

## **Chapter 14.**

### **CHURCH COUNCIL**

#### **14.10. PURPOSE AND MEETINGS**

**14.11. The Church Council shall exercise interim legislative authority and shall serve as the board of directors of the churchwide organization.**

**14.12. The Church Council shall meet at least two times each year.**

**14.12.01.** The Church Council and its committees may hold meetings by remote communication, including electronically and by telephone conference, and, to the extent permitted by state law, notice of all meetings may be provided electronically.

**14.12.02.** The Church Council shall use parliamentary procedure in accordance with *Robert's Rules of Order*, latest edition, unless otherwise ordered by the council.

**14.12.03.** Proxy and absentee voting shall not be permitted at meetings of the Church Council.

**14.13. "Interim legislative authority" is defined to mean that between meetings of the churchwide assemblies, the Church Council may exercise the authority of the Churchwide Assembly, including dealing with all matters which are necessary in pursuit of the purposes and functions of this church, so long as:**

**a. the actions of the Church Council do not conflict with the actions of and policies established by the Churchwide Assembly; provided, however, that nothing in this constitution and bylaws precludes the Church Council from establishing policies concerning areas where the Churchwide Assembly has not acted; and**

**b. the Church Council is not precluded by the Articles of Incorporation or this constitution and bylaws from taking action on the matter.**

**14.14. The Church Council shall elect the treasurer.**

**14.15. The Church Council of the Evangelical Lutheran Church in America may remove for cause a voting member of the Church Council, other than an officer or the chair of the Conference of Bishops, at a duly held regular meeting by the affirmative vote of two-thirds of the voting members of the Church Council, provided that at least 30 days written notice shall be given to each voting member of the Church Council that removal of a specific member of the Church Council will be on the agenda for such a meeting. The Church Council may remove an advisory member for cause, provided notice has been given as specified in this provision, by a majority vote of the voting members of the council.**

#### **14.20. RESPONSIBILITIES OF THE CHURCH COUNCIL**

**14.21. The specific duties of the Church Council shall be listed in the bylaws.**

- 14.21.01.** The Church Council shall act on the policies proposed by churchwide units, when requested by the presiding bishop or the churchwide unit. The Church Council shall ensure that the actions of the Churchwide Assembly are implemented by the applicable unit or office.
- 14.21.02.** The Church Council shall receive from the Office of the Presiding Bishop regular reports on the programs and procedures of the churchwide units. The Church Council, through the presiding bishop, shall ensure that the purposes, policies and objectives of this church are being fulfilled.
- a. Specific policies identified in this constitution and bylaws, developed by the appropriate churchwide unit, and reviewed by the Conference of Bishops, shall be submitted to the Church Council for approval.
  - b. Separately incorporated ministries of this church, as defined in Chapter 17, shall submit a report to the Church Council on their policies and programs. The Church Council shall act to approve those policies and programs as required in this constitution and bylaws.
- 14.21.03.** The Church Council shall review all recommendations from churchwide units for possible consideration by the Churchwide Assembly and determine which, if any, should be forwarded to the Churchwide Assembly for action.
- 14.21.04.** The Church Council may adopt policies in accord with this church's constitutions, bylaws, and continuing resolutions.
- 14.21.05.** The Church Council, upon recommendation of the presiding bishop, shall submit budget proposals for approval by the Churchwide Assembly and authorize expenditures within the parameters of approved budgets.
- 14.21.06.** The Church Council shall adopt personnel policies for the churchwide organization. Salary structures of churchwide units shall be within the personnel policies of the churchwide organization, unless exceptions are granted by the Church Council.
- 14.21.07.** The Church Council shall report its actions to the Churchwide Assembly.
- 14.21.10. OTHER DUTIES OF THE CHURCH COUNCIL**
- 14.21.11.** The Church Council shall consult with and refer matters to the Conference of Bishops as well as receive reports from it. The Church Council shall act on resolutions from Synod Councils.
- 14.21.12.** The Church Council shall provide for the installation of the churchwide officers. At the installation of a newly elected presiding bishop of this church, the presiding minister shall be the previous presiding bishop of this church or, where that is not possible, a synod bishop designated by the Church Council.
- 14.21.13.** The Church Council shall establish ranges for the salaries for the presiding bishop, secretary, and treasurer.
- 14.21.14.** The Church Council may direct the churchwide organization to exercise the corporate social responsibility of this church by filing shareholder resolutions, casting proxy ballots, and taking other actions as it deems appropriate.

- 14.21.15. The Church Council shall establish the criteria and policies for the relationship between the churchwide organization and independent, cooperative, and related Lutheran organizations. The policies adopted by the Church Council shall be administered by the appropriate unit of the churchwide organization. The determination of which organization shall relate to a specific unit of the churchwide organization shall be made by the Church Council.
- 14.21.22. The Church Council shall arrange the process for all elections as specified in this constitution and bylaws for churchwide units to assure conformity with established criteria.
- 14.22. **The Church Council shall fulfill responsibilities for elections as provided in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America* and, in the event that a vacancy on the council or on a board (including the board of a separately incorporated ministry) or committee of the churchwide organization is declared by the secretary, the Church Council shall elect an individual to serve the balance of the term.**
- 14.22.01. Before electing an individual to fill a vacancy on a board (including the board of a separately incorporated ministry) or committee, the Church Council shall consult with the board or committee.
- 14.30. **COMPOSITION OF THE CHURCH COUNCIL**
- 14.31. **The voting members of the Church Council shall consist of the four churchwide officers, the chair of the Conference of Bishops, and at least 32 and not more than 45 other persons elected by the Churchwide Assembly.**
- 14.32. **With the exception of youth members, Church Council members shall be elected by the Churchwide Assembly to one six-year term and shall not be eligible for consecutive re-election. Youth members of the Church Council shall be elected by the Churchwide Assembly to one three-year term.**
- 14.32.01. The Church Council shall have as liaison members nine synod bishops, each elected by the Conference of Bishops to one four-year term. One bishop shall be elected from each region.
- 14.32.02. Liaison members of the Church Council shall have voice but not vote.
- 14.32.03. Any Church Council members appointed to fill a vacancy of less than three years in a Church Council position not restricted to a specific synod shall not be deemed to have served a term and are eligible for election to a full term if they otherwise satisfy the criteria for election.
- 14.32.A13. *A member of the Church Council, upon invitation, may serve as a liaison for a board of trustees of a separately incorporated ministry.*
- 14.33.01. **Advisory Members.** Categories of advisory members may be designated by the Church Council. These categories shall be set forth in continuing resolutions. Advisory members shall have voice but not vote.

**14.33.A22.** *The Church Council shall have as advisory members each president, or the designated representative of the president, of the ELCA ethnic associations, as well as a representative of Reconciling Works. Advisory membership of the Church Council shall be reviewed each triennium.*

**14.40. CHURCH COUNCIL COMMITTEES**

**14.41. The Church Council shall establish committees and nominate or elect such persons as necessary to carry out the functions assigned to it. The description of such committees shall be set forth in the bylaws and continuing resolutions.**

**14.41.01. Executive Committee.** The Church Council shall have an Executive Committee composed of the churchwide officers, the chair of the Conference of Bishops, and eight members of the Church Council elected by the council. The vice president of this church shall chair this committee. The Executive Committee shall:

- a. perform those functions of the Church Council assigned to it by the Church Council, which shall include acting for the Church Council between meetings of the council;
- b. transmit resolutions from synods to the appropriate unit or units of the churchwide organization;
- c. fulfill the responsibilities of the Church Council related to nominations, with staff services for the nomination and election processes of the Church Council provided by the Office of the Secretary;
- d. provide advice and counsel for the officers;
- e. review the work of the officers and, with the absence of the salaried officers from such deliberations, set salaries of the presiding bishop, secretary, and treasurer within the ranges established by the Church Council;
- f. demonstrate concern for the spiritual, emotional, and physical well-being of the officers of this church; and
- g. when necessary, serve as members of the U.S.A. National Committee of The Lutheran World Federation.

**14.41.02.** Liaison bishops, ecumenical guests, and other advisors to the Church Council may serve as advisory members to the council's committees with voice but not vote.

**14.41.A15. Budget and Finance Committee**

*A Budget and Finance Committee shall be composed of members of the Church Council elected by the council. The treasurer of this church shall serve as an ex officio member of the committee. This committee shall have staff services provided by the Office of the Presiding Bishop and the Office of the Treasurer. The committee shall prepare and present a comprehensive budget to the Church Council for its consideration and presentation to the Churchwide Assembly. The committee shall relate to the work of the Office of the Treasurer.*

**14.41.B22. *Christian Community and Leadership Committee***

*A Christian Community and Leadership Committee shall be composed of members of the Church Council elected by the council. This committee shall relate to the work of the Christian Community and Leadership unit, and have staff services provided by the Christian Community and Leadership unit. This committee shall receive reports from the Christian Community and Leadership unit, act upon policies and strategies recommended from this unit to the Church Council, and provide periodic review of this unit.*

**14.41.C22. *Faith, Society, and Innovation Committee***

*A Faith, Society, and Innovation Committee shall be composed of members of the Church Council elected by the council. This committee shall relate to the work of the Office of the Presiding Bishop and the Innovation unit, and have staff services provided by the Office of the Presiding Bishop and the Innovation unit. This committee shall assist the presiding bishop in coordinated, strategic planning for the work of the churchwide organization. Further, in consultation with the executive for administration, this committee shall evaluate and report annually to the Church Council and to the Churchwide Assembly on how the churchwide organization complies with and implements commitments and policies adopted by the Churchwide Assembly and the Church Council. This committee shall be responsible for reviewing policies related to ecumenical, inter-Lutheran, and inter-religious activities, and make recommendations to the Church Council and the Churchwide Assembly. It shall provide ongoing review of the development of this church's social teaching documents and act upon recommendations from the Office of the Presiding Bishop. All churchwide policies and strategies recommended by the Office of the Presiding Bishop that have implications for congregations, synods, other churchwide units, or institutions and agencies of this church shall be considered by this committee for recommendation to the Church Council. This committee also shall receive reports from the Innovation unit, act upon policies recommended from the Innovation unit to the Church Council, and provide periodic review of the Innovation unit.*

**14.41.D22. *Legal and Constitutional Review Committee***

*A Legal and Constitutional Review Committee shall be composed of members of the Church Council elected by the council. The secretary of this church shall serve as an ex officio member of the committee. This committee shall have staff services provided by the Office of the Secretary. This committee shall provide ongoing review of legal and constitutional matters. It shall review all proposed amendments to the constitutions, bylaws, and continuing resolutions.*

**14.41.E22. *Service and Justice Committee***

*A Service and Justice Committee shall be composed of members of the Church Council elected by the council. This committee shall relate to*

*the work of the Service and Justice unit, and have staff services provided by the Service and Justice unit. This committee shall receive reports from this unit, act upon policies and strategies recommended from this unit to the Church Council, and provide periodic review of the Service and Justice unit.*

**14.41.F22. Audit Committee**

*An Audit Committee—composed of five to seven members appointed by the Budget and Finance Committee and approved by the Church Council for two-year, renewable terms—shall assist the Budget and Finance Committee and the Church Council in fulfilling oversight of the churchwide organization’s accounting and financial reporting, internal control systems, and audit functions, consistent with its responsibilities as specified in the charter recommended by the Audit Committee, reviewed by the Budget and Finance Committee, and approved by the Church Council. A minimum of two members of the Audit Committee shall be members of the Budget and Finance Committee. The chair of the Audit Committee shall be a member of the Budget and Finance Committee and shall be appointed by the chair of the Budget and Finance Committee. In consultation with the executive for administration, the Audit Committee approves the selection of and dismissal of the internal auditors.*

**14.41.G22. Board Development Committee**

*A Board Development Committee—composed of six to eight members, at least one of whom shall be a member of the Executive Committee, and of which at least two shall be from each elected class of the Church Council—shall be appointed by the Executive Committee of the Church Council for three-year, renewable terms to assist the presiding bishop and the Church Council in developing and implementing efforts to help members of the Church Council to demonstrate a comprehensive understanding of the council’s role and fiduciary responsibility as the board of directors of the Evangelical Lutheran Church in America. The executive for administration shall relate to this committee, with staff services provided by the Office of the Secretary. Members appointed to the Board Development Committee shall be eligible for service on other committees of the Church Council.*

**14.41.H22. Resource Development Committee**

*A Resource Development Committee—composed of eight to ten members, at least one of whom shall be a member of the Budget and Finance Committee, and appointed by the Executive Committee – shall assist the Budget and Finance Committee and the Church Council in developing strategies related to funding initiatives and churchwide appeals. This committee shall oversee how to grow resources to support the ministries and priorities of the churchwide organization. The treasurer and executive for development shall serve as ex officio members of the committee. Church Council members shall be appointed for three-year terms, renewable for so long as they are on Church Council. Non-Church Council members, who shall be members of an ELCA congregation, shall*

*be appointed for three-year terms with the possibility of two consecutive re-appointments. No member shall serve more than nine consecutive years. This committee shall have staff services provided by the Office of the Presiding Bishop and the Office of the Treasurer. Church Council members appointed to the Resource Development Committee shall be eligible for service on other committees of the Church Council.*