample Letters**
- G. Sample Forms**

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A. Agreements with Certain Churches Outside the United States

1. Evangelical Lutheran Church in Canada (ELCIC)

Inter-Lutheran Cooperation Between the Evangelical Lutheran Church in Canada and the Evangelical Lutheran Church in America

Inasmuch as the churches that formed the Evangelical Lutheran Church in Canada (ELCIC), constituted in 1985, and formed the Evangelical Lutheran Church in America (ELCA), constituted in 1987, have been integral parts of one another's life, continue to be one in faith and confession, and are determined to find as many ways as possible to work together and to strengthen one another as members of the Lutheran family of churches on the North American continent, it was determined that:

I. Mutual Recognition of Leadership

- A. Each church body takes appropriate steps to provide for a mutual recognition of the ordained ministry of the other church, which will be evidenced by:
 1. acceptance on the roster of ordained ministers by transfer upon receipt and acceptance of a call.
 2. acceptance on the roster of ordained ministers by transfer in the retired status.
 3. making provision so that ordained ministers may remain on the roster of the ordained ministers of one church while serving in a social service or educational agency/institution or on the staff of the other church.
 4. covenanting with one another to refuse acceptance on the roster of ordained ministers persons who have been excluded from the ordained ministry or have been denied acceptance on the roster of ordained ministers of the other church.
- B. Each church body takes the appropriate steps to recognize the seminaries of the other church as approved schools for the theological training of its candidates for the ordained ministry.
- C. Each church body takes the appropriate steps to recognize the "*Deaconess Community*" of the ELCA as a community that will serve both churches.
- D. Each church body takes the appropriate steps so that each church will recognize the rostered laypersons that are "certified," "commissioned," or "consecrated" by the other church.
- E. Each church body takes the appropriate steps to facilitate the mobility of pension-plan participants between the churches.

II. Interchurch Cooperation

- A. Each church body will provide for consultations between their corresponding units.
- B. Each church body will provide for the appropriate boards and program committees to explore the possibility of shared participation in the development and preparation of congregational materials.
- C. Each church body will provide for periodic conferences of the full-time elected officers will be held and that the elected officers of other Lutheran churches in North America will be invited to attend.
- D. Each church body will provide for the appropriate boards and program committees of the churches to explore the possibility of mutual cooperation in the preparation of social statements and the addressing of social concerns that have North American implications.
- E. Each church body will provide for the possibility of cooperation in the training, preparation, and continuing education for missionaries and in other appropriate areas.

Action as adopted by the constituting convention of the Evangelical Lutheran Church in America (1987):

Inasmuch as the churches that formed the Evangelical Lutheran Church in Canada, constituted in 1985, and are forming the new Lutheran Church in the United States, to be constituted in 1987, have been an integral part of one another's life, continue to be one in faith and confession, and are determined to find as many ways as possible to work together and to strengthen one another as members of the Lutheran family of churches on the North American continent, it is recommended that:

A. Mutual Recognition of Leadership

1. Each commission take appropriate steps to provide for a mutual recognition of ordained ministry by the churches, which will be evidenced by:
 - a. acceptance on the roster of ordained ministers by transfer upon receipt and acceptance of a call.
 - b. acceptance on the roster of ordained ministers by transfer in the retired status.

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- c. making provision so that ordained ministers may remain on the roster of the ordained ministers of one church while serving in a social service or educational agency/institution or on the staff of the other church.
 - d. covenanting with one another to refuse acceptance on the roster of ordained ministers persons who have been excluded from the ordained ministry or have been denied acceptance on the roster of ordained ministers of the other church.
2. Each commission take the appropriate steps so that each church will recognize the seminaries of the other church as approved schools for the theological training of its candidates for the ordained ministry.
 3. Each commission take the appropriate steps so that each church will recognize the “*Deaconess Community*” of the new Lutheran church in the U.S.A. as a community that will serve both churches.
 4. Each commission take the appropriate steps so that each church will recognize the lay professionals that have been “certified” or “commissioned” by the other church.
 5. Each commission recommend to the pension committee/board that arrangements be made to facilitate the mobility of pension participants between the churches.

B. Interchurch Cooperation

1. Each commission recommend to the new churches that provision be made for consultations between their corresponding units.
2. Each commission recommend that the appropriate boards of the new churches explore the possibility of shared participation in the development and preparation of congregational materials.
3. Each commission recommend to the new churches that periodic conferences of the full-time elected officers be held and that the elected officers of other Lutheran churches in North America be invited to attend.
4. Each commission recommend that the appropriate boards of the new churches explore the possibility of mutual cooperation in the preparation of social statements and the addressing of social concerns that have North American implications.
5. Each commission recommend that the Global/World boards of the new churches explore the possibility of cooperation in the training, preparation and continuing education of missionaries and in other appropriate areas.
6. Each commission, where applicable, recommend to the ALC, AELC, LCA, and ELCIC that the recommendations listed above be honored during the period January 1, 1986-December 31, 1987.

Relationships and Statement of Agreement Of the Deaconess Community of the Evangelical Lutheran Church in America With the Evangelical Lutheran Church in Canada

The following statement was approved by the board of the Division for Ministry in October 1994 and adopted by the Church Council of the Evangelical Lutheran Church in America in November 1994.

- A. Members of the Evangelical Lutheran Church in Canada (ELCIC) will be approved, set apart according to the entry rite of that church, and rostered by the ELCIC.
- B. The Deaconess Community of the Evangelical Lutheran Church in America (ELCA) will service both churches for the purpose of formation and community support and will relate to the candidacy process of both churches according to the guidelines established by each church.
- C. The Deaconess Community of the ELCA will include members of both the ELCA and the ELCIC.
- D. Deaconesses serving in the ELCIC shall be in a relationship of accountability for discipline, call, and mobility with the ELCIC according to the practices of that church.
- E. There shall be mutual transferability for deaconesses who are members of the Deaconess Community of the ELCA between both churches as presently exists for ordained ministers.
- F. The question of rostering needs to be determined by each church. While only members of the ELCA can be listed on the roster of the ELCA, it will be requested that the Yearbook listing of members of the Deaconess Community of the ELCA include ELCIC members with appropriate designation of which church roster they are a member. The ELCIC will determine how to list its deaconesses—which may be as “diaconal ministers.”

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Transfer of Ordained Ministers Between Synods Of the Evangelical Lutheran Church in America And Synods of the Evangelical Lutheran Church in Canada

An ordained minister may be transferred by the bishop of a synod of the Evangelical Lutheran Church in America to the roster of a synod of the Evangelical Lutheran Church in Canada in the same manner employed for the transfer of such an ordained minister between two synods of the Evangelical Lutheran Church in America (*see* 7.42.01.).

Likewise, an ordained minister in good standing on the roster of a synod of the Evangelical Lutheran Church in Canada may be received through transfer by a bishop of a synod of the Evangelical Lutheran Church in America for service under call in this church. An ordained minister of the Evangelical Lutheran Church in Canada shall be received by transfer upon acceptance of a valid call from a congregation, Synod Council, or the Church Council of this church following the certification of their good standing on the roster of the Evangelical Lutheran Church in Canada, completion of a Rostered Leader Profile, and the approval of the bishop of the synod in which they are to serve.

The principle of full disclosure shall apply to all such transfers. It is recommended that the ELCA synod or calling body complete a criminal background check on the ordained minister. If a background check is done by the calling body, a copy should be shared with the synod.

2. Evangelical Church in Germany (Evangelische Kirche in Deutschland - EKD)

Guidelines on Candidacy Issues For German Students or Pastors from the Evangelical Church in Germany (EKD)

Introduction

The Evangelical Lutheran Church in America (ELCA) has had an agreement since 1988 regarding cooperation with the Evangelical Church in Germany (EKD), a federation of 23 regional Lutheran, Reformed, and United Protestant churches. In recent years these churches report having more students as theologically trained graduates than there are pastoral positions and compensation available for candidates for ordination. Students who have received theological degrees in Germany, as well as pastors from German churches, continue to express interest in serving in ELCA congregations in the United States.

Concern remains with the EKD about obligations of its churches should students come to the United States to become ordained and then return to Germany expecting positions. It is essential to honor the spirit of cooperation that has been present among our churches, and the appropriate churchwide unit encourages all synods to practice diplomacy in issues related to German students with theological degrees and pastors from these German churches seeking to serve as ordained ministers in the ELCA.

“Occasional service” or “Extended Service” for German pastors may not lead to or require “Transfer” to the roster of the ELCA. Candidacy committees consider the application of such pastors seeking to Transfer, and of students from Germany who have pursued U.S. degrees and who seek ordination and service on the roster of the ELCA. Careful attention should be given to the distinctions between short-term (Occasional or Extended service) and long-term (Transfer or ordination) placements in ELCA ministries.

The particular needs of this church are an important factor in determining who is approved for rostered ministry in the ELCA. The mission of this church involves outreach, worship, service, advocacy for justice, and nurture. While the scope of our mission is global, our particular responsibility is for ministry in the United States and the Caribbean. It is essential, therefore, to have leaders who thoroughly understand and are experienced with the cultural context of this diverse area.

I. Process for Short-Term Placement

The short-term availability of ordained ministers from churches of the EKD, as established by mutual agreement, falls within two categories: availability to serve in an occasional situation and availability to meet an extended need, including service in “yoked parish” settings.

- A. Occasional Service:** An occasional situation is defined as one in which an ordained minister of a church body of the EKD may be asked to preach or administer the sacraments in an ELCA congregation on an occasional basis with the authorization of the synod bishop.
- B. Extended Service:** An ordained minister of a church body of the EKD may be invited, as authorized by the synod bishop, to serve as the pastor of an ELCA congregation for an extended period of time only with the consent of

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the member church of the EKD, and remains an ordained minister of that church body during such service. Such pastors are expected to preach, teach, and administer the sacraments within that ELCA congregation in a manner that is consistent with the Confession of Faith of the Evangelical Lutheran Church in America and to live in a manner consistent with the ministerial policy of this church. Such service shall be rendered only in order to serve the ministry and mission needs of the ELCA in a given situation.

The employing ministry site must reach an agreement on employment according to the relevant provisions of the EKD, must make adequate accommodation available, and must cover the costs of repatriation for the pastor and his or her family on the expiry of the service (*Agreement between the ELCA and the EKD, Section III, 4 and 5*).

II. Process for ELCA Rostering

Prior to and during the application process for service on the ELCA roster, the synod must examine the desires and goals of applicants to determine their plans for the future. A written statement from the applicant of intent to remain in the ELCA for long-term service is to be retained with the candidacy file.

- A. Pastors:** The candidacy process for those who are “Ordained in Another Lutheran Church or Another Christian Tradition” is followed for ordained pastors of the EKD churches. All guidelines should be carefully followed in partnership with the synod Candidacy Committee. The prospective candidate first meets with an Initial Assessment Panel, which includes the synod bishop (or designee), the chair of the Candidacy Committee, and one additional Candidacy Committee member. The prospective candidate visits with this panel at his or her own expense for the purpose of mutual discernment. This meeting is held prior to the entrance interview for candidacy. The appropriate churchwide unit convenes a review panel once an entrance/endorsement decision is made by the Candidacy Committee. An approval interview is scheduled once all recommendations have been met.
- B. Students:** Students from Germany who have theological degrees who are not ordained but desire to be rostered in the ELCA must follow the normal steps of candidacy (entrance, endorsement, ELCA seminary residency, approval, etc.) with the guidance of a synod Candidacy Committee. The Candidacy Committee must consult with the appropriate churchwide unit before any candidacy decisions are made. Once an applicant is approved for entrance into candidacy, the candidate affiliates with an ELCA seminary where the candidate’s academic program will be reviewed by a panel convened by the appropriate churchwide unit. The panel makes a recommendation regarding recognition of prior academic or field work, including “Spezialvikariat” and other accomplishments and study. The seminary provides direction for supervised clinical ministry and internship placements as well as for any additional preparation that may be necessary.

After all practical and academic requirements have been completed by persons seeking ELCA roasting (including internship and clinical ministry [CPE] where required), the Candidacy Committee will schedule and conduct the approval interview. The timeline for this process will vary, depending upon the background of the candidate as well as familiarity with ELCA mission and ministry. Approved candidates participate in the churchwide Assignment of Candidates under the direction of the appropriate churchwide unit. It is expected that candidates will be available to serve where they are needed for leadership in this church.

Cultural Immersion: Any time spent in the United States prior to serving should include an immersion in the life and culture of the ELCA, including active membership in an ELCA congregation. The normal requirement of one-year membership in an ELCA congregation is the guideline for adequate time to become familiar with the practice of ministry in the ELCA. Providing opportunities for German students to develop familiarity and skills so that they may serve well in ways that are fulfilling and effective in the ELCA is part of the responsibility of the synod Candidacy Committee as well as the congregation. For those who have theological degrees from Germany seeking ordination and roasting in the ELCA, the policies of this church regarding ordination must be observed, and it is preferred that the service of ordination be in an ELCA congregation as a way of further assimilation into the life of this church.

Record Keeping: The appropriate churchwide unit maintains records for tracking German students and monitors the effectiveness of this cooperative effort. The synod Candidacy Committee should report such candidates and their progress to the appropriate churchwide unit. Candidacy decisions and recommendations from the Review Panel should be reported to the unit.

III. Consultation with the Parent Church in Germany

Extended service contracts can be authorized only with the consent of the EKD. Likewise, for admission to the ELCA roster, the synod bishop must request a letter of reference from the candidate’s parent church body regarding any EKD pastor who seeks to transfer or German student who seeks to be approved for ordained ministry in the ELCA.

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The EKD will provide comments and observations regarding the individual's relationship with the church. This should occur at the beginning of the candidacy process.

Correspondence should be directed to:

Evangelical Church in Germany

Secretary for North America Ecumenical Relations and Ministries Abroad

Herrenhäuser Strasse 12

30419 Hannover, Germany

Tel: (49) 0511-2796-0

Fax: (49) 0511-2796-707

A copy of this letter from the synod bishop must be sent to the Domestic Mission unit, ELCA, 8765 West Higgins Road, Chicago, IL 60631.

IV. Immigration Issues

While applicants for service in ELCA ministry sites do not have to be U.S. citizens, they must pursue the appropriate immigration status with the government to allow for employment within the United States. The United States government has restrictions regarding those who seek change in status for religious purposes. It is essential that applicants address this issue and report their status to the synod bishop or, in the case of persons seeking admission to the roster of ordained ministers, to their Candidacy Committee.

Original policy adopted by the Church Council of the Evangelical Lutheran Church in America November 14, 1999 [CC99.11.83n]; revised policy adopted by the Church Council November 15, 2009 [CC09.11.97].

B. Effective Dates of Changes in Status

I. Rostered Minister Leaving Call

- a. **For new call:** If a rostered minister leaves a call for a new call, the first day of the new call shall be the first day worked at the new call, and the last day of the old call shall be the previous day.
- b. **Without new call**
 1. If a rostered minister leaves a call without a new call, and does not apply for on-leave-from-call, disability, or retired status within 45 days, the last day of the old call shall be the last day worked, and the rostered minister shall be deemed to have no longer been on the roster effective the first day after the last day of the old call.
 2. If a rostered minister leaves a call without a new call, and applies for on-leave-from-call, disability, or retired status within 45 days of the end of the old call:
 - a) And the requested status is *granted*, then the last day of the old call shall be the last day worked, and the rostered minister shall be deemed to have the granted status effective the first day after the last day of the old call.
 - b) And the requested status is *denied*, then the last day of the old call shall be the last day worked, and the rostered minister shall be deemed to no longer be on the roster effective the date that the requested status was denied.
 3. In determining the last day worked at the old call, payment of severance or accrued vacation is not considered, and the focus is on the last day worked.
 4. Rostered ministers should contact Portico Benefit Services or their benefits provider regarding the process for benefit changes.

II. Rostered Minister Leaving On-Leave-from-Call, Disability or Retired Status

- a. **For new call:** If a rostered minister leaves on-leave-from-call, disability, or retired status for a new call, the first day of the new call shall be the first day worked at the new call and the last day of their prior status shall be the previous day.
- b. **Without new call:**
 1. If a rostered minister is removed from on-leave-from-call, disability, or retired status and the rostered minister does not have a new call, and does not apply for a new status within 45 days, then the rostered minister shall be deemed to have no longer been on the roster effective the date of removal from the prior status, and the last day of the prior status shall be the previous day.
 2. If a rostered minister is removed from on-leave-from-call, disability, or retired status, and the rostered minister does not have a new call, and applies for a new status within 45 days from the removal from the prior status:
 - a) And the requested status is *granted*, then the last day of the prior status shall be the date on which the rostered minister was removed from the prior status or on which the prior status expired, and the first day of the new status shall be the next day.
 - b) And the requested status is *denied*, then the rostered minister shall be deemed to have no longer been on the roster effective the date of removal from the prior status, and the last day of the prior status shall be the previous day.
 3. If a rostered minister's on-leave-from-call status expires without being renewed, and the rostered minister does not have a new call, and does not apply for retired or disability status prior to the expiration of the on-leave-from-call status, then the rostered minister shall be deemed to have no longer been on the roster effective the date of the expiration of on-leave-from-call status, and the last day of the on-leave-from-call status shall be the previous day.
 4. If a rostered minister's on-leave-from-call status expires without being renewed, and the rostered minister does not have a new call, and applies for retired or disability status prior to the expiration of the on-leave-from-call status:
 - a) And the requested status is *granted*, then the first day of the new status shall be the day on which the new status was granted, and last day of on-leave-from-call status shall be the previous day.

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- b) And the requested status is *denied*, then the rostered minister shall be deemed to have no longer been on the roster effective the date of expiration of on-leave-from-call status, and the last day of the on-leave-from-call status shall be the previous day.
5. Rostered ministers should contact Portico Benefit Services or their benefits provider regarding the process for benefit changes.

C. Resources for Familiarization with the Life and Practice of the ELCA

Resources. In consultation with seminary faculties, the appropriate churchwide unit recommends resources such as these to assist synod bishops in familiarizing ordained ministers of another church body with the life and practice of the ELCA:

Resources of the ELCA

- *The Book of Concord*
- *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*, particularly Chapters 2-7, and 9
- *Evangelical Lutheran Worship*
- “Vision and Expectations: Ministers of Word and Sacrament in the Evangelical Lutheran Church in America”
- “The Use of the Means of Grace: A Statement on the Practice of Word and Sacrament”

Theological and historical perspectives

- *The Annotated Luther*, 6 volumes
- Single works of Martin Luther:
 - Kirsi Stjerna, ed. *The Large Catechism of Dr. Martin Luther, 1529*
 - Mark D. Tranvik ed., *The Freedom of a Christian*
- Lowell G. Almen, *One Great Cloud of Witnesses! You and Your Congregation in the Evangelical Lutheran Church in America*
- Carl E. Braaten and Robert W. Jensen, eds., *Christian Dogmatics*, 2 vols.
- Carl E. Braaten, *Principles of Lutheran Theology*
- Mark Granquist, *Lutherans in America: A New History*
- Jeff G. Johnson, *Black Christians: The Untold Lutheran Story*
- Kathryn A. Kleinhans, ed., *Together by Grace: Introducing the Lutherans*
- Craig Nesson, *Shalom Church: The Body of Christ as Ministering Community*
- L. DeAne Lagerquist, *The Lutherans (Denominations in America)*
- Martin Lohrmann, *Book of Harmony: Spirit and Service in the Lutheran Confessions*
- Albert Pero and Ambrose Moyo, eds., *Theology and the Black Experience: The Lutheran Heritage Interpreted by African and African-American Theologians*
- Kirsi Stjerna, *Women of the Reformation*
- Mary Streufert, ed., *Transformative Lutheran Theologies: Feminist, Womanist, and Mujerista Perspectives*
- Marit Trelstad, ed., *Cross Examinations*
- Timothy J. Wengert, *Martin Luther’s Catechisms: Forming the Faith*
- Timothy J. Wengert, *Reading the Bible with Martin Luther: An Introductory Guide*

D. Invitation to Extended Service

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E. Military Chaplain Returning to a Congregation

Bureau for Federal Chaplaincy Ministries
Evangelical Lutheran Church in America
305 E St. NW, Suite 300
Washington, DC 20001
202-417-3692

Suggestions for Chaplain Reentry into the Congregation

Operational commitments assigned to the Armed Forces of the United States (Active Duty, Reserve, and National Guard) in recent years have been at a level not experienced in several decades. A large number of Reserve and National Guard chaplains have been activated and had to leave their parishes for considerable periods of time, some up to 18 months.

Suggestions have been developed for chaplains and congregations in time of military involuntary call-up under the title "Suggestions for Chaplains and Congregations in Time of Military Involuntary Call-up" (Part One, page 27).

Congregations whose pastors are members of the Reserve or National Guard should have a standing "Mobilization Agreement" to provide for the needs of the pastor and family as well as the congregation during periods of mobilization.

When the period of active duty has been completed and the pastor returns to the parish the critical process of reentry begins. The form it may take and the time required for its completion will vary with each pastor and congregation; some estimates are 3-6 months. Chaplain Lance Kittleson has provided a helpful description of the variety of experience chaplains may have during their deployment in his article "Coming home from Iraq" (*The Lutheran*, September 2004). The experiences may range from frequent boredom to long periods of tension and tragedy. The effects of these experiences can be long lasting and chaplains are not immune to post-traumatic stress syndrome.

As marriage partners are advised to have patience with each other as they both make their way through the reentry process, the same patience is needed on the part of pastors and congregations. The most common instinct is the desire to "pick up where we left off and get on with it" as though nothing had changed in any of the relationships. Every effort should be made to resist this temptation since all persons in the relationships have changed and need time to get to know one another again. If a "returned chaplain" is available in the area, every effort should be made to invite the chaplain to meet with the congregation and congregation council to talk about the experience of deployment and reentry.

If at all possible, congregations are urged to make provision for the pastor and family to go away together for a couple of weeks and get reacquainted after the separation. This is the primary relationship and should be addressed first. It also may offer opportunity for the pastor to get body and emotions in the same place. With the rapid means of transportation available, it is possible for a person to be physically at home but emotionally still half a world away. Bishops should give consideration to organizing retreats for returning chaplains and their spouses, perhaps on a regional level, led by a skilled counselor who would help the couples process their experiences and adjust to ministry in the parish.

Perhaps the next planned event would be an overnight retreat for the pastor and Congregation Council where the pastor can listen as council members describe how they experienced the time of separation and the pastor's experience also might be shared. Special attention should be paid to the new agreements that have been worked out within the congregation during this period. If a number of functions formerly performed by the pastor have been assumed by members of the congregation, some renegotiation will probably be necessary. When done with care and sensitivity, this process may produce new models of ministry to the benefit of the congregation.

For the congregation, the "get acquainted period" that was necessary when the pastor first arrived in the parish will need to be repeated in a shorter form at this time, perhaps the three to six months mentioned previously.

The pastor will experience some strong "pulls" in various directions:

- From the congregation. Some members of the congregation will require extended amounts of the pastor's time so the pastor can be brought up do date with the events in the member's life. The pastor must make special efforts to provide for this time.
- From the unit. Strong bonds are formed when people are together in a hostile environment. As the chaplain assisted the members of the unit to deal with events and experiences during the deployment, so she or he will usually feel the obligation to assist them in their family and community reentry process that may be prolonged and quite difficult. A chaplain's presence is in greater demand following a deployment than preceding it. Congregations can render valuable ministry to the community through sharing their pastor and facilities to assist soldiers as they navigate their individual reentry processes through such support activity.

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The pastor will probably need to adjust to a different pace and focus upon return. Military operations are frequently characterized by a high level of activity and an intense focus on a particular task. The pace in most congregations is slower and the focus more diffused compared with military operations. This will call for some adjustment on the part of the returning chaplain who may experience the feeling of being “at loose ends” when the focus of activity is not as sharp.

The pastor may have experienced long periods of extreme tension produced by attempting to be aware of any imminent danger and instantly react appropriately. Ordinary sounds that occur without warning may be interpreted differently by persons returning from a combat theater and produce unusual reactions. It is not unusual for such persons to experience difficulty sleeping or have “nightmares” for a period of time following their return.

It would not be unusual for questions to arise in the hearts of both pastor and parishioners if this relationship still fits and is workable. All parties are urged to withhold judgment for some time and let the reentry process unfold.

A period of separation, be it between spouses or pastor and congregation, tends to amplify the existing relationship. If the relationship was warm, close, and caring prior to the separation it will probably be even more so upon return. By the same token, if the relationship was troubled prior to the deployment, it will usually be even more difficult at the end of the separation.

Excellent resources are provided by the Army Chief of Chaplains in the document “Deployment Resources for America’s Clergy,” which is available on the Internet. Go to the Army’s Web site (www.chapnet.army.mil/) and click on “Civilian Clergy Resources” on the left hand side of the home page.

Essential elements of the process:

- Be patient with one another.
- Listen intently to what the other person is saying.
- Speak candidly and lovingly to one another.
- Hold on to the unity you have been given in Christ.

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((Draft letter of completion of pastoral responsibility of ministers of Word and Sacrament))

date

name

address

Dear Pastor -----:

Greetings in this season of (name of season in church year). Grace and peace be with you in the name of our Lord and Savior, Jesus Christ.

Congratulations upon your acceptance of a new call to serve (specify new call). The weeks ahead will likely be filled with the excitement and anticipation that come from such a transition as you begin to envision what you can and should do in your new ministry context.

Please remember that members of your current congregation are still in the early stages of processing the announcement of your resignation. They have not had the same preparation for this transition that you have had, and some may be finding it difficult to conceive of anyone else providing their pastoral care. A few people (if they have not done so already) may even approach you to ask if you would return to the congregation to conduct a wedding or preside at a funeral.

While it may be tempting to agree to continue in such a pastoral relationship, upon the effective date of your resignation you are no longer the pastor of the congregation and do not have the authority to make such commitments. Receive these requests as affirmations of your past service to the congregation, but explain that, in light of †S14.19. in the *Constitution for Synods*, you are not at liberty to accept their invitation. Assure the parishioner that pastoral care will be provided.

You may find it helpful to use the service of “Farewell and Godspeed” prior to your departure from the congregation. Whether incorporated into the usual Sunday liturgy or placed within a special service to celebrate your ministry within the congregation, consider including a moment when you return to representatives of the congregation those symbols of the ministerial office presented at your installation, along with a parallel response, “I am no longer called to be among you to baptize ... proclaim the good news ... preside at Holy Communion.” It sometimes is an emotional experience as the procession moves from font, to pulpit, to altar, but this signals an important change in your relationship with the members of the congregation and should help to discourage inappropriate invitations to return, allowing you to focus fully upon your new context for ministry.

Please take care to assure that the parochial record of pastoral acts you conducted within the congregation is up to date. As required by †S14.21. of this synod’s constitution, the secretary of the congregation shall attest in writing to me that the record was received, in good order, before you can be installed in a new call. Also, be mindful of the necessity to “make satisfactory settlement of all financial obligations” to this congregation (†S14.22.) before your departure.

Thank you for your years of service as a minister of Word and Sacrament. Be assured that this church remains grateful to you for your pastoral ministry. May God bless you in your new call.

In Christ,

Bishop

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*((Draft letter regarding **removal from the roster** of Ministers of Word and Sacrament—revised version, March 2017))*

date

name
address

Dear -----:

Grace and peace be with you in the name of our Lord and Savior, Jesus Christ.

I am writing to inform you of the removal of your name from the roster of Ministers of Word and Sacrament of the ELCA. This action has been taken in keeping with the constitutional and bylaw provisions that govern the roster of Ministers of Word and Sacrament.

By a copy of this letter, I am notifying (name), secretary of this church, that your name is to be removed from the roster of Ministers of Word and Sacrament, effective (specify date).

Your roster file will be retained by the secretary of this church, as prescribed by ELCA churchwide bylaw 7.41.09. You may provide annually to the secretary of this church, if you so desire, your current address and other appropriate information for that roster file.

Please bear in mind that, from the perspective of this church, you are no longer a minister of Word and Sacrament. Therefore, you are to function as a layperson in a congregation. Because you are no longer on this church's roster of Ministers of Word and Sacrament, the privileges and responsibilities conveyed at ordination have ceased.

As someone who is not on the roster of Ministers of Word and Sacrament of this church, you must no longer perform any duties or acts associated with ordained ministry. You are not to use the title "Pastor" or "the Rev." Neither are you to baptize, preside at Holy Communion, perform marriages (unless otherwise authorized by state law), or wear vestments normally associated with a minister of Word and Sacrament, such as a stole or clerical collar.

If you were asked to substitute due to the absence of a pastor, you could only do so as a layperson serving without clerical vestments in leading a Service of the Word. Only in the most unusual circumstance, and then **only** with the explicit permission of the synod bishop, could you preside for Holy Communion, in keeping with the policy of this church as defined in "The Use of the Means of Grace—A Statement on the Practice of Word and Sacrament."

You must not remain a member of the congregation that you were serving at the time of your removal. Transferring your membership to another congregation assists the current leaders and members to carry out their ministry. It also provides an opportunity for you to enter fully into the life of a different congregation with clarity about your role. It is your responsibility to sever ties with your former congregation.

Should you desire at some point in the future to seek reinstatement to the roster of Ministers of Word and Sacrament, application will need to be made to the bishop of this synod for referral to the Candidacy Committee. The possibility of reinstatement is governed by ELCA churchwide bylaw 7.31.05. and other applicable policies that outline steps in that process.

Removal of your name from the roster brings to a close, in some sense, a particular chapter in your life. May our gracious God grant you wisdom, strength, and courage in your future endeavors.

In Christ,

Bishop

xc: Name, secretary of this church

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*((Draft letter to ministers **on leave from call**, informing them of their **removal from the roster** of Ministers of Word and Sacrament –revised version as of March 2017))*

date

name

address

Dear -----:

Grace and peace be with you in the name of our Lord and Savior, Jesus Christ.

As required under the provisions that govern the rosters of this church, ministers of Word and Sacrament who are without a current letter of call may be retained on the roster by annual action of the Synod Council, upon endorsement by the synod bishop, for a maximum of three years. You have now reached the end of the privilege of that on-leave-from-call status.

By a copy of this letter, I am notifying (name), secretary of this church, that your name is to be removed from the roster of Ministers of Word and Sacrament, effective (specify date).

Your roster file will be retained by the secretary of this church, as prescribed by ELCA churchwide bylaw 7.41.09. You may provide annually to the secretary of this church, if you so desire, your current address and other appropriate information for that roster file.

Please bear in mind that, from the perspective of this church, you are no longer a minister of Word and Sacrament. Therefore, you are to function as a layperson in a congregation. Because you are no longer on this church's roster of Ministers of Word and Sacrament, the privileges and responsibilities conveyed at ordination have ceased.

As someone who is not on the roster of Ministers of Word and Sacrament of this church, you must no longer perform any duties or acts associated with ordained ministry. You are not to use the title "Pastor" or "the Rev." Neither are you to baptize, preside at Holy Communion, perform marriages (unless otherwise authorized by state law), or wear vestments normally associated with a minister of Word and Sacrament, such as a stole or clerical collar.

If you were asked to substitute due to the absence of a pastor, you could only do so as a layperson serving without clerical vestments in leading a Service of the Word. Only in the most unusual circumstance, and then **only** with the explicit permission of the synod bishop, could you preside for Holy Communion, in keeping with the policy of this church as defined in "The Use of the Means of Grace—A Statement on the Practice of Word and Sacrament."

Should you desire at some point in the future to seek reinstatement to the roster of Ministers of Word and Sacrament, application will need to be made to the bishop of this synod for referral to the Candidacy Committee. The possibility of reinstatement is governed by ELCA churchwide bylaw 7.31.05. and other applicable policies that outline steps in that process.

Removal of your name from the roster brings to a close, in some sense, a particular chapter in your life. May our gracious God grant you wisdom, strength, and courage in your future endeavors.

In Christ,

Bishop

xc: Name, secretary of this church

3/17/2017 2:09:58 PM

*((Draft letter of notice of **removal from roster** of Ministers of Word and Sacrament due to **joining another church body**—revised version as of March 2017))*

date

name

address

Dear -----:

Grace and peace be with you in the name of our Lord and Savior, Jesus Christ.

I am writing to inform you of the removal of your name from the roster of Ministers of Word and Sacrament of the ELCA. This action has been taken in keeping with the constitutional and bylaw provisions that govern the roster of Ministers of Word and Sacrament.

By a copy of this letter, I am notifying (name), secretary of this church, that your name is to be removed from the roster of Ministers of Word and Sacrament, effective (specify date).

Your roster file will be retained by the secretary of this church, as prescribed by ELCA churchwide bylaw 7.41.09. You may provide annually to the secretary of this church, if you so desire, your current address and other appropriate information for that roster file.

Please bear in mind that, from the perspective of this church, you are no longer an ELCA pastor. As someone who is not on the roster of Ministers of Word and Sacrament of this church, you must no longer perform any duties or acts associated with the ministry of Word and Sacrament within the ELCA.

If you were asked to substitute due to the absence of a pastor, you could only do so with the explicit permission of the synod bishop.

Should you desire at some point in the future to seek reinstatement to the roster of Ministers of Word and Sacrament of the ELCA, application will need to be made to the bishop of this synod for referral to the Candidacy Committee. The possibility of reinstatement is governed by ELCA churchwide bylaw 7.31.05. and other applicable policies that outline steps in that process.

Removal of your name from the roster brings to a close, in some sense, a particular chapter in your life. May our gracious God grant you wisdom, strength, and courage in your future endeavors.

In Christ,

Bishop

xc: Name, secretary of this church

3/17/2017 2:09:58 PM

*((Draft letter of notice of **resignation from roster** of Ministers of Word and Sacrament –revised version as of March 2017))*

date

name

address

Dear -----:

Grace and peace be with you in the name of our Lord and Savior, Jesus Christ.

I write to acknowledge your letter of resignation from the roster of Ministers of Word and Sacrament of the ELCA.

By a copy of this letter, I am notifying (name), secretary of this church, that your name is to be removed from the roster of Ministers of Word and Sacrament, effective (specify date).

Your roster file will be retained by the secretary of this church, as prescribed by ELCA churchwide bylaw 7.41.09. You may provide annually to the secretary of this church, if you so desire, your current address and other appropriate information for that roster file.

Please bear in mind that, from the perspective of this church, you are no longer a minister of Word and Sacrament. Therefore, you are to function as a layperson in a congregation. Because you are no longer on this church's roster of Ministers of Word and Sacrament, the privileges and responsibilities conveyed at ordination have ceased.

As someone who is not on the roster of Ministers of Word and Sacrament of this church, you must no longer perform any duties or acts associated with ordained ministry. You are not to use the title "Pastor" or "the Rev." Neither are you to baptize, preside at Holy Communion, perform marriages (unless otherwise authorized by state law), or wear vestments normally associated with a minister of Word and Sacrament, such as a stole or clerical collar.

If you were asked to substitute due to the absence of a pastor, you could only do so as a layperson serving without clerical vestments in leading a Service of the Word. Only in the most unusual circumstance, and then only with the explicit permission of the synod bishop, could you preside for Holy Communion, in keeping with the policy of this church as defined in "The Use of the Means of Grace—A Statement on the Practice of Word and Sacrament."

You must not remain a member of the congregation that you were serving at the time of your resignation. Transferring your membership to another congregation assists the current leaders and members to carry out their ministry. It also provides an opportunity for you to enter fully into the life of a different congregation with clarity about your role. It is your responsibility to sever ties with your former congregation.

Should you desire at some point in the future to seek reinstatement to the roster of Ministers of Word and Sacrament, application will need to be made to the bishop of this synod for referral to the Candidacy Committee. The possibility of reinstatement is governed by ELCA churchwide bylaw 7.31.05. and other applicable policies that outline steps in that process.

Removal of your name from the roster brings to a close, in some sense, a particular chapter in your life. May our gracious God grant you wisdom, strength, and courage in your future endeavors.

In Christ,

Bishop

xc: Name, secretary of this church

State of the ELCA 2017

Presiding Bishop Elizabeth A. Eaton



500th Anniversary of the Reformation

~

Called Forward Together in Christ

~

Bishop Eaton's Leadership Initiative

~

Always Being Made New Update

~

TEAC





500th Anniversary of the Reformation

- ELCA500.org relaunched in January with more resources and better UX.
- We created a comprehensive communications strategy that has a strong focus on storytelling and sharing best practices on the observance of the 500th across this church. The churchwide office will serve as a "connector" of all things Reformation for the church, its partners and ministries.





Events

**Oct
29** Bishop Eaton will speak on Reformation Sunday at the National Cathedral in Washington D.C.

**Oct
31** 500th/ELCA event in D.C. that will be livestreamed. This event is being planned by the CWO now. More details to come.

**There are several events throughout the year within the church and with our partners.
Visit ELCA500.org to find more information.*



CALLED FORWARD

Together in Christ

www.ELCA.org/future

Propelled by a commitment to Lutheran traditions and to being a community of faith that is always forming and being renewed, the ELCA's presiding bishop, Church Council and Conference of Bishops initiated Called Forward Together in Christ in late 2015. The process sought to engage the ELCA in conversation about future directions so that the Church Council might reach decisions that help this church journey faithfully and effectively together in the years ahead.

The following goals came out of that process.



1 A thriving church spreading the gospel and deepening faith for all people
Priority areas for action

2 A church equipping people for their baptismal vocations in the world and this church

3 An inviting and welcoming church that reflects and embraces the diversity of our communities and the gifts and opportunities that diversity brings

4 A visible church deeply committed to working ecumenically and with other people of faith for justice, peace and reconciliation in communities and around the world

5 A well-governed, connected and sustainable church



BISHOP EATON'S

Leadership Initiative

www.ELCA.org/leaders

In November 2016, Bishop Eaton's Leadership Initiative was created to inspire leaders within this church to seek out and encourage gifted people in their congregations, communities and networks to consider a call to the ministry of the gospel, supported by growing levels of scholarships for seminary tuition.

At the same time, Bishop Eaton announced a generous \$3 million gift to the ELCA Fund for Leaders, which will provide full-tuition seminary scholarships for 60 additional students over the next three years.





From 2017-2019, there will be a focus on leadership across multiple communications channels in the ELCA, including social media, email, web, publications, presentations, video and partnerships.



Always
being made
New.

THE CAMPAIGN FOR THE ELCA





Three years ago,

we launched the ELCA's first comprehensive campaign, *Always Being Made New: The Campaign for the ELCA*, with the goal of doing more, together. Already, the generosity of ELCA members is bringing new life to the church here at home and around the world.



21

ministries

with youth and young adults are growing existing programs or starting new ones



60 countries

with ELCA World Hunger supported programs



More than \$100 million

in current gifts and multi-year commitments



372

new ministries

currently under development across the ELCA



100 international Lutheran women

with access to academic scholarships, and training and networking opportunities

35 Renewing Congregations grants

distributed in synods across the ELCA



300

ELCA World Hunger supported programs in the United States

4 new

Young Adults in Global Mission country programs

Rwanda, Cambodia, Australia and Senegal



250

seminary students

with a Fund for Leaders scholarship in the 2016-2017 academic year



\$15 million goal

for ELCA Malaria Campaign met and exceeded



Theological Education Advisory Committee (TEAC)



TEAC began its work in fall 2013 to fulfill its mandate from the Church Council “to consider how our interdependent network of theological education providers can best serve the church as it seeks to address in a holistic manner, issues in leadership development, theological education, candidacy and call, and the rosters of this church.” (CC13.04.12)



The reorganization of ELCA seminary training is guided by TEAC.

The group recommended that the ELCA:

- Set a higher priority for theological education, involving synods and congregations, and develop a “common learning platform” of internet-based resources for theological education.
- Actively seek out new leaders for the church, expanding programs that introduce young people to church leadership and asking synods and seminaries to designate people to help congregations, colleges and groups such as campus ministry to encourage people to discern whether they’re being called to ordained ministry.
- Ask seminaries to develop more cooperative programs, do common research on future needs, and work toward balanced budgets and increased reserves and endowments.



Thank You.



Theological Education Advisory Committee Report

ELCA Church Council
March 31

Reported by John Lohrmann, TEAC Chair



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God's work. Our hands.

TEAC Overarching Objectives

- Objective #1 – Systems Conversion
 - Networked theological offerings
 - Common/system-wide theological education strategy
 - Funding strategy
 - Ethnic specific leadership development
 - Experiential, immersive leadership opportunities for young adults
- Objective #2 – Institutions – Seminaries
 - Support for mission vibrancy and future leader development
 - Improved fiscal condition
 - Funding for innovation
- Objective #3 – Institutions – Lay Schools and Training Sites
 - Link vocational discernment and theological education for targeted audiences
- Objective #4 – Assessment and Best Practice Criteria
 - Adapt flexible and measureable assessment criteria to direct resources and efforts toward highest impact initiatives



TEAC Workgroups & Charge (CC Implementation plan)

Seminary Health & Sustainability

- Create Common Enterprise approaches
- Adopt Performance targets – mission and fiscal

3A, 3B & 3C

Funding Revisions & Benchmarks

- Develop process to make available funds for innovation (synodical and churchwide)
- Address required modifications to funding formulas and identify benchmarks

3D, 1B

Young Adult Leadership & Discernment

- Inventory (asset map) resources and programs currently in place
- Enhance a linked approach to vocational discernment
- Highlight successful approaches and programs which enhance leadership development

1B, 2A

Ethnic Specific Education

- Develop networked theological education programs for ethnic-specific communities
- Develop common global theological strategy

2B

Assessment Criteria

- Identify clear goals, outcomes and metrics of assessment
- Develop clear criteria for prioritizing resource alignment

1A, 1B

Communications

- Integrated communications plan – impact of education
- Clarity and transparency for TEAC efforts

1B & Overall
Transparency

Noteworthy Efforts to Date

Seminary Health & Sustainability

- **Common Enterprise**
 - United Seminary Creation (merger LTSP and Gettysburg)
 - Shared Services Luther Seminary & Augsburg University
 - Movement to Embed Trinity Lutheran Seminary with Capital University (in progress)
 - Reduce physical footprint for PLTS
 - Combined efforts for Spanish speaking communities (LSTC & Wartburg)
 - Combined efforts for ELCA seminary recruitment and discernment supported by external grant

Seminary Health & Sustainability

- **Fiscal Performance**
 - United Merger projects significant reduction of capital assets required (estimated impact of \$18m), reduction to debt after three years and \$3m less in operating expenditures
 - Targets in development



Proposed Seminary Current Context

- Significant Gap in First Call Candidates – 1,000 fewer anticipated by 2019 than are needed
- System-wide the ELCA seminaries face a \$45,700 gap in the amount of revenue generated per student in comparison to the cost of seminary based education – if not filled by scholarship, donor contributions, endowment or other churchwide or synod funding - it will exacerbate the operating deficit
- The above factors plus reductions to church based funding (e.g., inflationary and declining budget impacts) results in a system-wide operating deficit of \$11.4m (2016) – seminaries have been in an operating deficit position since 2006
 - Enrollment alone will not solve the deficit situation – for example, even if enrollment is doubled system-wide while operating revenues and expenses stayed flat and with no additional endowment or scholarship dollars, there would still be an operating deficit of \$4 million.
- Since the historic revenue model for educating leaders is not tuition driven, the fact that total net assets are down \$20 million (due to market losses (\$10m), lower contributions (\$6m), lower net tuition dollars (\$1m), and drops in other revenue sources) places the seminary ecosystem in a vulnerable situation.



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Proposed Categories for Performance Targets

System-wide Enrollment	Optimal Revenue Mix	Positive Operating Budget	System-wide Net Tuition Level
Direct Education Expense (minimum)	Institutional Support Expense (maximum)	Optimal Scholarship Mix	Optimal Donor Mix



Noteworthy Efforts to Date

Funding Revisions & Benchmarks

- Discussed ELCA leadership needs
- Assessed historical churchwide and synod giving to theological education and recommended changes to target innovation
- Conducted Bishop survey

Assessment Criteria

- Created assessment tool to compare various initiatives in terms of potential return for investment (mission and fiscal)
- Developed process and platform (in progress) to invite those with impactful programs/pilots to submit ideas to TEAC for assessment and perhaps future innovation funding

Communications Plan

- Developed communication plan to share work of TEAC
- Design for stakeholder messaging to better engage all expressions of the church in the transformation of theological education approaches (social media, etc.)
- Invite broader distribution of theological education efforts to connect the dots (e.g., build on success, eliminate duplication)



Church Council Action Required

- Receive TEAC Communications Plan
- Receive report on Seminary efforts and target development
- Funding formula recommendations
 - Discuss: Requirement that every synod must plan for consultation with seminaries in FY18
 - Discuss: Authorize the determination of a minimum percentage for synod giving to seminaries and theological education efforts
 - Action: Set aside 5% of churchwide seminary allocation to work on recruitment of ethnic specific leaders



Theological Education Advisory Committee Report



Evangelical Lutheran Church in America
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BYLAWS
OF
WARTBURG THEOLOGICAL SEMINARY

Amended ~~2012~~2016

ARTICLE I

OFFICES

The principal office of the ~~corporation~~Corporation in the State of Iowa shall be located in the City of Dubuque of Dubuque County. The ~~corporation~~Corporation may have such other offices, within or without the State of Iowa, as the business of the ~~corporation~~Corporation from time to time.

The registered offices of the ~~corporation~~Corporation required by the Iowa Nonprofit Corporation Act to be continuously maintained in Iowa shall be initially as provided in the Articles of Incorporation, subject to change from time to time by resolution by the Board of Directors and filing of statement of said changes as required by the Iowa Nonprofit Corporation Act.

ARTICLE II

MEMBERS

SECTION 1. MEMBERS. The sole member of the ~~corporation~~Corporation shall be The Evangelical Lutheran Church in America.

SECTION 2. GOVERNANCE. The ~~corporation~~Corporation shall be affiliated with The Evangelical Lutheran Church in America or its successor and all acts of the ~~corporation~~Corporation shall be consistent with policies defined by The Evangelical Lutheran Church in America or its successor.

ARTICLE III

DIRECTORS

SECTION 1. GENERAL POWERS. The business and affairs of the ~~corporation~~Corporation shall be managed by its Board of Directors.

The business and affairs of the ~~corporation~~Corporation shall include the employment of faculty and administrative officers, approval of educational policies and programs for persons preparing for public ministry in the ~~seminary~~Seminary. The Board of Directors shall exercise all other normal governance functions, including the granting of degrees, holding title to and managing all ~~seminary~~Seminary property and assets, receiving gifts and bequests, establishing salaries for faculty and administrative officers, providing for the financial resources and fiscal contracts required to operate the ~~seminary~~Seminary, and shall have the authority to recruit students globally in addition to having all other powers and rights conferred by the Iowa Nonprofit Corporation Act.

SECTION 2. NUMBER AND ELECTION OF DIRECTORS.

The number of ~~director~~Directors shall be not more than ~~thirty (30)~~Twenty (20) and not less than ~~twenty (20)~~fifteen (15), the exact number to be determined from time to time by the Board of Directors. The ~~director~~Directors shall be elected as follows: (a) at least one-fifth (1/5) shall be nominated by the appropriate churchwide unit in consultation with the ~~seminary~~Seminary and elected by the Church Council of the Evangelical Lutheran Church in America; (b) two ~~director~~Directors shall be elected by the bishops of the supporting synods of the Seminary from among their number; and (c) the remaining ~~director~~Directors shall be elected by the supporting synods, in consultation with the Seminary. All synods identified by the ELCA as being in its Regions IV and V shall be considered "supporting synods." The Board of Directors shall determine the number of board members to be elected by each supporting synod, such that no supporting synod has elected more than one board member at any one time, and such that, over time, each supporting synod has an equal opportunity to elect board members. At least two (2) Directors shall reside in each of the two supporting regions.

~~Up to~~At least two (2) but not more than four (4) of the above ~~director~~Directors shall be elected from the membership of the Wartburg Seminary Foundation Board of Trustees. The Wartburg

Seminary Foundation Board of Trustees, in consultation with the ~~Chairperson~~Chair of the Board of Directors, the Chair of the Board Development Committee, and the President, shall make recommendations for election of these persons by one of the three means for electing members.

SECTION 3. LENGTH OF TERM. The term of a ~~director~~Director shall be for six (6) years and no ~~director~~Director may serve more than two (2) consecutive terms. ~~;~~ ~~provided,~~ ~~however, that t~~The electing body shall arrange the terms to provide for the election of approximately one-third (1/3) of the ~~director~~Directors each two (2) years. Appointment or election to one-half (1/2) or more of an unexpired term shall be construed as one full term.

SECTION 4. START OF TERM. The term of a ~~director~~Director shall begin on the first day of January and conclude on the last day of December with the first regular meeting of the Board of Directors following his/her election. ~~The term of a director shall conclude when his/her successor takes office.~~

SECTION 5. VACANCY. If a ~~director~~Director dies, resigns, or is absent ~~without cause~~ from three (3) consecutive regular meetings, the office shall be declared vacant. Vacancies shall be filled in the such a manner prescribed by that the election of board members remains consistent with these bylaws and the requirements of tThe Evangelical Lutheran Church in America or its successor.

SECTION 6. MEETINGS. The Board of Directors shall hold at least two (2) regular meetings each year, one of which shall be the annual meeting. The annual meeting shall be the first regular meeting following July 1. Special meetings of the Board of Directors may be called by the ~~chairperson~~Chair of the Board of Directors and shall be called by the ~~chairperson~~Chair upon written request of any four (4) ~~director~~Directors. Robert's Rules of Order, Newly Revised, latest edition, shall be used in the conduct of business.

SECTION. 7. ADVISORY MEMBERS. A representative of the Evangelical Lutheran Church in America, the President, ~~and the~~ Academic Dean ~~of the Seminary~~, and the ~~Co-~~ Presidents of the Wartburg Association of Students shall serve as advisory members. The Board of Directors may appoint others as advisory members as appropriate from time to time. Advisory members shall have voice but not vote.

SECTION 8. NOTICE. Notice of any special or regular meeting shall be given at least ten (10) days previous thereto by written notice delivered personally or mailed to each ~~director~~Director at his/her business address, or electronic mail (email). If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed and postage prepaid. If notice is given by email, such notice shall be deemed to be delivered when electronically registered as sent and delivered. The attendance of a ~~director~~Director at any meeting shall constitute a waiver of notice of such meetings, except where such ~~director~~Director

attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. Any ~~director~~Director may make written waiver of notice before, at, or after the meeting, by filing the waiver with the person designated as secretary of the meeting.

SECTION 9. PLACE OF MEETING. The Board of Directors may designate a place either within or without the State of Iowa, as a place of meetings for any annual meeting or for any regular or special meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Corporation in the State of Iowa.

SECTION 10. QUORUM. A majority of the ~~director~~Directors currently serving shall constitute a quorum for the transaction of business.

SECTION 11. MANNER OF ACTING. The act of the majority of the ~~director~~Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors except to the extent otherwise provided in these Bylaws.

SECTION 12. OFFICERS. The officers of the Board of Directors shall be a ~~Chairperson~~Chair, a Vice-~~Chairperson~~Chair, a Secretary and a Treasurer. All officers, with the exception of the Treasurer, ~~and all Chairpersons of the committee~~ must be members of the Board of Directors. All officers shall be elected by the Board of Directors at a meeting prior to the annual meeting for a term of two years; ~~the Chair and the Secretary to be elected in even numbered years and the Vice-Chair and Treasurer in odd numbered years.~~

SECTION 13. EXECUTIVE COMMITTEE.

The Executive Committee shall be composed of the officers elected pursuant to Section 12 ~~hereof of this Article 3~~, the ~~chairpersons~~chairs of all standing committees, the ~~chairperson~~Chair of the Foundation Board of Trustees, and the President of the Seminary, *ex officio*. ~~The President is entitled to notice, attendance and voice without vote for all meetings except those called to review the President's performance or compensation. The chair of each Board committee must be a Director.~~ The ~~immediate-Immediate past-Past chair~~Chair of the Board of Directors may also be appointed for a one year term to the Executive Committee. If the Treasurer or the ~~immediate-Immediate~~ Past Chair ~~are-is~~ not an elected members of the Board of Directors, the Treasurer or ~~immediate-Immediate~~ Past Chair will have voice but not vote at meetings of the Executive Committee and Board of Directors. Meetings of the Executive Committee may be called by either the ~~Chairperson~~Chair of the Board or ~~by~~ the President of the Seminary. To the extent permitted by law, the Executive Committee shall have the power to act on behalf of the Board of Directors between meetings; such actions are subject to the review and ratification of the Board of Directors.

SECTION 14. COMMITTEES.

Such committees of the Board of Directors as are needed may be authorized at any meeting of the Board of Directors.

The ~~Chairperson~~Chair of the Board, in consultation with the Executive Committee and the President ~~of the Seminary~~, shall appoint the members of the committees and their ~~chairperson~~chairs, subject to the review and approval of the Board.

SECTION 15. ADVISORY BOARD. The Board of Directors shall have the power to appoint an advisory board and/or advisors to the Board of Directors who shall have voice but not vote.

SECTION 16. PRESUMPTION OF ASSENT. A ~~director~~Director of the ~~corporation~~Corporation who is present at a meeting of its Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless:

- (1) ~~his or her~~the Director's dissent is entered in the minutes of the meeting; or,
- (2) ~~he or she shall~~the Director files ~~his or her~~ written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof; or,
- (3) ~~he or she~~the Director forwards such dissent by registered or certified mail to the ~~secretary~~Secretary of the corporation immediately after the adjournment of the meeting.

Such right to dissent shall not apply to a ~~director~~Director who voted in favor of such action.

SECTION 17. INFORMAL ACTION BY THE BOARD OF DIRECTORS. Any action required by the Iowa Nonprofit Corporation Act to be taken at a meeting of directors of the corporation, or any action which may be taken at a meeting of the Board of directors Directors or of a committee of the Board ~~directors of~~ Directors may be taken without a meeting if a consent in writing setting for the action so taken; shall be signed by all of the ~~director~~Directors or all of the members of the committee ~~of directors~~, as the case may be. Such consent shall have the same form and effect as a unanimous vote and may be stated as such in any article or document filed with the Secretary of State. This provision shall be applicable whether or not the Iowa Nonprofit Corporation Act requires that an action be taken by resolution.

SECTION 18. RESIGNATION. Any ~~director~~Director may resign at any time by giving written notice ~~of his or her resignation~~ to the ~~Chairperson~~Chair or the Secretary. Any such resignation shall take effect at the time specified therein, or if the time when it shall become effective shall not be specified therein, it shall take effect immediately upon its receipt. Except as specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 19. CONFERENCE TELEPHONE MEETINGS AND OTHERWISE ELECTRONICALLY MEDIATED MEETINGS. Subject to other applicable

provisions of this Article and to ARTICLE VIII, any action required by the Iowa Nonprofit Corporation Act to be taken at a meeting of the Board of ~~directors~~Directors or a committee of the Board of ~~directors~~Directors, or any action which may be taken at a meeting of the Board of Directors or of a committee of the Board of Directors, may be taken by means of conference telephone or by other electronic media by means of which all persons participating in the meeting can communicate synchronously with each other and the participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

ARTICLE IV

ADMINISTRATION

SECTION 1. PRESIDENT. There shall be a ~~president~~President of the Seminary who is the chief executive officer of the Seminary. The ~~president~~President shall be or become a member in good standing of a congregation of The Evangelical Lutheran Church in America or its successor and, if an ordained minister, shall be in good standing in The Evangelical Lutheran Church in America or its successor. The ~~president~~President shall have faculty status, and shall be eligible for retirement according to policies established by the Board of Directors.

The Board of Directors shall elect the ~~president~~President of the ~~corporation~~Seminary in consultation with the Bishop of The Evangelical Lutheran Church in America and the appropriate unit of the churchwide organization.

SECTION 2. VICE-PRESIDENTS. The vice-presidents of the Seminary shall be appointed by the ~~P~~President subject to subsequent approval by the Board of Directors. (01.5.80)

SECTION 3. SECRETARY. The ~~S~~secretary of the Board of Directors shall be the ~~secretary~~Secretary of the ~~corporation~~Corporation as elected by the Board of Directors pursuant to ARTICLE III, Section 12 thereof.

SECTION 4. TREASURER. The ~~T~~treasurer of the Board of Directors shall be the ~~T~~treasurer of the ~~corporation~~Corporation as elected by the Board of Directors pursuant to ARTICLE III, Section 12 thereof.

SECTION 5. ASSISTANT CORPORATE SECRETARY. The Board of Directors may also appoint an Assistant Corporate Secretary, when and for as long as the Board deems appropriate. This person will not be an officer nor a member of the Board of Directors. This person is authorized to perform the Corporate Secretary's duties at the direction of or in the absence of the Corporate Secretary. (01.11.123)

ARTICLE V

CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer of the Board or Seminary administrator, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the ~~corporation~~Corporation, and such authority may be general or confined to specific instances.

SECTION 2. LOANS. No loans shall be contracted on behalf of the ~~corporation~~Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the ~~corporation~~Corporation, shall be signed by such officer or officers, agent or agents of the ~~corporation~~Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. DEPOSITS. All funds of the ~~corporation~~Corporation not otherwise employed shall be deposited from time to time to the credit of the ~~corporation~~Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VI

FISCAL YEAR

The fiscal year of the ~~corporation~~Corporation shall begin the first day of July in each year and shall end on the last day of June in each year.

ARTICLE VII

SEAL

The ~~corporation~~Corporation shall have a corporate seal.

ARTICLE VIII

WAIVER OF NOTICE

Whenever any notice is required to be given to any ~~director~~Director of the ~~corporation~~Corporation under the provisions of the Iowa Nonprofit Corporation Act or under the provisions

of the Articles of Incorporation or Bylaws of the ~~corporation~~Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE IX

INDEMNIFICATION

Any person who is or was an officer, ~~director~~Director, member, employee or agent of this ~~corporation~~Corporation, or is or was serving at the request of this ~~corporation~~Corporation as an officer, ~~director~~Director, member, employee or agent of another corporation, partnership, joint venture, trust or enterprise, shall be entitled to indemnification by this ~~corporation~~Corporation to the extent the same is permitted or required pursuant to the provisions of the Iowa Nonprofit Corporation Act.

ARTICLE X

AMENDMENT

These Bylaws may be altered, amended or repealed as provided in the Articles of Incorporation.



BYLAWS
OF
WARTBURG THEOLOGICAL SEMINARY
Amended 2017

ARTICLE I

OFFICES

The principal office of the Corporation in the State of Iowa shall be located in the City of Dubuque of Dubuque County. The Corporation may have such other offices, within or without the State of Iowa, as the business of the Corporation from time to time.

The registered offices of the Corporation required by the Iowa Nonprofit Corporation Act to be continuously maintained in Iowa shall be initially as provided in the Articles of Incorporation, subject to change from time to time by resolution by the Board of Directors and filing of statement of said changes as required by the Iowa Nonprofit Corporation Act.

ARTICLE II

MEMBERS

SECTION 1. MEMBERS. The sole member of the Corporation shall be The Evangelical Lutheran Church in America.

SECTION 2. GOVERNANCE. The Corporation shall be affiliated with The Evangelical Lutheran Church in America or its successor and all acts of the Corporation shall be consistent with policies defined by The Evangelical Lutheran Church in America or its successor.

ARTICLE III

DIRECTORS

SECTION 1. GENERAL POWERS. The business and affairs of the Corporation shall be managed by its Board of Directors.

The business and affairs of the Corporation shall include the employment of faculty and administrative officers, approval of educational policies and programs for persons preparing for public ministry in the Seminary. The Board of Directors shall exercise all other normal governance functions, including the granting of degrees, holding title to and managing all Seminary property and assets, receiving gifts and bequests, establishing salaries for faculty and administrative officers, providing for the financial resources and fiscal contracts required to operate the Seminary, and shall have the authority to recruit students globally in addition to having all other powers and rights conferred by the Iowa Nonprofit Corporation Act.

SECTION 2. NUMBER AND ELECTION OF DIRECTORS.

The number of Directors shall be not more than Twenty (20) and not less than fifteen (15), the exact number to be determined from time to time by the Board of Directors. The Directors shall be elected as follows: (a) at least one-fifth (1/5) shall be nominated by the appropriate churchwide unit in consultation with the Seminary and elected by the Church Council of the Evangelical Lutheran Church in America; (b) two Directors shall be elected by the bishops of the supporting synods of the Seminary from among their number; and (c) the remaining Directors shall be elected by the supporting synods, in consultation with the Seminary. All synods identified by the ELCA as being in its Regions IV and V shall be considered “supporting synods.” The Board of Directors shall determine the number of board members to be elected by each supporting synod, such that no supporting synod has elected more than one board member at any one time, and such that, over time, each supporting synod has an equal opportunity to elect board members. At least two (2) Directors shall reside in each of the two supporting regions.

At least two (2) but not more than four (4) of the above Directors shall be elected from the membership of the Wartburg Seminary Foundation Board of Trustees. The Wartburg Seminary Foundation Board of Trustees, in consultation with the Chair of the Board of Directors, the Chair of the Board Development Committee, and the President, shall make recommendations for election of these persons by one of the three means for electing members.

SECTION 3. LENGTH OF TERM. The term of a Director shall be for six (6) years and no Director may serve more than two (2) consecutive terms. The electing body shall arrange the terms to provide for the election of approximately one-third (1/3) of the Directors each two (2) years. Appointment or election to one-half (1/2) or more of an unexpired term shall be construed as one full term.

SECTION 4. START OF TERM. The term of a Director shall begin on the first day of January and conclude on the last day of December.

SECTION 5. VACANCY. If a Director dies, resigns, or is absent from three (3) consecutive regular meetings, the office shall be declared vacant. Vacancies shall be filled in such a manner that the election of board members remains consistent with these bylaws and the requirements of the Evangelical Lutheran Church in America or its successor.

SECTION 6. MEETINGS. The Board of Directors shall hold at least two (2) regular meetings each year, one of which shall be the annual meeting. The annual meeting shall be the first regular meeting following July 1. Special meetings of the Board of Directors may be called by the Chair and shall be called by the Chair upon written request of any four (4) Directors. Robert's Rules of Order, Newly Revised, latest edition, shall be used in the conduct of business.

SECTION. 7. ADVISORY MEMBERS. A representative of the Evangelical Lutheran Church in America, the President, the Academic Dean and the Co-Presidents of the Wartburg Association of Students shall serve as advisory members. The Board of Directors may appoint others as advisory members as appropriate from time to time. Advisory members shall have voice but not vote.

SECTION 8. NOTICE. Notice of any special or regular meeting shall be given at least ten (10) days previous thereto by written notice delivered personally or mailed to each Director at his/her business address, or electronic mail (email). If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed and postage prepaid. If notice is given by email, such notice shall be deemed to be delivered when electronically registered as sent and delivered. The attendance of a Director at any meeting shall constitute a waiver of notice of such meetings, except where such Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. Any Director may make written waiver of notice before, at, or after the meeting, by filing the waiver with the person designated as secretary of the meeting.

SECTION 9. PLACE OF MEETING. The Board of Directors may designate a place either within or without the State of Iowa, as a place of meetings for any annual meeting or for any regular or special meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Corporation in the State of Iowa.

SECTION 10. QUORUM. A majority of the Directors currently serving shall constitute a quorum for the transaction of business.

SECTION 11. MANNER OF ACTING. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors except to the extent otherwise provided in these Bylaws.

SECTION 12. OFFICERS. The officers of the Board of Directors shall be a Chair, a Vice-Chair, a Secretary and a Treasurer. All officers, with the exception of the Treasurer, must be members of the Board of Directors. All officers shall be elected by the Board of Directors at a meeting prior to the annual meeting for a term of two years; the Chair and the Secretary to be elected in even numbered years and the Vice-Chair and Treasurer in odd numbered years.

SECTION 13. EXECUTIVE COMMITTEE.

The Executive Committee shall be composed of the officers elected pursuant to Section 12 of this Article III, the chairs of all standing committees, the Chair of the Foundation Board of Trustees, and the President of the Seminary, *ex officio*. The President is entitled to notice, attendance and voice without vote for all meetings except those called to review the President's performance or compensation. The chair of each Board committee must be a Director. The Immediate Past Chair of the Board of Directors may also be appointed for a one year term to the Executive Committee. If the Treasurer or the Immediate Past Chair is not an elected member of the Board of Directors, the Treasurer or Immediate Past Chair will have voice but not vote at meetings of the Executive Committee and Board of Directors. Meetings of the Executive Committee may be called by either the Chair or the President. To the extent permitted by law, the Executive Committee shall have the power to act on behalf of the Board of Directors between meetings; such actions are subject to the review and ratification of the Board of Directors.

SECTION 14. COMMITTEES.

Such committees of the Board of Directors as are needed may be authorized at any meeting of the Board of Directors.

The Chair, in consultation with the Executive Committee and the President, shall appoint the members of the committees and their chair, subject to the review and approval of the Board.

SECTION 15. ADVISORY BOARD. The Board of Directors shall have the power to appoint an advisory board and/or advisors to the Board of Directors who shall have voice but not vote.

SECTION 16. PRESUMPTION OF ASSENT. A Director of the Corporation who is present at a meeting of its Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless:

- (1) the Director's dissent is entered in the minutes of the meeting; or,
- (2) the Director files written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof; or,
- (3) the Director forwards such dissent by registered or certified mail to the Secretary immediately after the adjournment of the meeting.

Such right to dissent shall not apply to a Director who voted in favor of such action.

SECTION 17. INFORMAL ACTION BY THE BOARD OF DIRECTORS. Any action required by the Iowa Nonprofit Corporation Act to be taken at a meeting of directors of the corporation, or any action which may be taken at a meeting of the Board of Directors or of a committee of the Board of Directors may be taken without a meeting if a consent in writing setting for the action so taken shall be signed by all of the Directors or all of the members of the committee, as the case may be. Such consent shall have the same form and effect as a unanimous vote and may be stated as such in any article or document filed with the Secretary of State. This provision shall be applicable whether or not the Iowa Nonprofit Corporation Act requires that an action be taken by resolution.

SECTION 18. RESIGNATION. Any Director may resign at any time by giving written notice to the Chair or the Secretary. Any such resignation shall take effect at the time specified therein, or if the time when it shall become effective shall not be specified therein, it shall take effect immediately upon its receipt. Except as specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 19. CONFERENCE TELEPHONE MEETINGS AND OTHERWISE ELECTRONICALLY MEDIATED MEETINGS. Subject to other applicable provisions of this Article and to ARTICLE VIII, any action required by the Iowa Nonprofit Corporation Act to be taken at a meeting of the Board of Directors or a committee of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors or of a committee of the Board of Directors, may be taken by means of conference telephone or by other electronic media by means of which all persons participating in the meeting can communicate synchronously with each other and the participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

ARTICLE IV

ADMINISTRATION

SECTION 1. PRESIDENT. There shall be a President of the Seminary who is the chief executive officer of the Seminary. The President shall be or become a member in good standing of a congregation of The Evangelical Lutheran Church in America or its successor and,

if an ordained minister, shall be in good standing in The Evangelical Lutheran Church in America or its successor. The President shall have faculty status and shall be eligible for retirement according to policies established by the Board of Directors.

The Board of Directors shall elect the President of the Seminary in consultation with the Bishop of The Evangelical Lutheran Church in America and the appropriate unit of the churchwide organization.

SECTION 2. VICE-PRESIDENTS. The vice-presidents of the Seminary shall be appointed by the President subject to subsequent approval by the Board of Directors. (01.5.80)

SECTION 3. SECRETARY. The Secretary of the Board of Directors shall be the Secretary of the Corporation as elected by the Board of Directors pursuant to ARTICLE III, Section 12 thereof.

SECTION 4. TREASURER. The Treasurer of the Board of Directors shall be the Treasurer of the Corporation as elected by the Board of Directors pursuant to ARTICLE III, Section 12 thereof.

SECTION 5. ASSISTANT CORPORATE SECRETARY. The Board of Directors may also appoint an Assistant Corporate Secretary, when and for as long as the Board deems appropriate. This person will not be an officer nor a member of the Board of Directors. This person is authorized to perform the Corporate Secretary's duties at the direction of or in the absence of the Corporate Secretary. (01.11.123)

ARTICLE V

CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer of the Board or Seminary administrator, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 2. LOANS. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. DEPOSITS. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VI

FISCAL YEAR

The fiscal year of the Corporation shall begin the first day of July in each year and shall end on the last day of June in each year.

ARTICLE VII

SEAL

The Corporation shall have a corporate seal.

ARTICLE VIII

WAIVER OF NOTICE

Whenever any notice is required to be given to any Director of the Corporation under the provisions of the Iowa Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE IX

INDEMNIFICATION

Any person who is or was an officer, Director, member, employee or agent of this Corporation, or is or was serving at the request of this Corporation as an officer, Director, member, employee or agent of another corporation, partnership, joint venture, trust or enterprise, shall be entitled to indemnification by this Corporation to the extent the same is permitted or required pursuant to the provisions of the Iowa Nonprofit Corporation Act.

ARTICLE X

AMENDMENT

These Bylaws may be altered, amended or repealed as provided in the Articles of Incorporation.

**Recommended to the ELCA for Approval
Wartburg Theological Seminary Board of Directors
October 25, 2016**



AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WARTBURG THEOLOGICAL SEMINARY
Amended 2012

TO THE SECRETARY OF THE STATE OF IOWA:

Pursuant to the provisions of the Iowa Nonprofit Corporation Act, Iowa Code Chapter 504A (1987), the undersigned nonprofit corporation adopts the following Amended and Restated Articles of Incorporation:

Article I

The name of the Corporation is Wartburg Theological Seminary.

Article II

The period of its duration is perpetual.

Article III

The sole member of the corporation shall be The Evangelical Lutheran Church in America or its successor which shall have voting rights.

Article IV

The corporation is organized and shall be operated for charitable, religious and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, as amended, and will carry on the following activities in furtherance thereof:

- (a) The primary purpose of the Seminary is to train committed and competent persons for the ministry of the Church of Jesus Christ, especially in Lutheran church bodies, so that such persons will be enabled to relate the Gospel faithfully with clarity, power, and sensitivity to people, social structures, and situations in God's world.**
- (b) The Seminary may also provide resources for and programs of continuing education and in consultation with the appropriate unit of the churchwide organization of the Evangelical Lutheran Church in America may offer advanced graduate level theological education.**
- (c) The faith, teachings and life of the Seminary shall be in harmony with the confession of faith of The Evangelical Lutheran Church in America.**

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distribution in furtherance of the purposes set forth in this Article.

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation except from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as The Evangelical Lutheran Church in America shall determine. Any such assets not so disposed of shall be disposed of by the Iowa District Court of the Country in which the principal office of the corporation is then located.

Article V

“The business of the corporation shall be conducted by a Board of Directors consisting of not more than ~~thirty (30)~~twenty (20) and not less than ~~twenty (20)~~fifteen (15) members, each director having one vote. The terms of office, powers, authorities and duties of the directors of this corporation, the time and place of their meetings, and such other regulations with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified from time to time in the Bylaws of this corporation.”

Article VI

The corporation shall have a corporate seal.

Article VII

This corporation shall have no capital stock and shall issue no capital stock.

Article VIII

These Articles of Incorporation may be amended from time to time in the manner provided by Iowa law.

Article IX

The Bylaws may be altered, amended or repealed and new Bylaws may be adopted at any meeting of the Board of Directors of the corporation at which a quorum is present, by a two-thirds vote of the directors present at the meetings, subject, however, to

subsequent approval of the membership. Notice of such amendment shall be mailed to each member of the Board of Directors, together with a copy of the proposed changes, within the same time and in the same manner as notices of meetings are required to be given. Amendments to the governing documents shall be submitted, upon recommendation of the appropriate unit of the churchwide organization, to the Church Council for approval.

Article X

Unless otherwise provided in the Iowa Nonprofit Corporation Act, Iowa Code Chapter 504A (1987), and as it may be amended from time to time, a director, officer, employee, or member of the corporation is not liable on the corporation's debts nor obligations and director, officer, member, or other volunteer is not personally liable in that capacity, for a claim based upon an act or omission of the person performed in the discharge of the person's duties, except for a breach of the duty of loyalty to the corporation, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law or for a transaction from which the person derives an improper personal benefit.

These Amended and Restated Articles of Incorporation: (1) correctly set forth the provisions of the Articles of Incorporation of the corporation as heretofore and hereby amended; (2) have been duly adopted as required by law; and (3) supersede the original Articles of Incorporation of the corporation and all amendments thereto.

**Recommended to the ELCA for Approval
Wartburg Theological Seminary Board of Directors
October 25, 2016**



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subsequent approval of the membership. Notice of such amendment shall be mailed to each member of the Board of Directors, together with a copy of the proposed changes, within the same time and in the same manner as notices of meetings are required to be given. Amendments to the governing documents shall be submitted, upon recommendation of the appropriate unit of the churchwide organization, to the Church Council for approval.

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These Amended and Restated Articles of Incorporation: (1) correctly set forth the provisions of the Articles of Incorporation of the corporation as heretofore and hereby amended; (2) have been duly adopted as required by law; and (3) supersede the original Articles of Incorporation of the corporation and all amendments thereto.