

**EVANGELICAL LUTHERAN CHURCH
IN AMERICA**

Church Council

MINUTES

April 13–15, 2012

**Prepared by the
Office of the Secretary**

TABLE OF CONTENTS

Organization of Meeting	1
Voting Members	1
Representatives of the Conference of Bishops	1
Youth and Young Adult Advisors	2
Resource Persons	2
Registered Guests	3
Plenary Session I	3
Call to Order and Adoption of the Agenda	3
Approval of Minutes	3
Report of the Presiding Bishop	4
Greeting from the ELCIC National Bishop Susan Johnson	8
Primer on Ecumenism	8
Greetings from Ecumenical Liaisons	8
Report of the Vice President	8
Report of the Executive Committee	9
Election of a Church Council Member	9
Appointment of Task Force on Mission Funding	9
Corporate Social Responsibility	11
Plenary Session II	14
Primer on Communal Discernment	14
Report of the Secretary	14
Report of the Legal and Constitutional Review Committee	14
Youth Ministry in the ELCA Churchwide Organization	14
Executive Session	15
Plenary Session III	16
Process Observation	16
Bible Study	16
Report of the Treasurer	16
Report of the Budget and Finance Committee	16
2012 Income Estimate and Expenditure Authorization	16
Church Council Designated Funds	17
Revisions to 2012 Mission-Support Plans	17
2013 Mission-Support Plans	19
Resources to Promote Mission Support	20
Report of the Conference of Bishops	21
Stewardship and Whole-Person Health Conversations	21
Announcements	21

EVANGELICAL LUTHERAN CHURCH IN AMERICA
CHURCH COUNCIL
April 13–15, 2012

Table of Contents, Page 2

Plenary Session IV	22
Dwelling in the Word, Communal Discernment Task Force	22
Report of the Program and Services Committee	22
Update on Social Statement on Justice for Women	22
Church Council Nominations and Elections	22
2013 Churchwide Assembly Process for Elections	23
Video of Churchwide Organization Report to Synod Assemblies	24
Communal Discernment and Process Observation	24
Announcements	25
Plenary Session V	26
Report of the Executive for Administration	26
Report of the Planning and Evaluation Committee	26
Interim Report from LIFT Advisory Committee	26
Review of Proposal for Observance of 500th Anniversary of the Reformation	26
Conversation about <i>The Lutheran Magazine</i>	26
Plenary Session VI	28
Report of the Board Development Committee	28
Retreats	28
New Business	28
Consideration of Unfinished and Additional Agenda Items	28
Consideration of Items Removed from <i>En Bloc</i>	28
<i>En Bloc</i> Approval of Certain Items	28
Amended and Restated Articles of Incorporation of Wartburg Theological Seminary	31
Bylaws of Wartburg Theological Seminary	33
Bylaws and Continuing Resolutions of the Eastern Cluster of Lutheran Seminaries	38
Charter and Bylaws of Lenoir-Rhyne University	47
Preview of the November 2012 Church Council Meeting	61
Process Observation	61
Communal Discernment Debriefing and Preview of Activities	62
Church Council Joys and Concerns	63
Meeting Evaluation and Debriefing	63
Announcements	63
Adjournment	63

LIST OF ACTIONS

CC12.04.05	Adoption of the agenda	3
CC12.04.06	Approval of Church Council and Executive Committee meeting minutes	4
CC12.04.07	Election of the Rev. Joyce M. Graue to the Church Council	9
CC12.04.08	Authorization to appoint a task force on funding the mission of the ELCA	11
CC12.04.09	Approval of the process and documentation for corporate social responsibility	12
CC12.04.10	Acknowledgment of the dissolution of the Lutheran Youth Organization in its current form	15
CC12.04.11	Approval of revised current fund and World Hunger spending authorization for 2012	17
CC12.04.12	Approval of Church Council designated funds for support of the 2013 Churchwide Assembly	17
CC12.04.13	Affirmation and acknowledgment of 2012 mission-support plans	18
CC12.04.14	Affirmation and acknowledgment of 2013 mission-support plans	19
CC12.04.15	Request for resources to assist council members as advocates for the mission of this church	21
CC12.04.16	Appointment of Ms. Pritt and Pr. Moore as advisory members to the task force developing a social statement on justice for women	22
CC12.04.17	Elections to the boards of certain ministries, organizations, and seminaries	23
CC12.04.18	Delegation to the Executive Committee responsibility for this church’s preparations for the election of officers in 2013	24
CC12.04.19	<i>En bloc</i> approval of the following items	29
CC12.04.19a	Acknowledgment of this church’s concern for the Oromo people’s human rights	29
CC12.04.19b	Request for advocacy to close the School of the Americas (Western Hemisphere Institute for Security Cooperation)	29
CC12.04.19c	Reception of a report on implementation of <i>Human Sexuality: Gift and Trust</i>	29
CC12.04.19d	Affirmation of the International Year for People of African Descent	30
CC12.04.19e	Reception of a report on state immigration initiatives	30
CC12.04.19f	Acknowledgment of the Northeastern Ohio Synod planting a Horse Chestnut tree in the Luthergarten to recognize the quincentenary of the Protestant Reformation	30
CC12.04.19g	Approval of the amended governing documents of Wartburg Theological Seminary and the Eastern Cluster of seminaries	31
CC12.04.19h	Approval of the revised charter and bylaws of Lenoir-Rhyne University	47
CC12.04.19i	Authorization of the treasurer and the executive director of Mission Advancement to act on behalf of this church regarding certain trusts and gift annuities	61
CC12.04.19j	Request for a report and possible recommendations on public ministry consultations in November 2012	61

TOPICAL INDEX

2012 Income Estimate and Expenditure Authorization	16
2012 Mission-Support Plans, Revisions to	17
2013 Churchwide Assembly	17
Process for Elections	23
2013 Mission-Support Plans	19
500th Anniversary of the Reformation, Review of Proposal for Observance of	26

A

Additional Agenda Items, Consideration of Unfinished and	28
African Descent, International Year for People of	30
Agenda, Adoption of the	3
Alaska Synod (1A)	
2013 Mission-Support Plan	20
Allegheny Synod (8C)	
2013 Mission-Support Plan	20
Anniversary of the Reformation, Review of Proposal for Observance of	26
Announcements	15, 21, 25, 63
Appointments, Task Force on Mission Funding	9
Arkansas-Oklahoma Synod (4C)	
2013 Mission-Support Plan	20

B

Bible Study	16
Board Development Committee, Report of the	28
Budget and Finance Committee, Report of the	16

C

Caribbean Synod (9F)	
2012 Mission-Support Plan	18
2013 Mission-Support Plan	20
Central States Synod (4B)	
2012 Mission-Support Plan	18
2013 Mission-Support Plan	20
Central/Southern Illinois Synod (5C)	
2013 Mission-Support Plan	20
Church Council Member, Election of a	9
Churchwide Assembly Actions	29
Communal Discernment	24
Debriefing and Preview of Activities	62
Primer on	14
Conference of Bishops	
Appointment of Task Force on Mission Funding	9
Report of the	21
Consultations, Public Ministry (Lay Rosters)	61
Corporate Social Responsibility	11
Chart	13

D

Delaware-Maryland Synod (8F)	
2013 Mission-Support Plan	20
Designated Funds, Church Council	17
Dwelling in the Word, Communal Discernment Task Force	22

E

East-Central Synod of Wisconsin (5I)	
2013 Mission-Support Plan	20
Eastern Cluster of Lutheran Seminaries, Amended Bylaws and Continuing Resolutions	31, 38
Eastern Washington-Idaho Synod (1D)	
2013 Mission-Support Plan	20
Ecumenical Liaisons, Greetings from	8
Ecumenism, Primer on	8
ELCIC National Bishop Susan Johnson, Greeting from the	8
Elections	
2013 Churchwide Assembly Process for	23
Church Council Member	9
Various Board Members	22
<i>En Bloc</i>	
Approval of Certain Items	28
Consideration of Items Removed from	28
Evaluation and Debriefing	63
Executive Committee, Report of the	9
Executive for Administration, Report of the	26
Executive Session	15
Expenditure Authorization	16

F

Florida-Bahamas Synod (9E)	
2012 Mission-Support Plan	18
2013 Mission-Support Plan	20
Foundation, Approval of Signatories Related to the	61

G

Grand Canyon Synod (2D)	
2013 Mission-Support Plan	20
Greater Milwaukee Synod (5J)	
2013 Mission-Support Plan	20
Greetings	
Ecumenical Liaisons	8
ELCIC National Bishop Susan Johnson	8

H

Health Conversations, Stewardship and Whole-Person	21
<i>Human Sexuality, Gift and Trust</i>	
Implementing Resolutions	29

I

Immigration Initiatives, Confronting Injustice in State	30
Implementing Resolutions	
Social Statement, <i>Human Sexuality, Gift and Trust</i>	29
Indiana-Kentucky Synod (6C)	
2012 Mission-Support Plan	18
2013 Mission-Support Plan	20

International Year for People of African Descent	30
J	
Justice for Women	
Update on Social Statement on	22
L	
La Crosse Area Synod (5L)	
2012 Mission-Support Plan	18
2013 Mission-Support Plan	20
Lay Roster Task Force, Public Ministry Consultations Planning Team	61
Lay School of Ministry, Western Iowa Synod (5E)	4
Legal and Constitutional Review Committee, Report of the	14
Lenoir-Rhyne University, Hickory, North Carolina	
Lutheran Theological Southern Seminary, Columbia, South Carolina	47
Revised Charter and Bylaws	47
Living into the Future Together (LIFT) Advisory Committee, Interim Report from	26
Lower Susquehanna Synod (8D)	
2013 Mission-Support Plan	20
Lutheran Theological Southern Seminary, Columbia, South Carolina	
Lenoir-Rhyne University, Hickory, North Carolina	47
Lutheran Youth Organization Changes	14
Luthergarten, Tree for	30
M	
Magazine, Conversation about <i>The Lutheran</i>	26
Metropolitan New York Synod (7C)	
2012 Mission-Support Plan	18
Metropolitan Washington, D.C., Synod (8G)	
2013 Mission-Support Plan	20
Human Rights Violations Against the	29
Minneapolis Area Synod (3G)	
2012 Mission-Support Plan	18
2013 Mission-Support Plan	20
Minutes, Approval of	3
Mission Funding, Appointment of Task Force on	9
Mission Support, Resources to Promote	20
Mission-Support Plans	
2012 Revisions	17
2013 Percentage Levels	19
Montana Synod (1F)	
2013 Mission-Support Plan	20
N	
Nebraska Synod (4A)	
2012 Mission-Support Plan	18
2013 Mission-Support Plan	20
New Business	28

EVANGELICAL LUTHERAN CHURCH IN AMERICA
CHURCH COUNCIL
April 13–15, 2012

Topical Index, Page 4

New England Synod (7B)	
2012 Mission-Support Plan	18
2013 Mission-Support Plan	20
New Jersey Synod (7A)	
2013 Mission-Support Plan	20
Nominations and Elections	22
North Carolina Synod (9B)	
2013 Mission-Support Plan	20
Lenoir-Rhyne University	47
North/West Lower Michigan Synod (6B)	
2013 Mission-Support Plan	20
Northeastern Iowa Synod (5F)	
2013 Mission-Support Plan	20
Northeastern Minnesota Synod (3E)	
2012 Mission-Support Plan	18
Northeastern Ohio Synod (6E)	
2012 Mission-Support Plan	18
2013 Mission-Support Plan	20
Tree for Luthergarten	30
Northeastern Pennsylvania Synod (7E)	
2012 Mission-Support Plan	18
2013 Mission-Support Plan	20
Northern Great Lakes Synod (5G)	
2013 Mission-Support Plan	20
Northern Texas-Northern Louisiana Synod (4D)	
2012 Mission-Support Plan	18
2013 Mission-Support Plan	20
Northwest Synod of Wisconsin (5H)	
2012 Mission-Support Plan	18
2013 Mission-Support Plan	20
Northwest Washington Synod (1B)	
2012 Mission-Support Plan	18
2013 Mission-Support Plan	20
Northwestern Ohio Synod (6D)	
2012 Mission-Support Plan	18
2013 Mission-Support Plan	20
Northwestern Pennsylvania Synod (8A)	
2013 Mission-Support Plan	20
November 2012 Church Council Meeting	
Preview of the	61
O	
Oregon Synod (1E)	
2013 Mission-Support Plan	20
Oromo People, Human Rights Violations Against the	29

P

Pacifica Synod (2C)
 2013 Mission-Support Plan 20
Pennsylvania Nonprofit Corporation, General Powers 46
Planning and Evaluation Committee, Report of the 26
Presiding Bishop, Report of the 4
Preview of the November 2012 Church Council Meeting 61
Primers
 Communal Discernment 14
 Ecumenism 8
Process Observation 16, 24, 61
Program and Services Committee, Report of the 22
Public Ministry Consultations Planning Team, Lay Roster Task Force 61

R

Reformation, Review of Proposal for Observance of 500th Anniversary of the 26
Report to Synod Assemblies
 Video 24
Reports
 Board Development Committee 28
 Budget and Finance Committee 16
 Conference of Bishops 21
 Executive for Administration 26
 Legal and Constitutional Review Committee 14
 Living into the Future Together (LIFT) Advisory Committee 26
 Planning and Evaluation Committee 26
 Presiding Bishop 4
 Program and Services Committee 22
 Secretary 14
 Treasurer 16
 Vice President 8
Responses to Synodical Resolutions 29
Retreats, Church Council 28
Rocky Mountain Synod (2E)
 2012 Mission-Support Plan 18
 2013 Mission-Support Plan 20

S

School of the Americas
 Western Hemisphere Institute for Security Cooperation 29
Secretary, Report of the 14
Seminary Governing Documents, Amendments to 31
Sierra Pacific Synod (2A)
 2013 Mission-Support Plan 20
Signatories, ELCA Foundation 61
Slovak Zion Synod (7G)
 2013 Mission-Support Plan 20
Social Statement, *Human Sexuality, Gift and Trust*
 Implementing Resolutions 29

EVANGELICAL LUTHERAN CHURCH IN AMERICA
 CHURCH COUNCIL
 April 13–15, 2012

Topical Index, Page 6

Social Statement on Justice for Women, Update on	22
South Carolina Synod (9C)	
2012 Mission-Support Plan	18
2013 Mission-Support Plan	20
South Dakota Synod (3C)	
2012 Mission-Support Plan	18
2013 Mission-Support Plan	20
South-Central Synod of Wisconsin (5K)	
2013 Mission-Support Plan	20
Southeast Michigan Synod (6A)	
2013 Mission-Support Plan	20
Southeastern Iowa Synod (5D)	
2012 Mission-Support Plan	18
2013 Mission-Support Plan	20
Southeastern Minnesota Synod (3I)	
2012 Mission-Support Plan	18
2013 Mission-Support Plan	20
Southeastern Synod (9D)	
2013 Mission-Support Plan	20
Southern Ohio Synod (6F)	
2012 Mission-Support Plan	18
2013 Mission-Support Plan	20
Southwest California Synod (2B)	
2013 Mission-Support Plan	20
Close the School of the Americas	29
Southwestern Minnesota Synod (3F)	
2013 Mission-Support Plan	20
Election of a Church Council Member	9
Southwestern Pennsylvania Synod (8B)	
2013 Mission-Support Plan	20
Southwestern Texas Synod (4E)	
2013 Mission-Support Plan	20
Southwestern Washington Synod (1C)	
2013 Mission-Support Plan	20
State Immigration Initiatives, Confronting Injustice in	30
Stewardship Conversations	21
Synodical Resolutions, Responses to	29
 T	
Task Force on Mission Funding, Appointment of	9
Texas-Louisiana Gulf Coast Synod (4F)	
2013 Mission-Support Plan	20
<i>The Lutheran Magazine</i> , Conversation about	26
Theological Education, Imperatives for	43
Treasurer, Report of the	16
Tree for Luthergarten	30

U

Unfinished and Additional Agenda Items, Consideration of	28
Upstate New York Synod (7D)	
2012 Mission-Support Plan	18
2013 Mission-Support Plan	20

V

Vice President, Report of the	8
Virginia Synod (9A)	
2012 Mission-Support Plan	18
2013 Mission-Support Plan	20

W

Wartburg Theological Seminary, Dubuque, Iowa	
Amended and Restated Articles of Incorporation	31
Western Hemisphere Institute for Security Cooperation	
School of the Americas	29
Western Iowa Synod (5E)	
2012 Mission-Support Plan	18
2013 Mission-Support Plan	20
Lay School of Ministry	4
Western North Dakota Synod (3A)	
2012 Mission-Support Plan	18
2013 Mission-Support Plan	20
Whole-Person Health Conversations	21
Women, Justice for	22

Y

Youth Ministry	14
----------------------	----

**EVANGELICAL LUTHERAN CHURCH IN AMERICA
CHURCH COUNCIL**

**MINUTES
April 13–15, 2012
Chicago, Illinois**

The seventy-fifth meeting of the Church Council of the Evangelical Lutheran Church in America (ELCA) was convened in the Council Room of the Lutheran Center at Chicago, Illinois. The Executive Committee of the Church Council met Friday, April 13, 2012, followed by meetings of the Board Development, Budget and Finance, Legal and Constitutional Review, Planning and Evaluation, and Program and Services Committees. Church Council members assembled Friday at 5:30 P.M. for Evening Prayer. After dinner in the Augsburg Room of the Lutheran Center, the council members participated in a Café Conversation. The Church Council gathered in the Council Room of the Lutheran Center at 8:00 A.M. on Saturday, April 14, 2012, for Morning Prayer led by the Rev. Jon V. Anderson, bishop of the Southwestern Minnesota Synod.

ORGANIZATION OF MEETING

The following persons were present for all or part of the meeting:

Voting Members

Officers:

Pr. Mark S. Hanson, presiding bishop
Mr. Carlos E. Peña, vice president (*excused*)
Mr. David D. Swartling, secretary
Pr. Linda O. Norman, treasurer

Chair of the Conference of Bishops:

Pr. Jessica R. Crist, bishop of the Montana Synod

Church Council:

Mr. Paul G. Archer	Mr. Mark E. Johnson
Ms. Rebecca Jo Brakke (<i>excused</i>)	Pr. Susan Langhauser
Ms. Rebecca D. Carlson	Pr. Yvonne I. Marshall
Ms. Deborah L. Chenoweth	Ms. Susan W. McArver
Ms. Christine P. Connell	Pr. Raymond A. Miller
Pr. Rachel L. Connelly	Pr. Robert G. Moore
Pr. Elizabeth E. Ekdale	Mr. John S. Munday
Ms. Marjorie B. Ellis	Mr. Mark W. Myers
Mr. John R. Emery	Mr. John M. Pederson (<i>excused</i>)
Mr. Gary D. Gabrielson	Mr. Iván A. Pérez
Pr. Vicki T. Garber	Ms. Pamela E. Pritt
Pr. Amsalu T. Geleta	Ms. Feronika A. Raming
Ms. Karin Lynn Graddy	Pr. Laurie F. Skow-Anderson
Ms. Louise A. Hemstead	Pr. Kathryn A. Tiede
Pr. Stephen R. Herr	Pr. Philip R. Wold
Mr. William B. Horne II	

Representatives of the Conference of Bishops

Bp. Wm. Chris Boerger	Bp. Margaret G. Payne
Bp. Michael L. Burk	Bp. Stephen S. Talmage (<i>excused</i>)
Bp. Elizabeth Eaton	represented by Bp. Mark W. Holmerud
Bp. Ralph E. Jones (<i>excused</i>)	Bp. Harold L. Usgaard
Bp. Gerald L. Mansholt	Bp. Herman R. Yoos III (<i>excused</i>)

Youth and Young Adult Advisors

Ms. Amanda A. Briggs
Mr. Jacob R. Halsor
Mr. Anthony (Tony) Rhodes

Resource Persons

Office of the Presiding Bishop:

Pr. M. Wyvetta Bullock, executive for administration
Mr. Kenneth W. Inskeep, executive for research and evaluation
Pr. Marcus R. Kunz, assistant to the presiding bishop for theological discernment
Ms. Kathryn M. Lohre, director for ecumenical and inter-religious relations
Pr. Walter S. May, assistant to the presiding bishop for the Conference of Bishops
Pr. Donald J. McCoid, assistant to the presiding bishop for ecumenical and inter-religious relations
Ms. Jodi L. Slattery, assistant to the presiding bishop for governance
Ms. Else B. Thompson, executive for human resources

Office of the Secretary:

Pr. Ruth E. Hamilton, executive for Office of the Secretary administration
Mr. Phillip H. Harris, general counsel
Mr. Frank F. Imhoff, manager for official documentation
Mr. David A. Ullrich, associate general counsel

Unit Executives:

Pr. Stephen P. Bouman, executive director, Congregational and Synodical Mission (*excused*)
represented by Ms. Evelyn Soto, associate executive director, Congregational and Synodical Mission
Ms. Christina Jackson-Skelton, executive director, Mission Advancement
Pr. Rafael Malpica Padilla, executive director, Global Mission

Congregational and Synodical Mission:

Ms. Patricia Zerega, consultant, corporate social responsibility

Separately Incorporated Ministries:

Ms. Linda Post Bushkofsky, executive director, Women of the ELCA
Mr. Doug Haugen, executive director, Lutheran Men in Mission
Ms. Beth A. Lewis, president, Augsburg Fortress, Publishers
Ms. Eva M. Roby, president, Mission Investment Fund
Pr. Jeffrey D. Thiemann, president, Portico Benefit Services

Press:

Ms. Melissa Ramirez Cooper, Mission Advancement
Ms. Elizabeth M. Hunter, *The Lutheran* magazine
Mr. Daniel J. Lehmann, editor, *The Lutheran* magazine

Ecumenical Guests:

Pr. Scott Anderson, Presbyterian Church (U.S.A.)
Bp. Susan Johnson, Evangelical Lutheran Church in Canada
Ms. Lelanda Lee, The Episcopal Church
Pr. Mary Ann Neevel, United Church of Christ (*excused*)
Pr. Christopher Thore, Moravian Church in America
Pr. Lisa Vander Wal, Reformed Church in America
The United Methodist Church [position vacant]

Registered Guests

Pr. Kim L. Beckmann, legislative team, Goodsoil
Mr. Tim Fisher, legislative assistant, Lutherans Concerned/North America
Mr. Eric Peterson, legislative team, Goodsoil

**Saturday, April 14, 2012
Plenary Session I**

CALL TO ORDER AND ADOPTION OF THE AGENDA

(Agenda I.A.)

Background:

According to *Robert's Rules of Order, Newly Revised* (11th edition, page 453), if the chair is absent, the secretary "should call the meeting to order, and the assembly should immediately elect a chairman pro tem to preside during that session."

Church Council Action:

Mr. David D. Swartling, secretary of the ELCA, called the meeting to order at 8:32 A.M. He asked the Church Council to elect Presiding Bishop Mark S. Hanson as chairman pro tem by unanimous consent. There being no objection, Presiding Bishop Hanson assumed the chair.

Presiding Bishop Hanson announced the resignations of the Rev. Dean E. Johnson and Mr. Blaire P. Smith from the Church Council. He introduced the proposed agenda.

Secretary Swartling moved adoption of the agenda.

Moved;

Seconded: To adopt the agenda and to permit the chair to call for consideration of agenda items in the order the chair deems most appropriate.

There being no discussion, the chair called for the vote.

VOTED:

CC12.04.05 To adopt the agenda and to permit the chair to call for consideration of agenda items in the order the chair deems most appropriate.

Presiding Bishop Hanson declared the motion was adopted.

APPROVAL OF MINUTES

(Agenda I.B.)

Secretary David D. Swartling made the following motion.

Moved;

Seconded: To approve the minutes of the November 11–13, 2011, and February 29, 2012, meetings of the Church Council; and

To ratify actions of the council's Executive Committee as indicated in the minutes of the November 10–13, 2011, December 9, 2011, January 18, 2012, and February 23, 2012, meetings.

There being no discussion, the chair called for the vote.

VOTED:

CC12.04.06 **To approve the minutes of the November 11–13, 2011, and February 29, 2012, meetings of the Church Council; and**
 To ratify actions of the council’s Executive Committee as indicated in the minutes of the November 10–13, 2011, December 9, 2011, January 18, 2012, and February 23, 2012, meetings.

Presiding Bishop Hanson declared the motion was adopted.

REPORT OF THE PRESIDING BISHOP

(Agenda I.C.; Exhibit A, Part 1)

Presiding Bishop Mark S. Hanson relinquished the chair to Secretary David D. Swartling, who called on the presiding bishop for his report. Presiding Bishop Hanson read Mark 16:7–8 and said:

“Fear; failure; go; tell; you will see him. In Greek, Mark’s Gospel ends with no period, no conclusive punctuation, no sad ending, no happy ending, just incompleteness, just: fear; failure; go; tell; you will see him. I think Mark, the Gospel writer, was trying to get the reader to go back to the beginning of the Gospel, to Galilee, and begin again. Once you have been to the end, which is the new beginning—Christ’s death and resurrection—read the story of his life again, before you are sent. That is who we are: called to go back to the beginning, to the waters of baptism, to see our life through the lens of Christ’s death and resurrection, and then to be sent out into the world in the promise of God’s grace and mercy, sufficient in the face of all of our fears and our failures to proclaim the risen Christ.

“In Greece, it was the Easter vigil tradition of some Christians for the priest to strike the first fire of Easter, and, as an emblazoned fire filled the sanctuary, the liturgy would conclude with the oldest boy in each family coming forward with a candle and receiving the first light of Christ’s resurrection with the instruction to bring that light of Christ home, through the streets, carefully, not letting the wind extinguish it, stopping first at the cemetery. There, kneeling down, he would light a votive candle at each of the graves of loved ones, announcing ‘Christ is risen for you, grandpa. Christ is risen for you, grandma.’ And then, picking up the candle again, he would continue the journey off and through winding streets and treacherous paths. Entering the family’s darkened home, he would go from room to room, announcing, ‘Christ is risen. Christ is risen indeed.’

“That is who we are as the Evangelical Lutheran Church in America. We are a community of the baptized that is sent with the Good News into the world to announce it again and again. ‘Christ is risen.’ And then it is to be met by this risen Christ, who goes ahead of us to meet us, in the most unexpected places and surprising faces.

“Yesterday, members of the Lay School of Ministry from the Western Iowa Synod and their first-call pastors and first-call diaconal ministers visited the Lutheran Center. I was invited to come and meet with them, and I was drawing my comments to a conclusion, when one of the participants stood up in the back and said, ‘Bishop, may I come forward? I have a presentation to make.’ He was carrying a large object, wrapped. He unwrapped it, and he placed it on the table. He said, ‘Bishop, this is my gift for you and to this church, because it is a church I love. This is a cross I made of seven strands of barbed wire, each 40 inches long, and I have woven them together tightly. The seven strands are for the seven days of creation and for the seven last words of Jesus from the cross.’ Then, he read all the ‘40s’ in the Bible, and he said, ‘But for me the 40 inches represent the 40 days of Lent. I have based all these wires in concrete as the foundation of the cross, because that concrete reminds me of the concrete of Golgotha’s hill, the rocky abandoned hill outside the city walls. Who would think that one crucified there would become the rock of my salvation?’ And then Sam Jacobs said, ‘I am a truck driver. That is my calling by day.’ Obviously, he is an artist as well. He said, ‘I have put in the base a little depression, and there is a cup there. May you fill it with water, and may it be a reminder each day, Bishop, of your baptism. May you remember, when you look upon it, that, on the cross of Christ, God gave his life for you, and God, through Christ, said, “You are my beloved child.”’ That is who we are. We are a church of Sam Jacobses, of every day evangelists, finding ways to heed the command of the angel, ‘Go and tell.’ When I came running into that room, I confess that I was a little late. I was more preoccupied with getting ready for this council meeting than with what to say

to that class. I honestly did not expect to be met by the risen Christ, who goes ahead of us in the person of Sam Jacobs. And the room in which we were meeting is called ‘Easter.’

“We are a church deeply rooted in the living Word of God as we find it in Scripture and hear it in the Gospel, deeply rooted in our Confessions, deeply rooted in the rich liturgical life we have as a sacramental church, deeply rooted in our theology, and, at the same time, we are church constantly being made new. That was so evident for me a few weeks ago, when, on a Friday night, I went to worship with Santa Maria Guadalupe congregation in Irvine, Texas. It was the weekly Friday night healing service. The members said they would shorten up a bit to two-and-a-half hours, because the bishop probably would get tired with the normal length of their worship. They have between 700 and 900 folks at their Friday night healing service. This week, they began by having the youth come forward to engage Bishop Kanouse and Bishop Hanson in questions and answers. So, I got to ask the first question. ‘Where do you see God in this place?’ And a little eight-year-old girl jumped up and leaned into my lavalier mike and said, ‘I know God is here because I was born with heart disease, and they have prayed for me here, and last week my doctor said, “You do not have heart disease any more.”’ And the community started waving its hands and praising the Lord, saying, ‘Amen.’ And the next girl, who was about 13, jumped up and said, ‘I know God is in this place because, when I walk in here, I feel peace. Bishop, my parents are undocumented. I live every day in the terror that we will be separated, but I know, in this place, we are safe.’ Not surprisingly, the first question that was asked of me was: ‘Bishop, what is the ELCA doing about immigration reform?’ I had received, the day before, a letter from President Obama, thanking the ELCA for the 2011 Churchwide Assembly action calling for the adoption of the DREAM Act and for this church’s work resettling refugees and advocating for just and fair immigration reform. Later, in that service, there were five baptisms. Bishop Kanouse has, after a process of instruction, given synodical authorization for seven members of that church to be lay evangelists, going out beyond that church to plant the Gospel that would become the seeds of new Santa Maria Guadalupe parishes throughout the community. More than 2,000 people attend four masses each weekend.

“That is who we are as a church. We plant the church—60 new congregations last year, more than half in diverse, multiethnic, multilingual communities and communities in deep poverty—because we are heeding the instruction and the invitation to go and tell. Go and tell about the risen Christ, through whom God has embraced the world in grace and mercy.

“We are not just about planting congregations. We are about renewing congregations. That action of the 2011 Churchwide Assembly, calling upon all ELCA congregations to be engaged in a process of discerning how they might deepen their commitment and engagement in mission to proclaim the Gospel more clearly, is not some command control mandate for which there must be compliance. That is an invitation. Last night at our Café Conversation table, we said one of the most exciting things we as a council can do may be to shepherd and invite and mentor the congregations of this church to come together with ecumenical partners, synod staff, social ministry organizations, and campus ministries to ask, in three great listenings, how they might more creatively and boldly proclaim the risen Christ and engage in the lives of their neighbors in lives of service.

“Bob Davis is pastor of Holy Cross Lutheran Church in Libertyville, Illinois. He chairs the leadership team for the Macedonia Project. The Macedonia Project is a wonderful, creative process in which synods are looking at new ways to deepen the story of this church that might penetrate the lives of the congregational members, so that they might grow in stewardship and expand and grow in their mission support of the ministries of the congregations and synods. Pastor Davis was leading devotions for the leadership team, and he talked about a person who came to him in a previous congregation with a question. He said that the man was born blind, and he said, ‘Pastor, teach me what colors are.’ And the pastor said, ‘I was stopped in my tracks. How do you do that? How do you teach another person something that we take so for granted as part of the richness and the beauty and the wonder of life?’ In many respects, that is the moment we have been given as Lutheran Christians in this culture. How do we take what we so often take for granted, the richness of the words that are central to our faith, words like ‘grace,’ ‘sin,’ ‘salvation,’ ‘faith,’ ‘freedom in Christ,’ and ‘the Good News of Jesus Christ’ and make them accessible to people? How do we make the Good News of Jesus Christ, so familiar to us, become a word of newness to another? How do we tell someone, ‘You are a new creation,’ when they live, no doubt, every day laboring under the weight of such messages as ‘You are not the person you should be’? How do we share the Good News of the Gospel of Jesus Christ? We are a church that says, ‘This is not something that people should do alone; we come together in mutual support, nurturing one another.’

“In a congregation in Hanska and LaSalle, Minnesota, a three-point parish, the lay leaders and their pastors, Mary and Aaron, said, ‘One way we can deepen our life of faith is to focus on the vocation of godparenting.’ So, they encouraged everyone who was a godparent to contact her or his godchild and everyone who had godparents to reach out and find their godparents. If possible, invite them to a service. That service was focused on the vocation of godparenting, and the pastors described the renewed sense of baptismal vocation, the renewed sense that ‘we care for one another, we pray for one another from the font on in our life together.’ They said, in that liturgy, the baptized were renewed in their sense of being sent out to proclaim the risen Christ. That is how we are.

“That is who we are . . . a church blessed with amazing ecumenical and global partners and companions who accompany us, and we them, as together we proclaim ‘Christ is risen’ and as together we strive for justice and peace. It is fun to watch people’s ‘ah-ha’ as they hear the quote from Luther that is the theme of the churchwide organization’s report to Synod Assemblies this spring: ‘Faith is a living, daring confidence in God’s grace.’¹ Folks ask, ‘Who said that?’ I say, ‘Martin Luther.’ They say, ‘You are kidding.’ No, that is who we are. Then Luther said that, through faith, a person will do good to everyone without coercion, willingly and happily serving everyone, suffering everything, for the love and praise of God. Do you know where I see that vibrant living, daring confidence in God’s grace over and over again? It is in the young adults of this church.

“Earlier this week the country coordinators for the Young Adults in Global Mission program were here, preparing to receive 62 young adults who are here and will be assigned to countries this weekend. This will be the first year we are sending young adults to Madagascar, to a church that is excited to receive these young adults. These young adults are embodying a living, daring confidence in God’s grace that frees them to immerse themselves in the world and to challenge and renew their faith.

“The Region 7 bishops met a few weeks ago. They invited mostly first-call and a couple second-call pastors to spend half a day telling ministry stories—creative, edgy, renewing ministry stories—of what the Holy Spirit is doing through them.

“That is who we are as the Evangelical Lutheran Church in America—a church body set free in the Spirit to proclaim the risen Christ and to be engaged in God’s work of renewing community, not just on our own but together with these great partners. Most of our congregations these days, I think, have some way in which they are engaged in their communities, some partner relationship in service to the neighbor. The wonderful thing is that this church has capacity to be engaged that is greater than the sum of its parts. Today, you are building a housing project in Haiti, and you are part of restoring and building a vocational school there. You are involved in Japan and are a partner with the Japan Evangelical Lutheran Church. You are involved in the largest refugee camp in Kenya, because that is the capacity that we have when we are engaged in ministry and mission together.

“Well, my temptation is to end right here, like the Gospel of Mark ends, open-ended without punctuation, with a note of hope, but I also want to share with you one concern in particular—my deep concern about our relationship with other Lutherans in this country. As grateful and delighted as I am in our relationship with our ecumenical partners and our global companions, it troubles me deeply that we continue to move further apart from other Lutherans in this land. I happen to think that most people in this country do not distinguish one Lutheran from another.

“When President Matt Harrison of The Lutheran Church–Missouri Synod (LCMS) and the leadership of the LCMS came to meet with us a few weeks ago for our regular meeting of the Committee on Lutheran Cooperation (CLC), he began the meeting after the devotion by announcing that all cooperative work between our church bodies was over. That means the historic shared ministries of this church—the ministries we have shared through Lutheran World Relief (LWR), through Lutheran Immigration and Refugee Service (LIRS), through Lutheran Services in America (LSA), through Lutheran Disaster Response (LDR), through military chaplaincy—can no longer be ministries of the ELCA and the LCMS. That means those vibrant ministries now are becoming independent Lutheran agencies that will develop memorandums of understanding with Lutheran church bodies. We have signed the first-year agreement with LWR. We have an agreement in process with LIRS. LSA is a bit different because it is a member organization. Our work with the LCMS in military chaplaincy will cease; we are thankful that we are developing a deep relationship with The Episcopal Church, and we will pick up the strength there for military chaplaincy. LDR will continue to be the strength of the

¹ Martin Luther, *Luther’s Works Volume 35, Word and Sacrament I*, E. Theodore Bachman and Helmut T. Lehmann eds. (Philadelphia: Muhlenberg Press, 1960) 370–371.

ELCA, and ELCA Disaster Response, both domestically and globally, will still be a mark of this church. Yet it is troubling to me that our capacity to respond to our neighbor, which the freedom in Christ grants us and to which God calls us and where the risen Christ meets us, is diminished now because of our theological differences. And the likelihood that we will even have a table where we can discuss theological issues has significantly diminishes, though there is a commitment to meeting regularly as the Committee on Lutheran Cooperation to share information about our church bodies. When one Lutheran church body responds to another first by defining the errors of the other rather than the faith that unites us, that responds first by declaring the facts that separate us rather than the confessions of the faith that unite us, we have a rupture of a relationship that beckons healing, but, I need to be honest with you, that will be a long, arduous path.

“In the last few weeks, we have had one conversation with the leadership of the North American Lutheran Church (NALC). We are thankful that Pastor Kathryn Tiede, on your behalf, was one of those four participating ELCA members. You can talk with her more about it, and Pastors Donald McCoid and Marcus Kunz. It was a beginning—a beginning to pray together, to read scripture together, to acknowledge differences, to open channels of communication.

“I believe so deeply that our self-understanding of the ELCA as a church body always oriented toward the other—a church body that defines itself by its relationships with others rather than by what sets us apart from each other—may provide our most prophetic witness today in a conflicted divided world—a world that so often hears religious voices as those who further separate people from one another. We have this marvelous moment to make a prophetic witness that God in Christ has reconciled the whole creation to God and has entrusted with us the message and ministry of reconciliation.

“What a contrast to go from our conversations with the LCMS the next day to Rome. Many predicted our actions of 2009 regarding human sexuality would sever our relationships with the Catholic Church. They do not sever our relationships. In a day-and-a-half, we had rich theological discussions that were picking up from our last visit. In each one there was an acknowledgment of the differences that we need to address and which we are addressing in the dialogues of Lutherans and Roman Catholics in this country as we look at the structures of authority and moral decision-making. What a contrast it was to say we come closer to each other, when we are aware of the differences that potentially pull us apart, and we will engage those questions, because we believe, beneath those differences, lies a unity that is God’s gift to us in Christ. That draws the ELCA into a future when we will experience that unity at the table of the Eucharist.

“But now, to be even further away from the moment of celebrating our unity with other Lutheran Christians at the table, when closed communion defines their Eucharist and leaves us with an aching broken heart. Perhaps, like some of you pastors, as a parish pastor to sit with a grandmother who could not go to the table at her grandson’s confirmation in a Lutheran church became a deep moment of spiritual woundedness. We are called to be healers of the breach—healers of the breach in society that divides us on the basis of class and race and gender as we will work at tomorrow—but also healers of the breach in the body of Christ. We have said, as the ELCA, we deem ourselves to in altar and pulpit fellowship with all other Lutheran churches in the world who uphold the Augsburg Confessions. We will celebrate in a moment as our colleague Bishop Susan Johnson, North American vice president of the Lutheran World Federation (LWF), greets you. We have a marvelous, deep, rich, faith-centered, mission-focused relationship with the Evangelical Lutheran Church in Canada as we do with our colleagues in the LWF all over the world. But, with your neighbors who are members of the NALC or LCMS or LCMC (Lutheran Congregations in Mission for Christ), there is a division and a wound that beckons us into work of repentance and reconciliation that will not be easy.

“That is who we are. We do not shy away. We do not back away. That exposes fear and failure, but we are left with a promise and a command, go and meet the risen Christ for he goes ahead of you, and go and tell. At the end of my visit with the Western Iowa Lay School, the oldest participant in the class stood up and said, ‘Bishop, may I give a blessing to you and to this church that we so love and for which we are so grateful?’ And he began to cry before he even got the words out. He said, from the words of Romans, ‘May the God of steadfastness and encouragement grant you to live in harmony with one another in accordance with Christ Jesus.’ And others in the class began to cry. He said, ‘May the God of hope fill you with all joy and peace in believing so that you may abound in hope by the power of the Holy Spirit. And in his words and his tears and his blessing, the risen Christ again met me.

“May his benediction be upon you and upon this church. Thank you.”

Presiding Bishop Hanson responded to questions from the council about measures that could be taken to repair relationships with other Lutherans in the United States. He mentioned that the CLC would continue to meet under a new charter, which was being drafted, and that cooperation between the ELCA and LCMS will continue in local communities. He added that synodical bishops could address the lingering pain of congregations disaffiliating from the ELCA over the past two years.

Several liaison bishops spoke of ELCA congregations considering disaffiliation at the urging of NALC leaders, who have avoided contact with the synod, and of how local Lutheran ministries continue to cooperate or not. The presiding bishop closed his report by restating that the ELCA will continue its work to be inclusive of others.

Secretary Swartling thanked Presiding Bishop Hanson for his report and returned the chair to him.

GREETING FROM THE ELCIC NATIONAL BISHOP SUSAN JOHNSON

(Agenda I.D.)

Presiding Bishop Mark S. Hanson introduced the Rev. Susan C. Johnson, national bishop of the Evangelical Lutheran Church in Canada (ELCIC), who brought a greeting to the Church Council from the ELCIC and from the Lutheran World Federation (LWF), as LWF vice president for North America.

Bp. Johnson read Luke 13:6–9 and spoke with the council about the ELCIC, its relationships with other Lutherans and other church bodies, its restructuring, its financial situation, and its spiritual renewal.

Presiding Bishop Hanson thanked Bp. Johnson for her greeting and closed it with prayer.

PRIMER ON ECUMENISM

(Agenda I.E.; Exhibit E, Part 2)

The Rev. Donald J. McCoid, assistant to the presiding bishop for ecumenical and inter-religious relations, and the Rev. Kathryn M. Lohre, director for ecumenical and inter-religious relations, presented a primer on ecumenism. They described this church's relationships being developed with its full-communication partner churches, as well through its conciliar, bilateral, and inter-religious engagements, and its discussions with other Lutherans in the United States.

GREETINGS FROM ECUMENICAL LIAISONS

(Agenda I.F.)

Presiding Bishop Mark S. Hanson introduced each of the ecumenical liaisons present, who brought greetings:

- The Rev. Scott Anderson of Presbyterian Church (U.S.A.),
- The Rev. Lisa Vander Wal of Reformed Church in America,
- Ms. Lelanda Lee of The Episcopal Church, and
- The Rev. Christopher Thore of The Moravian Church.

REPORT OF THE VICE PRESIDENT

(Agenda I.G.; Exhibit A, Part 2)

Presiding Bishop Mark S. Hanson called the Church Council's attention to the written report of Vice President Carlos E. Peña.

REPORT OF THE EXECUTIVE COMMITTEE

ELECTION OF A CHURCH COUNCIL MEMBER

(Agenda I.H.1.; Exhibit C)

Background:

The Rev. Dean E. Johnson, Willmar, Minn., who had been elected to the Church Council at its February 2012 meeting [CC12.02.03], announced his resignation from the council. In accordance with constitutional provision 14.15., Secretary David D. Swartling declared a vacancy on the Church Council. The Southwestern Minnesota Synod (3F) nominated the Rev. Joyce M. Graue, Raymond, Minn., to complete the term ending in 2013.

Church Council Action:

Secretary David D. Swartling made the following motion on behalf of the Executive Committee.

Moved;

Seconded: To elect the Rev. Joyce M. Graue, Raymond, Minn. (3F), to the Church Council for a term ending in 2013.

Church Council members discussed the practice of nominating one or more candidates to be elected to complete an unexpired term on the council.

There being no further discussion, the chair called for the vote.

VOTED:

CC12.04.07 To elect the Rev. Joyce M. Graue, Raymond, Minn. (3F), to the Church Council for a term ending in 2013.

Presiding Bishop Hanson declared Pr. Graue elected.

APPOINTMENT OF TASK FORCE ON MISSION FUNDING

(Agenda I.H.2.)

Background:

The Church Council transmitted to the 2011 Churchwide Assembly a number of recommendations based on the report of the task force on Living Into the Future Together: Renewing the Ecology of the ELCA (LIFT). The Churchwide Assembly took several actions related to these recommendations, one of which [CA11.03.07] read in part as follows:

To invite members, congregations, synods, regions, the churchwide organization, colleges and universities, institutions and agencies, networks, and global, ecumenical, and other partners into deep conversation, prayer, and discernment, as, together, this church commits itself to the following actions to implement the report and recommendations:

...

3. To request the Conference of Bishops, in consultation with synod leaders and the churchwide organization, to prepare a report and recommendations for the November 2012 meeting of the Church Council for consideration by the 2013 Churchwide Assembly that:
 - describes patterns of synodical life in the ELCA that effectively support vital congregations, mission growth and outreach;
 - proposes a pattern or a set of patterns that will allow synods to receive and distribute financial resources to support the whole ministry of this church;
 - builds on the Blue Ribbon Committee report of 2007 and includes recommendations for renewed, sustainable financial support for the mission and ministries of this church, including funding for theological education;

- includes strategies for increased mission vitality that may include consideration of redrawing synod boundaries; and
- recommends revision of the constitutional responsibilities of bishops and synods to emphasize synods as catalysts for mission in the changing context and culture. ...

The Conference of Bishops delegated responsibility for studying and making recommendations on the above matters to a Group of Nine. The Group of Nine presented its final report and recommendations to the March 2012 meeting of the Conference of Bishops. At that meeting, after discussion among the members of the Conference of Bishops, the Executive Committee of the Conference of Bishops decided that the chair of the Conference of Bishops and the presiding bishop would propose to the Church Council a configuration of people to address the funding issue.

Church Council Action:

Secretary David D. Swartling made the following motion on behalf of the Executive Committee.

Moved;

Seconded:

To thank the Conference of Bishops and its Group of Nine for the work it has accomplished in response to the 2011 Churchwide Assembly action [CA11.03.07] related to the report and recommendations of the task force on Living Into the Future Together: Renewing the Ecology of the ELCA;

To appoint Presiding Bishop Mark S. Hanson and Vice President Carlos E. Peña to a task force on funding the mission of the ELCA;

To authorize Presiding Bishop Mark S. Hanson, in consultation with Bishop Jessica R. Crist, chair of the Conference of Bishops, to appoint the following people to the task force: a synodical bishop, a synodical vice president, a parish pastor, a Church Council member, and a churchwide organization Administrative Team member;

To affirm the assembly's request that the task force address the following issues:

- propose a pattern or a set of patterns that will allow synods to receive and share financial resources to support the whole ministry of this church;
- build on the Blue Ribbon Committee report of 2007 and include recommendations for renewed, sustainable financial support for the mission and ministries of this church, including funding for theological education; and

To request that a report and recommendations be brought to the October 2012 meeting of the Conference of Bishops to facilitate the conference's fulfilling of the mandate of the 2011 Churchwide Assembly to bring a report and recommendations to the November 2012 meeting of the ELCA Church Council.

The Rev. Jessica R. Crist, bishop of the Montana Synod and chair of the Conference of Bishops, and liaison bishops discussed the conference's consideration of the LIFT report and recommendations.

Bp. Crist made the following motion to amend the main motion.

Moved;

Seconded:

To amend the final paragraph of the main motion by deletion and addition:

To request that a report and recommendations be brought to the October 2012 meeting of the Conference of Bishops to facilitate the conference's fulfilling of the ~~mandate~~ request of the 2011 Churchwide Assembly to bring a report and recommendations to the November 2012 meeting of the ELCA Church Council.

There being no discussion, the chair called for the vote.

Moved;
Seconded;
Carried:

To amend the final paragraph of the main motion by deletion and addition:

To request that a report and recommendations be brought to the October 2012 meeting of the Conference of Bishops to facilitate the conference's fulfilling of the ~~mandate~~ request of the 2011 Churchwide Assembly to bring a report and recommendations to the November 2012 meeting of the ELCA Church Council.

Presiding Bishop Hanson declared the main motion had been amended. There being no further discussion, the chair invited Ms. Karin Lynn Graddy to pray. The chair then called for the vote on the main motion as amended.

VOTED:

CC12.04.08

To thank the Conference of Bishops and its Group of Nine for the work it has accomplished in response to the 2011 Churchwide Assembly action [CA11.03.07] related to the report and recommendations of the task force on Living Into the Future Together: Renewing the Ecology of the ELCA;

To appoint Presiding Bishop Mark S. Hanson and Vice President Carlos E. Peña to a task force on funding the mission of the ELCA;

To authorize Presiding Bishop Mark S. Hanson, in consultation with Bishop Jessica R. Crist, chair of the Conference of Bishops, to appoint the following people to the task force: a synodical bishop, a synodical vice president, a parish pastor, a Church Council member, and a churchwide organization Administrative Team member;

To affirm the assembly's request that the task force address the following issues:

- **propose a pattern or a set of patterns that will allow synods to receive and share financial resources to support the whole ministry of this church;**
- **build on the Blue Ribbon Committee report of 2007 and include recommendations for renewed, sustainable financial support for the mission and ministries of this church, including funding for theological education; and**

To request that a report and recommendations be brought to the October 2012 meeting of the Conference of Bishops to facilitate the conference's fulfilling of the request of the 2011 Churchwide Assembly to bring a report and recommendations to the November 2012 meeting of the ELCA Church Council.

Presiding Bishop Hanson declared the motion was adopted as amended.

CORPORATE SOCIAL RESPONSIBILITY

(Agenda I.I.; Exhibit J, Part 2)

Presiding Bishop Mark S. Hanson drew the Church Council's attention to the materials regarding corporate social responsibility and asked Secretary David D. Swartling to present the background information.

Secretary Swartling discussed the role of the council in the work of the ELCA in corporate social responsibility, especially since recent restructuring of the churchwide organization. He introduced Ms. Evelyn Soto, associate executive director of the Congregational and Synodical Mission unit, and Ms. Patricia Zerega, consultant for corporate social responsibility, who described this church's advocacy in corporate social responsibility and the documents the Church Council members had been provided.

Secretary Swartling made the following motion.

Moved;

Seconded:

To express thanks and appreciation to the Corporate Social Responsibility Review Team, and especially to Ms. Patricia Zerega, for its commitment to advocacy and representing this church in a socially responsible way in the corporate arena;

To adopt the process described in the Corporate Social Responsibility Roles and Responsibilities chart as an interim process for addressing functions and issues involving corporate social responsibility until a long-term recommendation is adopted;

To approve the following documents to serve as the basis for ongoing corporate social responsibility work in this church:

- Social Criteria Investment Screens Criteria, as revised;
- Corporate Social Responsibility Issue Paper Policy and Procedures, as revised;
- Boycott Policy and Procedures, as revised; and
- Genetics Issue Paper; and

To encourage the churchwide organization, synods, congregations, members, and affiliated and related institutions and agencies to study documents and information provided by this church concerning issues of corporate social responsibility, to make investment decisions recognizing these principles, and to advocate for socially responsible decision-making in the corporate arena, consistent with the social policies of this church.

Ms. Susan W. McArver, chair of the council's Program and Services Committee, noted that the committee commended this proposal.

There being no further discussion, the Presiding Bishop Hanson invited the Rev. Robert G. Moore to pray. The chair then called for the vote.

VOTED:

CC12.04.09

To express thanks and appreciation to the Corporate Social Responsibility Review Team, and especially to Ms. Patricia Zerega, for its commitment to advocacy and representing this church in a socially responsible way in the corporate arena;

To adopt the process described in the Corporate Social Responsibility Roles and Responsibilities chart as an interim process for addressing functions and issues involving corporate social responsibility until a long-term recommendation is adopted;

To approve the following documents to serve as the basis for ongoing corporate social responsibility work in this church:

- **Social Criteria Investment Screens Criteria, as revised;**
- **Corporate Social Responsibility Issue Paper Policy and Procedures, as revised;**
- **Boycott Policy and Procedures, as revised; and**
- **Genetics Issue Paper; and**

To encourage the churchwide organization, synods, congregations, members, and affiliated and related institutions and agencies to study documents and information provided by this church concerning issues of corporate social responsibility, to make investment decisions recognizing these principles, and to advocate for socially responsible decision-making in the corporate arena, consistent with the social policies of this church.

Presiding Bishop Hanson declared the motion was adopted.

CORPORATE SOCIAL RESPONSIBILITY ROLES AND RESPONSIBILITIES							
TASK	CSR Consultant	CSR Review Team*	CSM Exec Dir.	Conf. of Bishops	Church Council	ELCA-related Organizations**	Review Frequency
Social Screen/ Criteria for investment screening activities	Develop with Portico input (Staff/CSRC)	Recommend	Authorize for consideration	Advise	Approve	Receive and/or implement within fiduciary responsibility	1 per year
Issue papers with boundaries for voting proxies and filing resolutions	Develop with Portico input (Staff/CSRC)	Recommend	Authorize for consideration	Advise	Approve	Receive and/or implement within fiduciary responsibility	3 per year
Shareholder Resolutions	Develop within boundaries adopted by Church Council	Recommend to file	Approve	Receive report annually	Receive report annually	Endorse as appropriate for implementation within fiduciary responsibility	Annual
Dialogues	Develop within boundaries adopted by Church Council	Prioritize and develop work	Receive report annually	Receive report annually	Receive report annually	Receive report annually	Annual
Boycotts	Develop within boundaries adopted by Church Council	Inter-unit review group research & recommend ***	Receive report annually & authorize any potential boycott for consideration	Receive report annually and advise	Receive report annually and approve any boycott	Receive report annually	Annual

*The CSR review team consists of the director for advocacy, director of the Lutheran Office for World Community, CSR consultant, director for studies, other staff of the churchwide organization, and staff of Portico Benefit Services (formerly known as the Board of Pensions of the Evangelical Lutheran Church in America). The latter will review screens, issue papers, and proposed resolutions but not make recommendations for these ELCA churchwide responsibilities.

** ELCA-related organizations include, but are not limited to, separately incorporated ministries (Portico, the Mission Investment Fund of the ELCA, the Publishing House of the ELCA [Augsburg Fortress, Publishers], Women of the ELCA, the Endowment Fund of the ELCA), and other related organizations and agencies (e.g., ELCA seminaries, ELCA colleges and universities, Lutheran Services in America, and Lutheran Immigration and Refugee Service).

*** CSR review team with addition of expert staff from issue areas of concern.

RECESS

The first plenary session of the April 2012 meeting of the Church Council recessed at 10:33 A.M.

**Saturday, April 14, 2012
Plenary Session II**

Presiding Bishop Mark S. Hanson called the second plenary session to order at 10:50 A.M. and introduced the next speakers.

PRIMER ON COMMUNAL DISCERNMENT

(Agenda II.A.)

At the invitation of the Board Development Committee, the Rev. Jon V. Anderson, bishop of the Southwestern Minnesota Synod, and the Rev. Marcus R. Kunz, assistant to the presiding bishop for theological discernment, presented the Church Council with a primer on communal discernment and the work of the Communal Discernment Task Force.

Presiding Bishop Mark S. Hanson thanked the presenters for the primer.

REPORT OF THE SECRETARY

(Agenda II.B.; Exhibit A, Part 3)

Presiding Bishop Mark S. Hanson asked Secretary David D. Swartling to present his report.

Secretary Swartling discussed details of his written report regarding Synod Assemblies, synod bishop elections, the 2013 Churchwide Assembly, other governance issues, such as electronic meetings, congregations voting to terminate their relationship with the ELCA, congregational reports, personal philanthropy, and anniversaries.

Presiding Bishop Hanson thanked the secretary for his remarks.

REPORT OF THE LEGAL AND CONSTITUTIONAL REVIEW COMMITTEE

(Agenda II.C.; Exhibits D and H)

Presiding Bishop Mark S. Hanson called on Mr. Mark E. Johnson, chair of the Legal and Constitutional Review Committee, to present the committee's report to the Church Council.

Mr. Johnson spoke of possible constitutional amendments, preparations to move from biennial to triennial Churchwide Assemblies, discipline of congregational members, and items to be considered *en bloc*.

LUTHERAN YOUTH ORGANIZATION CHANGES

YOUTH MINISTRY IN THE ELCA CHURCHWIDE ORGANIZATION

(Agenda II.C.1.; Exhibit H, Part 1)

Mr. Mark E. Johnson made the following motion on behalf of the Legal and Constitutional Review Committee.

Moved;

Seconded:

To recognize, in accordance with the action of the 2011 Churchwide Assembly [CA11.05.36], the rich history of the Lutheran Youth Organization and affirm the work that it has accomplished since 1987;

To acknowledge the dissolution of the Lutheran Youth Organization in its current form at the churchwide expression; and

To receive with gratitude the plan for new directions in youth ministry in the ELCA.

Mr. Johnson introduced Ms. Evelyn Soto, associate executive director of the Congregational and Synodical Mission unit, and the council's youth advisors, Ms. Amanda A. Briggs and Mr. Jacob R. Halsor, who explained the proposed new directions in youth ministry provided as background information for the council.

At the invitation of the chair, the Rev. Rachel L. Connelly led the Church Council in prayer.
There being no further discussion, Presiding Bishop Mark S. Hanson called for the vote.

VOTED:

CC12.04.10 **To recognize, in accordance with the action of the 2011 Churchwide Assembly [CA11.05.36], the rich history of the Lutheran Youth Organization (LYO) and affirm the work that it has accomplished since 1987;**
 To acknowledge the dissolution of the Lutheran Youth Organization in its current form at the churchwide expression; and
 To receive with gratitude the plan for new directions in youth ministry in the ELCA.

Presiding Bishop Hanson declared the motion was adopted.

ANNOUNCEMENTS AND PRAYER

Secretary David D. Swartling reminded the Church Council of meetings scheduled during the lunch break. He announced that noon deadlines for new business and items to be removed from *en bloc* would be postponed until a few minutes after the executive session.

At the invitation of Presiding Bishop Mark S. Hanson, Mr. John R. Emery led the council in table grace.

EXECUTIVE SESSION

(Agenda II.D.)

The Church Council recessed at 11:56 A.M. and entered into executive session at 11:57 A.M. to receive a legal briefing from Mr. Phillip H. Harris, general counsel. Minutes for meetings held in executive session are added to the protocol file in the Office of the Secretary.

RECESS

The April 2012 meeting of the Church Council of the Evangelical Lutheran Church in America recessed at 12:05 P.M.

Saturday, April 14, 2012
Plenary Session III

CALL TO ORDER

Presiding Bishop Mark S. Hanson called the third plenary session to order at 1:18 P.M.

PROCESS OBSERVATION

Presiding Bishop Mark S. Hanson called on members of the Board Development Committee—Ms. Rebecca D. Carlson, the Rev. Stephen R. Herr, and the Rev. Kathryn A. Tiede—who explained the process observation forms that council members could complete each day, and they provided their observations of the previous plenary sessions as examples.

BIBLE STUDY

(Agenda III.A.)

The Rev. Jon V. Anderson, bishop of the Southwestern Minnesota Synod and member of the Communal Discernment Task Force, led the Church Council in a study of portions of the first two chapters of Philippians.

REPORT OF THE TREASURER

(Agenda III.B.; Exhibit A, Part 4, and Exhibit F)

Presiding Bishop Mark S. Hanson asked the Rev. Linda O. Norman, treasurer of the ELCA, to present her report.

Treasurer Norman reported that fiscal year 2011 had closed with a \$4 million net surplus, and spending had been slightly less than authorized. Mission support in 2011 was less than it was in 2010, but it was more than was budgeted in 2011. She said a decline in missionary sponsorship income would result in a revised budget for that program in 2012 and changes in the missionary sponsorship program. Data were beginning to be reported for 2012, and financial planning had already begun for 2013 and 2014. The treasurer provided a detailed summary of the Endowment Fund Pooled Trust, ELCA Deferred Gift, and ELCA Charitable Gift Annuity programs.

In response to a question from the Rev. Stephen R. Herr, Treasurer Norman answered that budgeted “congregational support” included directors for evangelical mission.

There being no other questions, Presiding Bishop Hanson thanked Treasurer Norman for her report.

REPORT OF THE BUDGET AND FINANCE COMMITTEE

(Agenda III.C.; Exhibit F)

Presiding Bishop Mark S. Hanson called on Mr. John R. Emery, chair of Budget and Finance Committee, to provide the committee’s report.

Mr. Emery announced the committee had nothing for *en bloc* consideration.

2012 INCOME ESTIMATE AND EXPENDITURE AUTHORIZATION

(Agenda III.C.1.)

Mr. John R. Emery made the following motion on behalf of the Budget and Finance Committee.

Moved;

Seconded: To approve a revised current fund spending authorization for fiscal year 2012 of \$65,498,135;
and

To approve a revised total World Hunger spending authorization for fiscal year 2012 of \$19,900,000.

Mr. Emery noted that the revised current fund spending authorization was an increase of \$1,325,135; the revised World Hunger spending authorization was an increase of \$1,400,000.

There being no further discussion, Presiding Bishop Mark S. Hanson called for the vote.

VOTED:

**CC12.04.11 To approve a revised current fund spending authorization for fiscal year 2012 of \$65,498,135; and
To approve a revised total World Hunger spending authorization for fiscal year 2012 of \$19,900,000.**

The chair declared the motion was adopted.

CHURCH COUNCIL DESIGNATED FUNDS

(Agenda III.C.2.)

Mr. John R. Emery made the following motion on behalf of the Budget and Finance Committee.

Moved;

Seconded: To approve Church Council designated funds for the support of the 2013 Churchwide Assembly in the amount of \$400,000, if required.

Mr. Emery reported that Thrivent Financial for Lutherans was restructuring its block grant program, which had previously helped defray costs of Churchwide Assemblies. The proposed action would designate up to \$400,000 from unrestricted fund balances to partially finance the 2013 Churchwide Assembly.

There being no further discussion, Presiding Bishop Mark S. Hanson called for the vote.

VOTED:

CC12.04.12 To approve Church Council designated funds for the support of the 2013 Churchwide Assembly in the amount of \$400,000, if required.

Presiding Bishop Hanson declared the motion was adopted.

REVISIONS TO 2012 MISSION-SUPPORT PLANS

(Agenda III.C.3.)

Mr. John R. Emery made the following motion on behalf of the Budget and Finance Committee.

Moved;

Seconded: To acknowledge with sadness that circumstances in the following synods have led to decisions to seek a decrease in the percentage of sharing of 2012 mission-support contributions by congregations for synodical and churchwide ministries; to encourage each synod to continue to work to grow mission support in the synod; and to request that each synod develop a plan, in consultation with the

churchwide organization, to restore or surpass the previous level of mission-support sharing: Nebraska; Upstate New York; and Northeastern Pennsylvania synods;

To acknowledge with thanksgiving the decision of the following synods to increase the percentage of sharing of 2012 mission-support contributions by congregations for synodical and churchwide ministries: Western North Dakota; South Dakota; Southern Ohio; New England; Metropolitan New York; and Caribbean synods;

To acknowledge with thanksgiving the decision of the following synods to maintain the percentage of sharing of 2012 mission-support contributions by congregations for synodical and churchwide ministries but estimating an adjustment in the estimated amount to be shared: Northwest Washington; Rocky Mountain; Northeastern Minnesota; Minneapolis Area; Southeastern Minnesota; Central States; Northern Texas-Northern Louisiana; Southeastern Iowa; Western Iowa; Northwest Synod of Wisconsin; La Crosse Area; Indiana-Kentucky; Northwestern Ohio; Northeastern Ohio; Virginia; South Carolina; and Florida-Bahamas synods; and

To 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.

Mr. Emery noted that the motion reflected the plan revisions received to date for 2012.

The Rev. Kathryn A. Tiede expressed her discomfort with the final paragraph of the motion, asking staff to do more. There being no further discussion, Presiding Bishop Mark S. Hanson called for the vote.

VOTED:

CC12.04.13

To acknowledge with sadness that circumstances in the following synods have led to decisions to seek a decrease in the percentage of sharing of 2012 mission-support contributions by congregations for synodical and churchwide ministries; to encourage each synod to continue to work to grow mission support in the synod; and to request that each synod develop a plan, in consultation with the churchwide organization, to restore or surpass the previous level of mission-support sharing: Nebraska; Upstate New York; and Northeastern Pennsylvania synods;

To acknowledge with thanksgiving the decision of the following synods to increase the percentage of sharing of 2012 mission-support contributions by congregations for synodical and churchwide ministries: Western North Dakota; South Dakota; Southern Ohio; New England; Metropolitan New York; and Caribbean synods;

To acknowledge with thanksgiving the decision of the following synods to maintain the percentage of sharing of 2012 mission-support contributions by congregations for synodical and churchwide ministries but estimating an adjustment in the estimated amount to be shared: Northwest Washington; Rocky Mountain; Northeastern Minnesota; Minneapolis Area; Southeastern Minnesota; Central States; Northern Texas-Northern Louisiana; Southeastern Iowa; Western Iowa; Northwest Synod of Wisconsin; La Crosse Area; Indiana-Kentucky; Northwestern Ohio; Northeastern Ohio; Virginia; South Carolina; and Florida-Bahamas synods; and

To 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.

Presiding Bishop Hanson declared the motion was adopted.

2013 MISSION-SUPPORT PLANS

(Agenda III.C.4.)

Mr. John R. Emery made the following motion on behalf of the Budget and Finance Committee.

Moved;

Seconded:

To acknowledge with sadness that circumstances in the following synods have led to decisions to seek a decrease from prior levels in the percentage of sharing of 2013 mission-support contributions by congregations for synodical and churchwide ministries; to encourage each synod to continue to work to grow mission support in the synod; and to request that each synod develop a plan, in consultation with the churchwide organization, to restore or surpass the previous level of mission-support sharing: Arkansas-Oklahoma; Northeastern Ohio; Southwestern Pennsylvania; and North Carolina synods;

To acknowledge with thanksgiving the decision of the following synods to increase the percentage of sharing of 2013 mission-support contributions by congregations for synodical and churchwide ministries: Northwest Washington; Southwestern Washington; Oregon; Montana; Sierra Pacific; Southwest California; Western North Dakota; Northern Texas-Northern Louisiana; Southwestern Texas; Western Iowa; Northern Great Lakes; Southeast Michigan; New England; Slovak Zion; Delaware-Maryland; Virginia; and South Carolina synods;

To acknowledge with thanksgiving the decision of the following synods to maintain the percentage of sharing of 2013 mission-support contributions by congregations for synodical and churchwide ministries: Alaska; Eastern Washington-Idaho; Pacifica; Grand Canyon; Rocky Mountain; South Dakota; Southwestern Minnesota; Minneapolis Area; Southeastern Minnesota; Nebraska; Central States; Texas-Louisiana Gulf Coast; Central/Southern Illinois; Southeastern Iowa; Northeastern Iowa; Northwest Synod of Wisconsin; East-Central Synod of Wisconsin; Greater Milwaukee; South-Central Synod of Wisconsin; La Crosse Area; North/West Lower Michigan; Indiana-Kentucky; Northwestern Ohio; Southern Ohio; New Jersey; Upstate New York; Northeastern Pennsylvania; Northwestern Pennsylvania; Allegheny; Lower Susquehanna; Metropolitan Washington, D.C.; Southeastern; Florida-Bahamas; and Caribbean synods;

To 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

To request that all synods submit their 2013 mission-support plans prior to their 2012 Synod Assemblies.

The Rev. Elizabeth A. Eaton, bishop of the Northeastern Ohio Synod, stated that the Northeastern Ohio Synod had not reduced its mission support and asked that the name of the synod be moved to the paragraph listing synods maintaining their mission-support levels.

There being no further discussion, Presiding Bishop Mark S. Hanson called for the vote on the motion as corrected.

VOTED:

CC12.04.14

To acknowledge with sadness that circumstances in the following synods have led to decisions to seek a decrease from prior levels in the percentage of sharing of 2013 mission-support contributions by congregations for synodical and churchwide ministries; to encourage each synod to continue to work to grow mission support in the synod; and to request that each synod develop a plan, in consultation with the

churchwide organization, to restore or surpass the previous level of mission-support sharing: Arkansas-Oklahoma; Southwestern Pennsylvania; and North Carolina synods;

To acknowledge with thanksgiving the decision of the following synods to increase the percentage of sharing of 2013 mission-support contributions by congregations for synodical and churchwide ministries: Northwest Washington; Southwestern Washington; Oregon; Montana; Sierra Pacific; Southwest California; Western North Dakota; Northern Texas-Northern Louisiana; Southwestern Texas; Western Iowa; Northern Great Lakes; Southeast Michigan; New England; Slovak Zion; Delaware-Maryland; Virginia; and South Carolina synods;

To acknowledge with thanksgiving the decision of the following synods to maintain the percentage of sharing of 2013 mission-support contributions by congregations for synodical and churchwide ministries: Alaska; Eastern Washington-Idaho; Pacifica; Grand Canyon; Rocky Mountain; South Dakota; Southwestern Minnesota; Minneapolis Area; Southeastern Minnesota; Nebraska; Central States; Texas-Louisiana Gulf Coast; Central/Southern Illinois; Southeastern Iowa; Northeastern Iowa; Northwest Synod of Wisconsin; East-Central Synod of Wisconsin; Greater Milwaukee; South-Central Synod of Wisconsin; La Crosse Area; North/West Lower Michigan; Indiana-Kentucky; Northwestern Ohio; Northeastern Ohio; Southern Ohio; New Jersey; Upstate New York; Northeastern Pennsylvania; Northwestern Pennsylvania; Allegheny; Lower Susquehanna; Metropolitan Washington, D.C.; Southeastern; Florida-Bahamas; and Caribbean synods;

To 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

To request that all synods submit their 2013 mission-support plans prior to their 2012 Synod Assemblies.

Presiding Bishop Hanson declared the motion was adopted as corrected.

RESOURCES TO PROMOTE MISSION SUPPORT

(Agenda III.C.5.)

Mr. John R. Emery made the following motion on behalf of the Budget and Finance Committee.

Moved;

Seconded:

To request that the Mission Advancement unit provide resources to be used by members of the Church Council in their role as advocates to sustain and increase mission support.

Mr. Emery related that members of the Church Council serve as “ambassadors” of the churchwide organization but often do not feel equipped for that role. Responding to a question, he said council members may tell stories about the ministries of this church while representatives of the Mission Advancement unit discuss the specifics of mission support.

There being no further discussion, Presiding Bishop Mark S. Hanson called for the vote.

VOTED:

CC12.04.15 **To request that the Mission Advancement unit provide resources to be used by members of the Church Council in their role as advocates to sustain and increase mission support.**

Presiding Bishop Hanson declared the motion was adopted.

Mr. Emery concluded the report of the Budget and Finance Committee.

REPORT OF THE CONFERENCE OF BISHOPS

(Agenda III.D.; Exhibit A, Part 6)

Presiding Bishop Mark S. Hanson called on the Rev. Jessica R. Crist, bishop of the Montana Synod and chair of the Conference of Bishops, to present the conference report.

Bp. Crist noted that the Conference of Bishops was wrestling with assignments including in the 2011 report and recommendations of the Living into the Future Together: Renewing the Ecology of the ELCA (LIFT) task force.

STEWARDSHIP AND WHOLE-PERSON HEALTH CONVERSATIONS

(Agenda III.F.; Exhibit L)

At the invitation of Presiding Bishop Mark S. Hanson, the Rev. Margaret G. Payne, bishop of the New England Synod, led a discussion on stewardship, whole-person health, and the six competencies of a well-formed stewardship leader described in “How Much is Enough? A Deeper Look at Stewardship in an Age of Abundance.”

Presiding Bishop Hanson thanked Bp. Payne for her leadership.

ANNOUNCEMENTS

(Agenda III.G.)

At the invitation of Presiding Bishop Mark S. Hanson, the Rev. Joyce M. Graue introduced herself.

RECESS

The third plenary session of the April 2012 meeting of the Church Council recessed at 3:19 P.M.

**Saturday, April 14, 2012
Plenary Session IV**

CALL TO ORDER

Presiding Bishop Mark S. Hanson called the fourth plenary session to order at 4:03 P.M. and introduced the next speaker.

DWELLING IN THE WORD, COMMUNAL DISCERNMENT TASK FORCE

(Agenda IV.A.)

The Rev. Susan Langhauser reflected on the verses of Philippians from the Bible study and prayed.

REPORT OF THE PROGRAM AND SERVICES COMMITTEE

(Agenda IV.B.)

Presiding Bishop Mark S. Hanson asked Ms. Susan W. McArver, chair of the Program and Services Committee, to present the committee's report.

Ms. McArver used the principles of communal discernment to lead the Church Council in a discussion of four ongoing projects:

- the social statement on criminal justice
- the social statement on justice for women
- the social message on mental illness
- the Addressing Social Concerns Review Task Force

UPDATE ON SOCIAL STATEMENT ON JUSTICE FOR WOMEN

(Agenda IV.B.2.)

Ms. Susan W. McArver made the following motion on behalf of the Program and Services Committee.

Moved;

Seconded: To appoint Ms. Pamela E. Pritt and Pr. Robert G. Moore as advisory members to the task force developing the social statement on justice for women.

There being no discussion, Presiding Bishop Mark S. Hanson called for the vote.

VOTED:

CC12.04.16 To appoint Ms. Pamela E. Pritt and Pr. Robert G. Moore as advisory members to the task force developing the social statement on justice for women.

Presiding Bishop Hanson declared the individuals had been appointed.

CHURCH COUNCIL NOMINATIONS AND ELECTIONS

(Agenda I.J.; Exhibit C)

Presiding Bishop Mark S. Hanson called on Secretary David D. Swartling, who made the following motion on behalf of the council's Executive Committee.

Moved;

Seconded:

To elect to the Portico Benefit Services board of trustees to a term expiring in 2013: Ms. Diana Goude-lock Haywood;

To elect to the Lutheran Medical Center board of trustees to terms expiring in 2015: Ms. Brenda Grandell, Dr. Genevieve Go, Ms. Miriam Katowitz, Mr. Darin McAtee, Mr. George Renert, Mr. Vincent Rohan, and Mr. Danny Tsoi, and Ms. Kathryn Wylde;

To elect to the Lutheran Theological Seminary at Gettysburg board of directors to a term expiring in 2016: Mr. Steve Gunderson;

To elect to the Lutheran School of Theology at Chicago board of directors to terms expiring in 2015: Ms. Kathryn M. Hasselblad-Pascale and Mr. Marvin J. Lofquist;

To elect to the Trinity Lutheran Seminary board of directors to terms expiring in 2016: Mr. Gerald (Gary) H. Philpy, Ms. Elizabeth Baer, and Pr. Frederick D. Fritz; and

To elect to the Wartburg Theological Seminary board of directors: Pr. Stephen J. Cornils (term expiring 2018), Pr. Nelson C. Meyer (term expiring 2019), and Dr. Joel Streng (term expiring 2017).

There being no discussion, the chair called for the vote.

VOTED:

CC12.04.17

To elect to the Portico Benefit Services board of trustees to a term expiring in 2013: Ms. Diana Goude-lock Haywood;

To elect to the Lutheran Medical Center board of trustees to terms expiring in 2015: Ms. Brenda Grandell, Dr. Genevieve Go, Ms. Miriam Katowitz, Mr. Darin McAtee, Mr. George Renert, Mr. Vincent Rohan, and Mr. Danny Tsoi, and Ms. Kathryn Wylde;

To elect to the Lutheran Theological Seminary at Gettysburg board of directors to a term expiring in 2016: Mr. Steve Gunderson;

To elect to the Lutheran School of Theology at Chicago board of directors to terms expiring in 2015: Ms. Kathryn M. Hasselblad-Pascale and Mr. Marvin J. Lofquist;

To elect to the Trinity Lutheran Seminary board of directors to terms expiring in 2016: Mr. Gerald (Gary) H. Philpy, Ms. Elizabeth Baer, and Pr. Frederick D. Fritz; and

To elect to the Wartburg Theological Seminary board of directors: Pr. Stephen J. Cornils (term expiring 2018), Pr. Nelson C. Meyer (term expiring 2019), and Dr. Joel Streng (term expiring 2017).

Presiding Bishop Hanson declared the individuals had been elected.

2013 CHURCHWIDE ASSEMBLY PROCESS FOR ELECTIONS

(Agenda I.H.3.)

Presiding Bishop Mark S. Hanson recognized Secretary David D. Swartling, who made the following motion on behalf of the council's Executive Committee.

Moved;

Seconded:

To delegate to the Executive Committee of the Church Council (excluding the presiding bishop and secretary), together with the chair of the Conference of Bishops, responsibility for (1) review and evaluation of and recommendations for Part 16 of the draft Rules of Organization and Procedure for

the 2013 Churchwide Assembly, particularly the assembly discernment process, and (2) consideration of a potential pre-assembly process to facilitate discernment throughout this church in anticipation of officer elections at the assembly; and

To bring to the Church Council recommendations for Part 16 of the Rules of Organization and Procedure for the 2013 Churchwide Assembly and for a potential pre-assembly discernment process no later than the November 2012 meeting.

Secretary Swartling noted that the 2013 Churchwide Assembly will conduct elections for presiding bishop and secretary. Aside from the personal discernment of the current presiding bishop and secretary, he suggested that the ELCA engage in its own discernment process to evaluate the leadership needs of this church for the coming six years.

There being no further discussion, the chair called for the vote.

VOTED:

CC12.04.18

To delegate to the Executive Committee of the Church Council (excluding the presiding bishop and secretary), together with the chair of the Conference of Bishops, responsibility for (1) review and evaluation of and recommendations for Part 16 of the draft Rules of Organization and Procedure for the 2013 Churchwide Assembly, particularly the assembly discernment process, and (2) consideration of a potential pre-assembly process to facilitate discernment throughout this church in anticipation of officer elections at the assembly; and

To bring to the Church Council recommendations for Part 16 of the Rules of Organization and Procedure for the 2013 Churchwide Assembly and for a potential pre-assembly discernment process no later than the November 2012 meeting.

Presiding Bishop Hanson declared the motion was adopted.

VIDEO OF CHURCHWIDE ORGANIZATION REPORT TO SYNOD ASSEMBLIES

Presiding Bishop Mark S. Hanson invited the Church Council to view a video that the Mission Advancement unit had produced to accompany the churchwide organization's report to Synod Assemblies.

COMMUNAL DISCERNMENT AND PROCESS OBSERVATION

(Agenda IV.C.)

Presiding Bishop Mark S. Hanson asked members of the Board Development Committee—Mr. Paul G. Archer, the Rev. Rachel L. Connelly, and Mr. William B. Horne II—to present their process observations. Mr. Horne related how the video report the council just watched had addressed this church's priorities regarding racial, gender, and social justice, while other reports to the council had not. Mr. Archer lauded the testimonies of several people who spoke to the Church Council. Pr. Connelly commended the communal discernment that had been incorporated into the meeting.

Presiding Bishop Hanson called on the Rev. Susan Langhauser, the council's liaison to the Communal Discernment Task Force, who went into greater detail on how the meeting had incorporated principles of communal discernment.

The chair thanked the speakers for their comments.

JOYS AND CONCERNS

Church Council members shared joys and concerns.

ANNOUNCEMENTS

(Agenda IV.D.)

Secretary David D. Swartling made and invited several scheduling announcements.

RECESS

Presiding Bishop Mark S. Hanson asked Mr. John S. Munday to close the plenary with prayer.

The April 2012 meeting of the Church Council of the Evangelical Lutheran Church in America recessed at 5:14 P.M.

**Sunday, April 15, 2012
Plenary Session V**

CALL TO ORDER

Presiding Bishop Mark S. Hanson called the fifth plenary session to order at 1:06 P.M. and introduced the next speaker.

REPORT OF THE EXECUTIVE FOR ADMINISTRATION

(Agenda V.A.; Exhibit A, Part 5)

The Rev. M. Wyvetta Bullock, executive for administration, drew the Church Council's attention to her written report and spoke in detail about the churchwide organization's operational plan. She described how the Planning and Evaluation Committee had used the plan to review the Congregational and Synodical Mission unit. Pr. Bullock outlined progress being made to reach the plan's goals.

A discussion followed regarding the effects of the 2009 Churchwide Assembly's actions relating to human sexuality on synods and the churchwide organization. Pr. Bullock also responded to questions about staff adapting to a restructured churchwide organization.

REPORT OF THE PLANNING AND EVALUATION COMMITTEE

INTERIM REPORT FROM LIFT ADVISORY COMMITTEE

(Agenda V.B.1.; Exhibit I)

Presiding Bishop Mark S. Hanson asked the Rev. Susan Langhauser, chair of the Planning and Evaluation Committee, to present the committee's report.

Pr. Langhauser said the committee received an interim report from an advisory committee assigned to assist this church in continuing the work of the Living into the Future Together: Renewing the Ecology of the ELCA (LIFT) task force. A final report and possible recommendations will be brought to the council's November 2012 meeting. Pr. Langhauser concluded the committee report by noting that the committee was using the operational plan as an assessment tool for unit reviews.

REVIEW OF PROPOSAL FOR OBSERVANCE OF 500TH ANNIVERSARY OF THE REFORMATION

(Agenda V.C.; Exhibit K, Part 4)

Presiding Bishop Mark S. Hanson asked the Rev. Marcus R. Kunz, assistant to the presiding bishop for theological discernment, to report on a proposal that staff of the churchwide organization had been developing to observe the 500th Anniversary of the Reformation.

Pr. Kunz shared information about plans to observe October 31, 1517, by the Lutheran World Federation, Germany, the Evangelical Church in Germany, and the ELCA. He responded to questions from the council about congregations and other institutions planning to observe the anniversary. Pr. Kunz said, rather than trying to focus on a single time and place to observe the anniversary, all planning was being encouraged to observe an array of significant dates.

CONVERSATION ABOUT *THE LUTHERAN MAGAZINE*

(Agenda V.D.)

Presiding Bishop Mark S. Hanson called on Mr. Daniel J. Lehmann, editor of *The Lutheran* magazine, to report on the magazine's strategic planning.

Mr. Lehmann described work to develop a "directions paper" for the magazine to be presented at the Church Council's November 2012 meeting. To assist that process, he led the council in small-group discussions and a plenary conversation of several questions: How might *The Lutheran* best support the mission of the ELCA? What is its

particular contribution? Is the magazine in its current form still relevant and needed by church members, congregations, and other parts of the ELCA? He also asked the members to submit other ideas to strengthen or improve the magazine's impact and financial prospects.

RECESS

The fifth plenary session of the April 2012 meeting of the Church Council recessed at 2:30 P.M.

Sunday, April 15, 2012
Plenary Session VI

CALL TO ORDER

Presiding Bishop Mark S. Hanson called the sixth plenary session to order at 2:37 P.M. and introduced the next speaker.

REPORT OF THE BOARD DEVELOPMENT COMMITTEE

(Agenda VI.A.)

The Rev. Kathryn A. Tiede, chair of the Board Development Committee, directed the Church Council to the committee's written report regarding primers, Bible studies, and leadership development. She announced that the committee's racial justice working group had become its social justice working group with Mr. Iván A. Pérez as the chair. Other members of the working group were Ms. Rebecca D. Carlson, Ms. Christine P. Connell, Ms. Marjorie B. Ellis, Mr. Gary D. Gabrielson, and Ms. Feronika A. Raming. Ms. Lelanda Lee of The Episcopal Church would serve the group as ecumenical consultant.

RETREATS

(Agenda VI.A.3.)

The Rev. Kathryn A. Tiede related elements of the Board Development Committee's discussion of Church Council retreats. She led the council in small-group discussions of the costs and benefits of retreats. The conversation included topics related to leadership development.

Pr. Tiede concluded the report of the Board Development Committee.

NEW BUSINESS

(Agenda VI.B.)

Presiding Bishop Mark S. Hanson called on Secretary David D. Swartling, who stated that no new business had been introduced.

CONSIDERATION OF UNFINISHED AND ADDITIONAL AGENDA ITEMS

(Agenda VI.C.)

Secretary David D. Swartling announced there were no unfinished or additional agenda items.

CONSIDERATION OF ITEMS REMOVED FROM *EN BLOC*

(Agenda VI.D.; Exhibits B and D)

Presiding Bishop Mark S. Hanson declared that no items had been removed from the *en bloc* resolutions.

***EN BLOC* APPROVAL OF CERTAIN ITEMS**

(Agenda VI.E.; Exhibits B and D)

Secretary David D. Swartling made the following motion.

Moved;

Seconded: To take action *en bloc* on the following items.

There being no discussion, Presiding Bishop Mark S. Hanson called for the vote.

VOTED:

CC12.04.19 To take action *en bloc* on the following items.

Presiding Bishop Hanson declared the motion was adopted and approval was given *en bloc* to the following items.

A. RESPONSES TO SYNODICAL RESOLUTIONS

**PREVIOUSLY REFERRED TO UNITS BY CHURCH COUNCIL OR EXECUTIVE COMMITTEE
HUMAN RIGHTS VIOLATIONS AGAINST THE OROMO PEOPLE**

VOTED:

EN BLOC

**CC12.04.19a To receive the report and recommendation of the Congregational and Synodical Mission (CSM) and Global Mission (GM) units;
To acknowledge with gratitude the church's ongoing work and consultation with global companion church bodies in addressing the longstanding concern for human rights violations against the Oromo people; and
To request that the secretary of this church inform the synod of this action.**

B. CLOSE THE SCHOOL OF THE AMERICAS

NOW RENAMED WESTERN HEMISPHERE INSTITUTE FOR SECURITY COOPERATION [SOA/WHINSEC]

VOTED:

EN BLOC

**CC12.04.19b To receive the report and recommendation from the Congregational and Synodical Mission unit;
To request the Public Policy Procedures Group convened by the Office of the Bishop to recommend to the Presiding Bishop an appropriate response which supports the request for positive action as based on the related Social Policy Resolution passed by the 1995 Churchwide Assembly; and
To request that the secretary of this church inform the synod of this action.**

C. CHURCHWIDE ASSEMBLY ACTIONS

**RESPONSES FROM UNITS TO CHURCH COUNCIL
SOCIAL STATEMENT *HUMAN SEXUALITY, GIFT AND TRUST* IMPLEMENTING RESOLUTIONS**

VOTED:

EN BLOC

**CC12.04.19c To receive the report from the Congregational and Synodical Mission unit in consultation with Mission Advancement, Global Mission, Women of the ELCA, Lutheran Men in Mission, Augsburg Fortress, and Portico Benefit Services in response to the 2009 Churchwide Assembly action related to the implementing resolutions for the social statement, *Human Sexuality: Gift and Trust*; and
To express with appreciation the ongoing work of the churchwide organization, synods, institutions, agencies, and congregations in implementing the substance and**

spirit of this statement as the response of the Church Council to the Churchwide Assembly action.

**D. INTERNATIONAL YEAR FOR PEOPLE OF AFRICAN DESCENT
MEMORIALS CATEGORY A3 (CA11.03.12)**

VOTED:

EN BLOC

CC12.04.19d To receive with gratitude the report from the Director for Racial Justice Ministries;

To recognize with deep appreciation the collaborative work of the Director for Racial Justice Ministries and the Director for African Descent Ministries in recognizing the International Year for People of African Descent; and

To acknowledge the many ways the church has lifted up the International Year for People of African Descent and encouraged participation in prayer, ministry, forums, and presentations, as well as artistic, cultural, and worship expressions that affirm the gifts of people of African Descent as the response of the Church Council to the Churchwide Assembly action.

**E. CONFRONTING INJUSTICE IN STATE IMMIGRATION INITIATIVES
MOTION C (CA11.05.31)**

VOTED:

EN BLOC

CC12.04.19e To receive the report from the Congregational and Synodical Mission unit in consultation with the Theological Discernment team in the Office of the Presiding Bishop related to state immigration initiatives;

To acknowledge with gratitude the communication of this motion to the U.S. President and Congress by the presiding bishop and synod bishops and the subsequent news releases to the media;

To approve information regarding the deep engagement and commitment to this issue with the Lutheran Immigration and Refugee Service (LIRS) as the Church Council's response to the Churchwide Assembly action; and

To anticipate a possible designation of one day each year for "Stand for Welcome Sunday" by the Congregational and Synodical Mission unit.

**F. TREE FOR LUTHERGARTEN
MOTION K (CA11.04.19)**

VOTED:

EN BLOC

CC12.04.19f To acknowledge the value of planting a "sister" tree in the Luthergarten to recognize the quincentenary of the Protestant Reformation;

To receive the report and response from the Office of the Presiding Bishop; and

To acknowledge with gratitude the financial contribution from the Northeastern Ohio Synod to plant the Horse Chestnut tree in the Luthergarten.

G. AMENDMENTS TO SEMINARY GOVERNING DOCUMENTS

VOTED: *EN BLOC*
CC12.04.19g **To approve the amended and restated articles of incorporation and bylaws of
Wartburg Theological Seminary, Dubuque, Iowa; and
To approve the amended bylaws and continuing resolutions of the Eastern Cluster
of Lutheran Seminaries.**

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WARTBURG THEOLOGICAL SEMINARY**

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.
- © 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 twenty-six (26) and not less than twenty (20) members, each director having one vote.~~ The business of the corporation shall be conducted by a Board of Directors consisting of not more than thirty (30) and not less than twenty (20) 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.

BYLAWS OF WARTBURG THEOLOGICAL SEMINARY

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-six (26)~~ thirty (30) and not less than twenty (20), 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 of the Seminary in consultation with the Seminary.

Up to four (4) of the above Directors shall be elected from the membership of the Wartburg Seminary Foundation Board of Trustees. The Wartburg Seminary Foundation Trustees, in consultation with the Chairperson of the Board of Directors, the Chair of the Board Development Committee, and the President, and 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; provided, however, that 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 (½) 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 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 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 manner prescribed by 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 chairperson of the Board of Directors and shall be called by the chairperson upon written request of any four (4) directors. *Robert's Rules of Order*, 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 Academic Dean of the Seminary, and the President 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 Chairperson, a Vice-Chairperson, 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, the chairpersons of all standing committees, the chairperson of the Foundation Board of Trustees, , and the President of the seminary, *ex officio*. 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 are not elected members 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 Chairperson 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. All actions of the Executive Committee 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 of the Board in consultation with the Executive Committee and the President of the Seminary, shall appointed the members of the committees and their chairpersons, subject to the review and approval of the Board. ~~Each committee shall select its own chairperson annually at the fall meeting (89.11.1).~~

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) his or her dissent is entered in the minutes of the meeting; or,
- (2) he or she shall file 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 forwards such dissent by registered or certified mail to the secretary of the corporation 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 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 directors or of a committee 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 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 may resign at any time by giving written notice of his or her resignation to the Chairperson 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 directors or a committee 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 corporation 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 Article of Incorporation.

BYLAWS AND CONTINUING RESOLUTIONS EASTERN CLUSTER OF LUTHERAN SEMINARIES *(Revisions approved by ECLS board, March 8, 2012)*

Preamble

The Lutheran Theological Seminary at Gettysburg, Pa., the Lutheran Theological Seminary at Philadelphia, Pa., and the Lutheran Theological Southern Seminary, located in Columbia, S.C., form this Eastern Cluster of Lutheran Seminaries to provide a full range of theological education for the Eastern United States, in particular, and for the church at large, and establish this corporation to assist them through a consolidated governance structure for decision-making and for planning and implementing a comprehensive program of theological education.**

The Eastern Cluster of Lutheran Seminaries, upon the approval by a majority vote of the governing boards of each of the three seminaries, adopted these bylaws.

Chapter 1. Name, Seal, and Location

- 1.01. The name of this corporation, which is a Pennsylvania nonprofit corporation, is Eastern Cluster of Lutheran Seminaries.
- 1.02. The seal of the corporation contains the name and the year of incorporation. The name of the corporation forms the circular outer edge of the seal.
- 1.03. The official address of the corporation shall be 61 Seminary Ridge, Gettysburg, Pa. 17325. The location of the administrative office of the corporation shall be determined by the Board of Directors.
- 1.03. A09. The administrative office of the corporation shall be located at 61 Seminary Ridge, Gettysburg, Pa. 17325.

Chapter 2. Mission Statement

- 2.01. Centered in the Word of God made flesh in Jesus Christ, the Eastern Cluster of Lutheran Seminaries of the Evangelical Lutheran Church in America exists to support the integrity and the fullness of the theological endeavor: as faith seeking understanding; understanding seeking expression; and expression fulfilling mission.

** The Churchwide Assembly of the Evangelical Lutheran Church in America in 1993 adopted a recommendation emanating from the Task Force on the Study of Theological Education for Ministry, calling the eight seminaries of the ELCA to form from three to five clusters for leadership education. Each cluster was asked to provide a full range of theological education for mission on its territory. See Appendix A for the 11 *Imperatives for Theological Education* also adopted as part of the Study.

- 2.02. We are an interdependent body formed to meet the challenging needs of rostered leaders and all the baptized for their ministry in daily life, by providing theological leadership and offering programs to augment the curricula of the member seminaries.
- 2.03. We commit ourselves to the best stewardship of our talents and resources and the rich theological heritage entrusted to us, offering our particular gifts to the church. We rely upon the wisdom and power given to the Church by the Holy Spirit to guide our endeavors.

Chapter 3. Powers

- 3.01. This corporation shall have those powers provided by the Pennsylvania Nonprofit Corporation Law that are not inconsistent with these Bylaws. In addition, it shall have the power to develop a comprehensive plan for leadership education on behalf of the Cluster, for approval by the boards of the Lutheran Theological Seminary at Gettysburg, the Lutheran Theological Seminary at Philadelphia and the Lutheran Theological Southern Seminary. Further, it shall have the power
 - a. to adopt a budget for the Cluster and to develop and implement formulae for allocation to the Cluster and among the three seminaries of unrestricted funds received by the Cluster;
 - b. to receive and administer restricted funds given to the Cluster for the support of Cluster programs and activities; and
 - c. to solicit funds on behalf of the Cluster to support the operation of the Cluster and for the support of Cluster programs and activities.
- 3.02. The Cluster shall have such additional powers as the three seminary boards from time to time mutually shall agree to delegate to it.
- 3.03. Prior to the establishment of major, new initiatives by a seminary within this Cluster, there shall be consultation between the Board of Directors of the Cluster and with the respective boards of each seminary or, in the interim between the regular meetings of such boards, with the executive committee of each board. A “major new initiative” shall be defined as any new academic offering, building project, or fund-raising initiative. A consultation shall be defined as forthright conversation. A consultation may be held between board meetings with the Executive Committee of the Board or the three Presidents. Each seminary does not have veto power but shall have the ability and responsibility to respond within this Cluster agreement.
- 3.04. The Cluster shall seek to enhance the ability of each seminary to function in accord with the eleven “Imperatives for Theological Education,” as adopted by the 1993 Churchwide Assembly of the Evangelical Lutheran Church in America. Moreover the Cluster shall operate in keeping with the current edition of the “Memorandum of Understanding” for the Cluster, insofar as the memorandum is consistent with the Cluster’s bylaws.

Chapter 4. Board of Directors

- 4.01. The Board of Directors shall consist of twelve Directors, which shall include the president, the dean or provost, the board/advisory council chairperson, and a senior faculty member of each seminary, known as a Cluster Fellow. A member of the staff of the appropriate churchwide unit as designated by the Church Council of the ELCA shall serve as a consultant to the Board of Directors, with voice but without vote.
- 4.02. The term of each Director who is the president, provost, dean, or chairperson of the board/advisory council of a seminary and faculty member shall be unlimited, except that it shall terminate when the Director leaves his or her office. The term of a seminary president, provost, dean, or board chairperson shall commence automatically upon that person’s election as president, provost, dean, or chairperson. The term of the faculty

- member shall commence upon that person's appointment to the position of Cluster Fellow by the president or provost of each seminary and ratification of the Cluster Board.
- 4.03. The Board of Directors shall meet at least twice each year. Special meetings may be called by the Chairperson of the Board of Directors in consultation with the Executive Director, or upon the written petition, addressed to the Executive Director, of at least four Directors. At least fourteen days' written notice of a special meeting shall be given to each Director.
- 4.03.A09. One of the meetings of the Board of Directors during each year shall be in person. The other meeting or meetings may be conducted by electronic means as determined by the Board of Directors.
- 4.04. The affirmative vote of at least two-thirds of all of the Directors (regardless of the number of Directors present and voting) shall be required for the adoption of any of the following actions (provided that at least one Director from each of the three seminaries shall have voted in the affirmative):
- a. To permit the withdrawal of any seminary from the Cluster or from participation or continuing participation in any program or activity of the Cluster;
 - b. To reduce or increase the number of member seminaries that shall be permitted to participate in or continue to participate in any program or activity of the Cluster; or
 - c. To approve a proposal for the distribution of unrestricted funds received by the Cluster to or for the use by any of the three seminaries.
- Further, actions under a. or b. above affecting the tenure of any seminary as a member of the Cluster shall not become effective until approved by the Church Council of the ELCA upon recommendation by the appropriate churchwide unit.
- 4.05. A majority of the Directors then in office shall constitute a quorum for any meeting of the Board of Directors, provided that at least one Director from each of the three seminaries shall be in attendance.
- 4.06. *Robert's Rules of Order*, latest edition, shall establish the procedural rules for all meetings of the Board of Directors and its committees or work groups.
- 4.07. The Cluster Board may carry out discussion and decisions via e-mail as long as the Board follows the rules stated above for an affirmative vote. The record of the action shall be forwarded to the secretary of the Board to be included the meeting minutes of the subsequent regular minutes of the Board.

Chapter 5. Officers

- 5.01. The officers shall be a Chairperson, a Vice Chairperson, a Secretary, and a Treasurer. At the discretion of the Board of Directors, the offices of Secretary and Treasurer may be combined. Officers shall be elected by the board for three-year, renewable terms.
- 5.02. If no person is available to serve as Secretary or Treasurer, a non-voting officer may be identified to serve in this capacity. The election of said officer will follow the above rules for election and term of office.
- 5.03. The Chairperson shall preside at meetings of the Board of Directors and of the Executive Committee. The Vice Chairperson shall have the authority to act in the place of the Chairperson in the event of the death, resignation, or disability of the Chairperson.
- 5.04. The Secretary shall keep minutes of the meetings of the Board of Directors and of the Executive Committee, and shall furnish copies of the minutes of the meetings of the Board of Directors and of the Executive

Committee to each Director and to those persons designated to receive copies of the minutes. The Secretary shall be the custodian of the Seal of the Corporation.

- 5.05. The Treasurer shall have custody of the corporate funds and all assets of the corporation and shall keep full and complete records of all receipts and disbursements in the books of the corporation, and shall deposit all monies of the corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall render to the Executive Director and the Board of Directors, whenever they may so require, but at least annually, an account of all transactions conducted by the Treasurer and of the financial condition of the corporation.
- 5.06. An officer may resign at any time upon written notice to the Executive Director or to the Board of Directors. The resignation shall be effective upon receipt or upon the date, if any, set forth in the notice, whichever is later.
- 5.07. An officer may be removed by the Board of Directors whenever in its judgment the best interest of the corporation will be served thereby. A majority vote shall prevail, provided that at least one Director from each of the three seminaries shall have voted in the affirmative.
- 5.08. A vacancy in any office shall be filled by the Board of Directors for the remaining balance of the term.

Chapter 6. Executive Director and Cluster Fellows

- 6.01. There shall be an Executive Director who shall serve as the president and chief executive officer of the corporation. The Executive Director as president of the corporation shall have the authority to execute documents on behalf of the corporation and shall be accountable to the Board of Directors.
 - 6.01.A12. The Executive Director shall be ~~one of the three seminary presidents either a seminary president or provost.~~ In the event the ~~president person~~ serving as Executive Director shall ~~cease being president resign from office,~~ one of the other two ~~presidents eligible~~ shall assume the office of Executive Director and terms shall be rearranged so that the effect is that no seminary shall have its president or ~~presidents provost~~ serve as Executive Director for ~~a total of no~~ more than three years out of any given six-year period.
 - 6.02.A10. A Cluster Fellow, chosen from among the senior faculty, shall be nominated by the president of each seminary, and ratified by the Cluster Board for appointment to a three-year, renewable term. Each Cluster Fellow shall carry out the responsibilities of that position to facilitate the work of the Cluster in the manner specified in the description of the position as approved by the Board of Directors. Each Cluster Fellow shall report to the dean or provost of the respective seminary and shall be accountable to the Executive Director of the Cluster.

Chapter 7. Committees

- 7.01.1. There shall be an Executive Committee, consisting of the ~~presidents and chairpersons of the boards of each seminary president or provost and board chair of each seminary board/advisory council.~~ The Executive Committee shall have full power and authority to act on behalf of the Board of Directors, except that the Committee shall not have the power to revoke or rescind any prior action of the Board nor shall it have authority to take any action referred to in Section 4.04 of the Bylaws. Actions of the Executive Committee shall be subject to review by the Board of Directors.
- 7.01.2. Coordinating committees and project-specific work groups with membership on the basis of need may be identified and appointed by the Board of Directors. The duration of the work of such committees and work

groups shall be determined by the Board of Directors. A member of the Board of Directors shall serve as a member of a committee or work group established by the board. Meetings of such committees and work groups shall be conducted by conference call or online consultation whenever possible. All committees and work groups shall report regularly to the Board of Directors.

- 7.03. Non-directors may serve as members of committees or work groups. Their nomination and appointment shall be approved by the Board Chair in consultation with the Executive Director.
- 7.04. In consultation with the Executive Director and the Treasurer, the Executive Committee of the Cluster Board shall develop the annual budget of the Cluster. It also shall develop proposals for allocation to the Cluster and among the three seminaries of unrestricted funds received by the Cluster. It shall serve as the investment committee for the Cluster.

Chapter 8. Funding

- 8.01. The Eastern Cluster of Lutheran Seminaries, in accordance with guidelines approved by the Board and the boards of the three seminaries, shall develop resources to fund its operations and its programs.

Chapter 9. Indemnification

- 9.01. 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 Director, 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 Director, officer, employee, agent or member of a Board Committee.
- 9.02. This corporation may purchase and maintain insurance on behalf of a person who is or was a Director, 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 10. Miscellaneous Provisions

- 10.01. The Board of Directors, or any committee thereof, shall have the authority to conduct any meeting by telephone or other means of communication which allows all persons participating in the meeting to communicate with each other, provided that all provisions of these Bylaws and continuing resolutions pertaining to the calling of meetings, notice, and quorum shall have been complied with fully.
- 10.02. No member of the Board of Directors, or of any committee thereof, shall receive compensation for such service. However, this shall not be construed to prohibit payment by the Cluster of the costs necessary to purchase insurance coverage to fund the indemnification provided under Chapter 10 hereof.

Chapter 11. Amendments

- 11.01. Amendments to these Bylaws may be made by a two-thirds vote of the Directors present at any regular or special meeting of the Board, provided that any proposed amendments shall have been transmitted in writing by the Secretary to all Directors at least thirty days prior to the date of the meeting, and the notice of the meeting shall have included the announcement of the consideration of the proposed amendment and set forth the text of the proposed amendment. No amendment to the Bylaws shall become effective until it has been approved

by the boards of each of the seminaries, and by the Church Council of the Evangelical Lutheran Church in America.

- 11.02. The Board of Directors may adopt continuing resolutions for the purpose of interpreting or implementing the Bylaws. Such resolutions shall be adopted or amended by an affirmative vote of at least two-thirds of the Directors present and voting at any regular meeting of the Board or at any special meeting of the Board providing that notice of the proposed resolution is submitted to the directors in writing together with the notice announcing the special meeting. Such resolutions, upon their adoption, shall be published together with the Bylaws.

NOTE: Codification Explanation

Bylaws provide the primary governing principles. Continuing resolutions, which are intentionally more easily amendable, provide additional detail setting forth how the bylaws to which each is attached shall be carried out.

Bylaws are intended to be more permanent in nature and can be amended only upon the approval of the governing boards of each of the seminaries. Continuing resolutions may be amended at any time that the Board of Directors determines that there is a better or more effective way to fulfill the purpose of the bylaw.

Bylaws are codified with two sets of numbers, separated by a period. The first digit(s), preceding the period, represents the number of the chapter of which the bylaw is a part. The second set of numbers is a chronological listing of the bylaws contained in each chapter.

Continuing resolutions begin with the two sets of numbers contained in the bylaw to which they pertain, followed by a period, a capital letter, and two digits representing the year of adoption. Thus, "4.01.A97" is the designation for the first resolution appended to Bylaw 4.01 and shows that it was adopted in 1997. If a second resolution is appended, it would contain the letter "B" plus two digits indicating the year of adoption. If 4.01.A97 is amended, it would retain the designation 4.01.A, but would be followed by two digits referring to the year in which the amendment was adopted and the reference to 1997 would be deleted.

APPENDIX A
Imperatives for Theological Education

These 11 imperatives for theological education were approved by the 1993 ELCA Churchwide Assembly as the planning and guiding focus for preparation of leaders for this church into the twenty-first century.

1. Depth in the Faith

This church needs pastors and lay leaders whose various ministries are rooted in the Bible, history and theology, and shaped by the Lutheran confessional heritage. We seek men and women whose personal faith in Jesus Christ is nourished and renewed through a disciplined devotional life. No longer can we depend on a Christian culture to transmit basic Christian knowledge and values. Leaders must be competent to teach and preach the truth of the faith with accuracy and clarity. Secular ideologies, spiritual movements and world religions offer competing faith claims to which Christians must be prepared to respond out of the depths of their tradition. People look to their lay and ordained ministers for theological and spiritual leadership that is based on an intimate knowledge of scripture, a distinctively Lutheran theological understanding, and contemporary methods of theological reflection.

2. Mission Outreach

God's mission requires leaders in all the ministries of the church who are prepared and committed to proclaim the good news of salvation in Jesus Christ. Evangelical outreach by faithful and articulate leaders is obedient to Christ's Great Commission and essential to the identity, vitality, and continuity of this church. Approaches in theological education are needed which help pastors and other leaders recognize and respond to the spiritual hunger of people in their

congregations and in the communities beyond their congregations. Pastors must themselves be equipped so that they can equip others to join with them in sharing their faith with those who have never heard, those who have not believed, and those who are out of touch with the means of grace within the community of faith. They must learn to lead congregations which serve as mission outposts for the faith.

3. Practical Congregational Needs

Congregations are asking for leaders with a high level of competence in the practice of ministry. Practical competence includes not only specific skills of ministry, but also the integration of practice with spiritual and theological depth, sensitivity to interpersonal relationships, and beyond that an overall capacity for leadership. If congregations are going to become mission outposts for the renewal of the faith in our secular context, they need pastors who inspire through their teaching, preaching and leadership at worship who empower members for their ministry, and who provide vision and direction for the ministry team. They need associates in ministry and other lay leaders who provide expert leadership in specific areas such as education, evangelism, music, and youth ministry. In order to meet the demands of congregational ministry today, leaders need both the gifts that come from the Spirit and practical competencies that must be learned. Seminary education provides an introduction to basic ministry skills and the art of theological and practical integration. These must be refined and expanded through continuing education, practice, supervision, and reflection. Most seminary graduates need to develop competence in a variety of practical areas, including evangelism, stewardship, and administration.

4. Cultures and Contexts

With the growing diversity and interdependence of cultures that increasingly mark contemporary American society, we need lay and ordained ministers who are sensitive to and knowledgeable about the cultures of those they serve and who are able to adapt their ministry to different contexts. Global economic, political, and cultural realities shape the overall setting of contemporary ministry. At the same time, ministry is always carried out in a particular culture and a local context. The practical demands of ministry are more complex and difficult to meet when one is ministering in cultures and contexts other than one's own. This church needs leaders who can minister effectively with people from a diverse range of life situations including ethnic origins, vocational and educational experience, family situations, regional variations, types of community, and political value systems. Awareness of cultures and contexts should also lead Christian leaders to speak out against trends in society that are contrary to the faith they hold.

5. Africa American, Asian, Hispanic, and Native America Candidates

This church needs to invite Christian leaders from the African America, Asian, Hispanic, and Native America communities to consider service in the church as pastors or associates in ministry. It also must provide these candidates with theological education that is congruent with their varied cultural perspectives and that prepares them for rostered ministry throughout the ELCA. Mission in North America requires that the ELCA learn how to relate the Gospel to the growing number of African America, Asian, Hispanic, and Native American persons who live here. These communities are often better served by pastors and associates in ministry from these communities. Furthermore, people from all communities will be nurtured in the faith more effectively within the ELCA if this church body recognizes the particularity of each community and becomes more inclusive of a variety of cultural values and styles. This second task belongs to this whole church, but it will not happen without the leadership of a growing number of pastors and associates in ministry who are themselves Asian, African-America, Native American, and Hispanic.

6. Indigenous Lay Leaders

This church needs to find appropriate ways to provide indigenous lay leaders identified by their communities with the basic theological education they need for ministry in their settings. Many of those with potential for being effective ministers in their communities are not able to leave their communities for extended periods of time for training. Furthermore, there may be ways in which their effectiveness for certain ministries is enhanced by their continuity in their community. Some indigenous leaders are already being licensed for local service by their bishops. Various training programs are being developed locally and synodically to serve them. If the ELCA authorizes a wider range of ministries,

such as lay catechists and evangelists, the demand will increase for approaches to theological education that are highly accessible, adaptable, and portable.

7. Life-Long Learning

Because of the changing, diverse context of our mission, it is necessary that leaders continually grow in faith, expand their skills and increase their knowledge through continuing education. Even at their very best, seminary degree programs cannot teach all one needs to know for the practice of ministry. While continuing education is expected of all pastors and associates in ministry, it is certainly needed during the early, formative years of ministry in a specific context. Continuing education is critically important at other points of personal and professional transition which call for fresh theological reflection, refinement of skills, response to changing society issues, or orientation to new ministry contexts. This church must encourage and provide resources for its lay and ordained leaders to continually develop and renew their gifts for ministry through disciplined patterns of life-long learning.

8. Ministry in Daily Life

The education of ordained pastors and other leaders in the church should prepare them to assist the people of the church to integrate their life and faith. In addition, an increasing number of Christians who are not pursuing a church occupation seek intellectual exploration of their faith and theological reflection on their ministries in the world. Many have the time and interest to study theology with the same academic thoroughness that they apply to secular and professional fields of study. These lay members live on the cutting edge of mission. They engage structures of society and are in regular contact with people of other faiths and with people scarcely related to organized religion. Their faith and ministry could be enhanced if, in addition to congregationally based adult education, they had access to programs of theological education at an advanced level. Such programs would have to relate to their ministries in the world and be adaptable to the demands of their primary commitments to family or work.

9. Scholarly Discourse and Reflection

How the church engages its mission is constantly challenged, focused, and refined by lively and critical theological reflection. Since their origin in a sixteenth century university context, Lutherans have been committed to preparing pastors, teachers and other leaders to engage in theological reflection in congregations, colleges, and seminaries. The seminaries of the Lutheran church have had a special responsibility for transmitting the Lutheran theological tradition to successive generations of leaders. For the sake of the integrity and vitality of the Lutheran theological tradition and the contribution it makes to the ecumenical church, it is essential that all Lutheran theological faculties not only prepare leaders, but also serve as communities of theological discourse, which are a resource to this church in the development and review of theological positions. Furthermore, to ensure the continuation of a strong Lutheran theological tradition, this church needs to encourage and support some centers where theological education at the doctoral level can be pursued: major divinity schools where a strong Lutheran presence is consciously developed and maintained, ecumenical consortia in which a Lutheran institution collaborates with institutions of other denominations, seminary-based academic doctoral studies which may draw in scholars and expertise from neighboring academic institutions.

10. Life Circumstances of Candidates

Just as the context of the ELCA's mission is diverse, so also are those who come to be prepared to serve that mission: candidates young and old; candidates just out of college and candidates with a variety of work and life experience; single candidates and candidates with families; candidates who carry high debt loads and work to support themselves and their families while they prepare for ministry; candidates with advanced degrees and candidates who lack academic preparation for theological study; candidates steeped in the Christian tradition and Lutheran ethos and new Christians with little experience of the church; candidates who are mobile and candidates who are bound to particular places and communities; candidates who bring a variety of perspectives as women and men, as members of the dominant culture, and as members of various racial and ethnic communities. Some within this diversity have experience systemic discrimination. This church needs to provide options in theological education that are responsive to the varied circumstances in the lives of ministry candidates.

11. Ecumenical Interdependence

Since a diversity of religions and Christian communions is part of our context for mission, people preparing for leadership in the ELCA need to learn how to work and study together with people of other traditions. It is vital that theological education in the ELCA build ecumenical understanding and model patterns of dialogue and cooperation among Christians and adherent of other faiths. Wherever possible, cooperative relationships and scholarly exchange programs should be fostered between Lutheran seminaries and those of other traditions and among Lutheran seminaries around the world. Major ecumenical seminaries which prepare some leaders for service in the Lutheran church play a role in fostering ecumenical interdependence.

APPENDIX B

Excerpts from Pennsylvania Nonprofit Corporation: Powers, Duties, Safeguards

5502. General Powers

General rule. – Subject to the limitations and restrictions imposed by statute and, except as otherwise provided in paragraph (4), subject to the limitations and restrictions contained in its articles, every nonprofit corporation shall have power:

1. To have perpetual succession by its corporate name unless a limited period of duration is specified in its articles, subject to the power of the Attorney General under section 503 (relating to actions to revoke corporate franchises) and to the power of the General Assembly under the Constitution of Pennsylvania.
2. To sue and be sued, complain and defend and participate as a party or otherwise in any judicial, administrative, arbitral or other proceeding in its corporate name.
3. To have a corporate seal, which may be altered at pleasure, and to use the seal by causing it to be impressed or affixed or in any manner reproduced.
4. To acquire, own and utilize any real or personal property, or any interest therein, wherever situated, regardless of any limitation set forth in its articles prior to January 1, 1972 as to the quantity or value of real or personal property which it may hold, or as to the amount of income derived there from.
5. To sell, convey, mortgage, pledge, lease, exchange or otherwise dispose of all or any part of its property and assets, or any interest therein, wherever situated.
6. To guarantee, become surety for, acquire, own and dispose of obligations, capital stock and other securities.
7. To borrow money, issue or incur its obligations and secure any of its obligations by mortgage on or pledge of or security interest in all or any part of its property and assets, wherever situated, franchises or income, or any interest therein.
8. To invest its funds, lend money and take and hold real and personal property as security for the repayment of funds so invested or loaned.
9. To make contributions and donations.
10. To use abbreviations, words, logos or symbols upon the records of the corporation, and in connection with the registration of, and inscription of ownership or entitlement on, certificates evidencing membership in or securities or obligations of the corporation.
11. To be a promoter, partner, member, associate or manager of any partnership, enterprise or venture or in any transaction, undertaking or arrangement that the corporation would have power to conduct itself, whether or not its participation involves sharing or delegation of control with or to others.
12. To transact any lawful business that the board of directors or other body finds will aid governmental policy.
13. To continue the salaries of such of its employees as may be serving in the active or reserve armed forces of the United States, or in the national guard or in any other organization established for the protection of the lives and property of citizens of the Commonwealth or the United States, during the term of that service or during such part thereof as the employees, by reason of that service, may be unable to perform their duties as employees of the corporation.

14. To pay pensions and establish pension plans, pension trusts, profit sharing plans, share bonus plans, share option plans, incentive and deferred compensation plans and other plans or trusts for any or all of its present or former representatives and, after their death, to grant allowances or pensions to their dependents or beneficiaries, whether or not the grant was made during their lifetime.
 15. To conduct its business, carry on its operations, have offices and exercise the powers granted by this article or any other provision of law in any jurisdiction within or without the United States.
 16. To elect or appoint and remove officers, employees and agents of the corporation define their duties, fix their reasonable compensation and reasonable compensation of directors, to lend any of the foregoing money and credit and to pay bonuses or other additional compensation to any of the foregoing for past services.
 17. To enter into any obligation appropriate for the transaction of its affairs, including contracts or other agreements with its members.
 18. To have and exercise all of the powers and means appropriate to effect the purpose or purposes for which the corporation is incorporated.
 19. To have and exercise all other powers enumerated elsewhere in this subpart or otherwise vested by law in the corporation.
 20. **Enumeration unnecessary.** – It shall not be necessary to set forth in the articles of the corporation the powers enumerated in subsection (a).
-

H. LENOIR-RHYNE UNIVERSITY AND LUTHERAN THEOLOGICAL SOUTHERN SEMINARY MERGER

VOTED:

EN BLOC

CC12.04.19h To approve the revised charter and bylaws of Lenoir-Rhyne University, Hickory, North Carolina.

Charter and Bylaws Lenoir-Rhyne University

Charter

Acts to Incorporate Lenoir-Rhyne University

Situated at Hickory, Catawba County, North Carolina

As revised by the Board of Trustees of Lenoir-Rhyne College on May 23, 2008, approved by the Synod Council of the North Carolina Synod of the Evangelical Lutheran Church in America on June 5, 2008, and certified by the State of North Carolina Department of The Secretary of State on June 20, 2008.

The General Assembly of North Carolina do enact:

Section 1. That W.P. Cline, J.C. Moretz, R.L. Fritz, S.E. Killian, J.S. Propst, P.C. Setzer, McCoy Moretz and B.A. Whitener of Hickory, N.C.; J.C. Hall, Lenoir, N.C.; J.M. Rhodes, Rhodhiss, N.C.; J.B. Stirewalt, New Market, Va.; W.J. Boger, Mt. Holly, N.C.; R.E. Cline, Henry, N.C.; Lee Hoover, Lincolnton, N.C.; G.W. Rabb and C.E. Smyre, Newton, N.C.; John M. Arndt, Claremont, N.C.; J.F. Deal, Concord, N.C.; J.S. Lipe, Landis, N.C.; and J.H.C. Huitt, Catawba, N.C.; and their successors in office, be and they hereby are created a corporation under the name of “Lenoir-Rhyne University.”

Section 2. That the purpose for which this corporation is formed is the promotion of religion, morality and learning through the establishment, maintenance and operation of an institution of higher education.

Section 3. In order to properly prosecute said purpose, this corporation shall have the following powers and authority:

a. To confer such degrees and other marks of literary distinction as are usually conferred by colleges and universities;

b. To elect a President of said university, other officers, and such professors as they deem proper, and to remove them for sufficient cause;

c. To possess all the powers authorized and allowed to non-profit corporations under Chapter 55A of the General Statutes of North Carolina.

Section 4. This corporation shall have no capital stock. It is organized and is to be operated exclusively for the educational purposes heretofore set forth. No part of the net earnings of this corporation shall inure to the benefit of any private shareholder, or individual, and no part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and notwithstanding anything to the contrary herein contained, the said corporation shall have no power to receive or hold property of any kind for any purpose other than religious, charitable, scientific, literary and educational purposes, all for the public welfare.

Section 5. It shall not be lawful for any person, or persons to manufacture or sell any wines, or spirituous, or malt liquors to any person within two miles of said Lenoir-Rhyne University, except for medical purposes, and any person, or persons, violating any of the provisions of this act shall be considered guilty of a misdemeanor, and shall be fined not exceeding fifty dollars or imprisoned not more than thirty days for each and every offense: Provided that this Section shall not apply to the incorporate limits of the City of Hickory.

Section 6. The Board of Trustees of Lenoir-Rhyne University, and/or said corporation, shall be the successors of and shall succeed to any and all rights, powers, privileges, advantages, title and property heretofore conferred upon, or which may hereafter be acquired by the Board of Trustees for Educational Institutions of the United Evangelical Lutheran Synod of North Carolina, the Board of Trustees of Lenoir College and/or Lenoir College; the Board of Trustees of Daniel Rhyne College and/or Daniel Rhyne College; the Board of Trustees of Lenoir-Rhyne College and/or Lenoir-Rhyne College; the Board of Trustees of the North Carolina College and/or the North Carolina College; the Board of Trustees of Mount Amoena Seminary and/or Mount Amoena Seminary: Provided, that nothing contained herein shall alter, change or modify any existing contract, or contracts, agreement or agreements heretofore made by Lenoir-Rhyne University.

Section 7. This corporation shall have no members. It shall be governed by a Board of Trustees. The members of the Board of Trustees shall be ratified by the Synod Assembly of the North Carolina Synod of the Evangelical Lutheran Church in America. Any vacancies on the Board of Trustees shall be filled by the Synod Council or Synod Assembly of the North Carolina Synod of the Evangelical Lutheran Church in America, election being for the unexpired term. The number of members of the Board of Trustees, their terms of office, and the method of their election shall be provided for in the bylaws of Lenoir-Rhyne University.

Section 8. The Board of Trustees shall meet annually in the City of Hickory, N.C., and may meet at such other times and places as may be deemed expedient for the good of the University. The Board of Trustees shall elect the officers and shall elect the members of the committees specified in the bylaws.

Section 9. The power to make bylaws shall be vested in the members of the Board of Trustees. Bylaws may be enacted, amended or repealed by a two-thirds (2/3) affirmative vote of the members of the Board of Trustees present: Provided, all members of the Board of Trustees have been notified in writing of the proposed changes at least thirty days prior to the meeting. Bylaws may be suspended by an affirmative vote of at least four-fifths (4/5) of the members of the Board of Trustees present.

Section 10. In the event that this corporation ceases to exist or in the event that it ceases to operate in accordance with the purposes for which it is created, then all of the assets and property of said corporation shall be vested in the North Carolina Synod of the Evangelical Lutheran Church in America.

Section 11. This Charter may be amended only by a vote of the majority of the members of the Board of Trustees of said corporation: Provided that such amendment shall not become effective until it has been approved by the Synod Council or Synod Assembly of the North Carolina Synod of the Evangelical Lutheran Church in America.

**Lenoir-Rhyne University
Bylaws**

**Adopted by the Board of Trustees, August 23, 2008.
Amended on August 27, 2011 and March 24, 2012.**

**Article I
Authority**

Pursuant to authority granted in the Charter of Lenoir-Rhyne University, Section 9, the Board of Trustees of Lenoir-Rhyne University adopts the following Bylaws for the government of itself and the University.

**Article II
Purpose**

Section 1. In pursuit of the development of the whole person, Lenoir-Rhyne University seeks to liberate mind and spirit, clarify personal faith, foster physical wholeness, build a sense of community, and promote responsible leadership for service in the world.

As an institution of the North Carolina Synod of the Evangelical Lutheran Church in America, the University holds the conviction that wholeness of personality, true vocation, and the most useful service to God and the world are best discerned from the perspective of Christian faith.

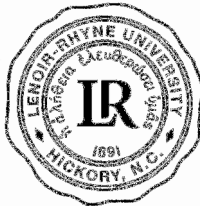
As a community of learning, the University provides programs of undergraduate, graduate, and continuing study committed to the liberal arts and sciences as a foundation for a wide variety of careers and as guidance for a meaningful life.

Section 2. There shall be such colleges and divisions of instruction as are consistent with the purpose of the institution and approved by the Board of Trustees. Among these is a School of Theology which includes a seminary of the ELCA known as Lutheran Theological Southern Seminary (LTSS).

Section 3. These Bylaws shall not preclude compliance with compatible standards and requirements of the accrediting agencies having jurisdiction for such standards.

**Article III
Seal**

Section 1. The official seal of the University shall be:



Section 2. The official seal of the University shall be the official seal of the Corporation.

Section 3. The official seal of the University shall be affixed to all degrees and certificates which shall also bear the signatures of the President of the University, the Secretary of the Faculty Assembly, the Chairperson of the Board, and the Secretary of the Board.

Article IV Board of Trustees

Section 1. Functions

a. Lenoir-Rhyne University is a corporation of the State of North Carolina and the Board of Trustees is its governing body. In the Board resides the ultimate authority to make decisions affecting the University as a whole or any of its parts. The Board's decisions are normally policy-related rather than administrative.

b. The Board is responsible for the immediate and long-range welfare of the institution including, but not limited to, providing for its financial needs, its academic program and standards, and faculty and student status and governance. It encourages reasonable student and faculty voice in matters affecting their welfare and is the final arbiter of internal disputes involving the administration, the faculty and the students.

c. The Board serves as the intermediary between society and the University and between the Church and the University, interpreting its mission, advocating support of its welfare, protecting the administration as much as possible from undue pressure from political, religious and other sources, and acting as an agent of constructive change.

Section 2. Powers

a. The Board of Trustees shall have the power to manage the property and business of the Corporation, referred to in these Bylaws as Lenoir-Rhyne University or the "University," and to carry out any other functions which are granted or permitted by the State of North Carolina under the provisions of Chapter 55A of the North Carolina Non-profit Corporation Act and the Charter of Lenoir-Rhyne University or by these Bylaws, except insofar as such powers may be limited by law.

b. These powers shall include but not be limited to the following:

(1) Elect or remove the Officers of the Board and the President and other administrative officers of the University in accordance with these Bylaws; however, the power to appoint or remove administrative officers, but not Officers of the Board, should normally, in the discretion of the Board, be delegated to the President of the University;

(2) Confer degrees upon such persons as have satisfactorily completed the requirements for the degree upon recommendation of the President and the Faculty Assembly and confer honorary degrees and awards upon the recommendations of the Committee on Honors and Awards;

(3) Establish and review the educational programs of the University;

(4) Establish annually the budget of the University which shall be submitted to it upon recommendation of the Committee on Finance and Investment;

(5) Authorize the construction of new buildings and major renovations of existing buildings;

(6) Authorize the sale and purchase of land, buildings or major equipment for the use of the University;

(7) Institute and promote major fund-raising efforts of the University;

(8) Authorize any changes in tuition and fees within the University;

(9) Authorize Officers or agents of the University to accept gifts for the University;

(10) Authorize the incurring of debts by the University and securing thereof by mortgage and pledge of real and personal property, tangible and intangible.

Article V Membership of Board of Trustees

Section 1. The Board of Trustees consists of the persons ratified by the North Carolina Synod of the Evangelical Lutheran Church in America as provided in this article.

Section 2. Elections

a. The Board of Trustees shall be comprised of at least 27 members elected to three-year rotating terms, plus the President of the University, the Chair of the Advisory Council of Lutheran Theological Southern Seminary, and the Bishop of the North Carolina Synod of the Evangelical Lutheran Church in America.

b. The Board of Trustees shall submit for Synod ratification each year a list of names of all nominees for membership, a list which is sufficient to maintain the minimum size of the Board. Included among the persons submitted for Synod ratification shall be at least two members of the clergy of congregations of the Evangelical Lutheran Church in America, each of whom has served in the North Carolina Synod in the past or present or who is a graduate of Lenoir-Rhyne. A majority of the members of the Board of Trustees shall be members of the Evangelical Lutheran Church in America.

c. Any vacancy on the Board of Trustees shall be ratified by the Synod Council or the assembly of the North Carolina Synod of the Evangelical Lutheran Church in America upon the recommendation of the Board of Trustees, election being for the unexpired term.

Section 3. The Trustees shall have the privilege of succeeding themselves not more than two times for a total of three consecutive terms. A person who has completed three consecutive terms as a Trustee may be elected again after that person has been off the Board for at least one year.

Section 4. The terms of the Trustees begin at the close of the Synod Assembly at which they are elected.

Section 5. A member of the Board of Trustees may be removed from the Board before the end of the member's term only for cause, including failure to meet the requirements of election, failure to fulfill the duties of the appointment, and/or behavior that brings discredit to the university. A proposal to remove a member shall be brought to the Executive Committee which, if a majority of the Committee finds cause, shall bring the matter to the full Board for a vote at its next meeting. A majority vote of the Board shall be necessary to remove a member.

Article VI

Officers of the Board and Administrative Officers of the University

Section 1. Officers of the Board

a. The Officers of the Board are the Officers of the Corporation. They shall be a Chair, a Vice Chair, a Secretary, an Assistant Secretary, and a Treasurer.

b. The Chair of the Board of Trustees shall be elected for a term of three years. All other officers shall be elected annually for terms of one year. Election shall be by ballot if there is more than one nominee for the office and shall be held at the first regular meeting of the Board after the annual assembly of the Synod except that interim vacancies may be filled by the Executive Committee.

c. The Officers of the Board shall function as the legal representatives of the Board and the University.

Section 2. Administrative Officers of the University

a. The administrative officers of the University shall be the President, the Provost of the University, the Provost of the School of Theology, the Vice President for Administration and Finance and Treasurer, the Vice President for Institutional Advancement, the Dean of Student Life, the Vice President for Enrollment Management, and such other officers as the Board may deem necessary. Upon the recommendation of the President, and upon the approval of the Board, the role of Treasurer of the University may be designated to another position than the Vice President for Administration and Finance. Duties and responsibilities of the position as set forth in these Bylaws shall remain unchanged and as stated, whether there be two positions or a combination.

b. The President of the University shall be elected by the Board of Trustees from the active membership of the Lutheran church on nomination of a special committee appointed by the Chair. The initial term of office shall be six years subject to renewal for succeeding terms none of which shall exceed six years.

c. At the inauguration, the President of the University shall make the following declaration: "I do solemnly promise that I will endeavor to elevate the Christian character and academic quality of this Institution, and at all times to be faithful to the fundamental principles of the Lutheran church as taught in its Confessions."

d. The performance of the President shall be evaluated under the direction of the Chair of the Board on an annual basis. Additional evaluations of the President's performance may be conducted at other times upon the request of either the Board of Trustees or the President.

e. In the absence of specific instructions from the President or the Board to the contrary, the Provost shall be regarded as the University's chief administrator when the President is not available to exercise the usual responsibilities. Should the President be incapacitated by illness or otherwise rendered incapable of exercising the administrative role, the Provost shall immediately contact the Chair of the Board and assume necessary presidential prerogatives until the Chair or Executive Committee of the Board authorizes some other arrangement.

f. All other administrative officers and regular teaching faculty of the University shall be elected by the Board upon nomination of the President for such terms as it may determine.

g. The duties of the several administrative officers shall be those assigned by these Bylaws, resolutions of the Board, and by the President of the University. These duties shall be described in the Faculty Handbook and other appropriate documents. The President shall have full authority in unusual circumstances to amend or change any assignment of duty when the President considers such a change to be in the best interest of the University. Any such change shall be reported by the President promptly to the Board of Trustees.

h. The Faculty Handbook is a compilation of official policy for administrators and members of the faculty. Should there appear to be a conflict between materials in the Handbook and the Bylaws of the University or resolutions of the Board of Trustees, the Bylaws and Board resolutions shall take precedence. Responsibilities of the faculty and administrative officers shall be set forth in the Faculty Handbook which shall also include official actions of the faculty, administration, and Board of Trustees which have continuing significance.

I. The administrative officers shall be under the supervision of the President.

Article VII

Powers and Duties of the Chair and Vice Chair of the Board of Trustees

The Chair of the Board is the Chair of the Corporation. The Chair shall preside at all meetings of the Board of Trustees, shall have a right to vote on all questions, shall appoint to all committees the members whose elections are not otherwise provided for, and shall have such other powers and duties as the Board from time to time may prescribe. The Chair shall be a member and chair of the Executive Committee, a member of the Committee on Finance and Investment, a member of the Subcommittee on Investments, and a member of the Committee on Promotion and Development; and the Chair shall be ex officio member of all the other committees of the Board with voice but without power to vote. In the absence of the Chair, the Vice Chair shall perform the duties of the office of the Chair.

Article VIII

Powers and Duties of the President of the University

Section 1. The President of the University is a member of the Board of Trustees. The President is the chief executive officer of the University and the official adviser to and agent of the Board of Trustees and its Executive Committee. The President shall, as educational and administrative head of the University, exercise a general superintendence over all the affairs of the institution, and bring such matters to the attention of the Board as are appropriate to keep the Board fully informed to meet its policy-making responsibilities. The President shall have the power on behalf of the Board to perform acts to make effective the actions of the Board or its Executive Committee. The President shall be the primary medium of communication between the Board and the Administration, the Board and the Faculty, and the Board and the Students. The President shall be a member of the Executive Committee, of the Committee on Finance and Investment, of the Subcommittee on Investments, of the Committee on Honors and Awards and shall be ex officio member of all other committees of the Board with voice but without power to vote.

Section 2. Should any administrative officer (other than the President) or member of the faculty be incapacitated or otherwise prevented from fulfilling official responsibilities, the President is authorized to arrange for the temporary

filling of the position, provided the President shall report such interim appointments to the Board or its Executive Committee.

Section 3. The Chairs of the academic Schools and the Deans of the Colleges shall be appointed by the Provost in consultation with the President and appropriate constituencies.

Article IX Powers and Duties of the Secretary

Section 1. The Secretary of the Board is the Secretary of the Corporation. The Secretary shall give proper notice of all meetings of the Board of Trustees and shall keep or cause to be kept an accurate record of all meetings of the Board, including in such minutes all reports of committees, treasurer's reports, audit reports and all other official communications. The Secretary shall furnish each member of the Board with a copy of all Board minutes. The Secretary shall be a member and the secretary of the Executive Committee. Any of the duties or powers of the Secretary may be performed by an Assistant Secretary who shall be responsible to and report to the Secretary.

Section 2. The Secretary shall attest to and affix the University seal to such documents as required in the business of the University, including but not limited to deeds, bonds, mortgages, agreements, contracts, diplomas, evidences of the award of degrees, transcripts, abstracts of resolutions, certificates, minutes and bylaws issued pursuant to the authority of the University.

Section 3. The Secretary and all Standing Committees shall keep minutes of all meetings and such minutes shall be filed with the Secretary of the Board and placed in suitable permanent binders or books as shall be provided by the Board.

Article X Powers and Duties of the Treasurers

Section 1. The Treasurer of the Board shall be the custodian of all trust and endowment funds of the University and of the Board; however, the Board, upon recommendation of the Committee on Finance and Investment, may contract for the custody and investment of such funds, as are designated by contract, by a duly chartered bank or trust company or an investment management organization licensed and authorized by law to carry on such business. The Treasurer of the Board shall be bonded. The Treasurer of the Board shall be responsible for an accurate record of all endowment or trust funds in his/her custody or control. The Treasurer of the Board shall be a member of the Executive Committee, the Committee on Finance and Investment and of the Subcommittee on Investments.

Section 2. The Treasurer of the University shall be the custodian of the current funds, the building funds, and all other funds not in the custody of the Treasurer of the Board. The Treasurer of the University shall be bonded. The Treasurer of the University shall keep or cause to be kept full and accurate accounts of all receipts and disbursements and obey all lawful orders of the Trustees, the President of the University, the Committee on Finance and Investment, and the Subcommittee on Audit respecting funds, property, and accounts of the University. The Treasurer of the University shall be responsible for the preparation of any corporate financial reports as may be required by departments of government, including but not limited to the State of North Carolina. The Treasurer of the University shall, in the name of the University, give receipts for monies or property as shall be required, deposit funds in accordance with resolution and direction of the Committee on Finance and Investment or the Board of Trustees, and safeguard the money of the University. The Treasurer of the University shall not pay out any money unless by order of the Board of Trustees or under such regulations or with such approval as the Committee on Finance and Investment may prescribe. The Treasurer of the University shall cooperate with any independent auditors or certified public accountant retained by the Board of Trustees for the purpose of conducting audits of the accounts of the University.

Section 3. All Treasurers shall make a full report on all securities, funds, and properties in their custody or control at each annual meeting of the Board and at such other times as required by the Board.

Article XI Meetings

Section 1. Three regular meetings of the Board of Trustees shall be held annually in the City of Hickory, North Carolina, or at such other place deemed expedient for the good of the University. The time and place of these meetings shall be decided by the Board and written notice shall be given each trustee at least two weeks in advance of each regular meeting.

Section 2. The regular meeting of the Board of Trustees in November shall be the annual meeting of the Board.

Section 3. Special meetings may be called by the Chair of the Board, and shall be called by the Chair upon written request of at least five members of the Board. A written notice shall be given each trustee at least five days in advance of a special meeting and only the matters included in this notice shall be considered at the meeting.

Section 4. 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, telegram, cable, or in any other way the Trustees shall decide. However, a written consent setting forth the action so taken and signed by all members of the Board or of a committee, as the case may be, must be filed with the minutes of the proceedings of the Board or the Committee.

Section 5. Meetings of the Board of Trustees, except for executive sessions, may be attended by the Chair of the Faculty Assembly, the President of the Student Government Association, the President of the Alumni Association, the Chair of the Board of Visitors, the President of the Piedmont Educational Foundation, and the Chair of the Business Council. Their attendance shall be with voice but without vote. They shall report regularly to their respective organizations on actions taken at the Board of Trustees meetings.

Section 6. Any employee of the University shall attend a meeting of the Board when requested by the President or the Chair of the Board.

Section 7. A majority of the Trustees shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Trustees present and voting at a duly called meeting of the Board shall be the act of the Board of Trustees, except as may be provided by statute or by the articles of incorporation, or by these Bylaws.

Article XII Rules of Order and Order of Business

Section 1. *Robert's Rules of Order*, latest edition, as modified by these Bylaws, shall be observed in conducting the business of the Board and the Corporation. In all matters of parliamentary procedure not covered by these Bylaws, *Robert's Rules of Order* shall govern.

Section 2. The Board may adopt a stated Order of Business to be used at all its regular meetings.

Section 3. Should an Order of Business be adopted under Section 2 of this article, said Order of Business shall be subject to change by a majority of the Trustees at any meeting at which there is a quorum.

Article XIII Committees

Section 1. The Chair of the Board shall annually recommend to the Board the Trustee members and chairs of all committees except the Executive Committee; the Board shall elect the members of the committees specified in the bylaws. The Chair will also present to the Board for the purpose of election the names of individuals proposed for the Advisory Council of LTSS.

Section 2. The terms of all committees except the Executive Committee shall be one year.

Section 3. Executive Committee

a. The Executive Committee shall consist of the following members of the Board of Trustees: the Chair, who shall be Chair of the Committee; the Vice Chair; the Secretary, who shall be the Secretary of the Committee; the Assistant

Secretary; the Treasurer of the Board; the President; and three other members, elected by the Board for terms of three years, so that one term expires each year. Should an elective member of the Committee be chosen as an officer of the Board, another shall be elected to fill out the unexpired term on the Executive Committee.

b. The Executive Committee shall act for and on behalf of the Board in the interim between meetings and shall have the authority and responsibility authorized by the laws of North Carolina for the Executive Committee of a corporation. It shall execute the orders of the Board and perform all matters referred to it and have charge of the welfare of the University. It shall keep formal minutes of all meetings. The Secretary shall furnish all members of the Board with a copy of all its minutes and file a copy in the permanent minute record of the Board. At each and every regular meeting of the Board of Trustees, the proceedings and actions taken by the Executive Committee since the last meeting of the Board shall be reported to the Board.

Section 4. Committee on Finance and Investment

a. The Committee on Finance and Investment shall consist of the Chair of the Board, the Treasurer of the Board, the President of the University, two faculty members elected by the Faculty Assembly, and four to six trustees. The Chair of the Board shall appoint the Chair of the Committee.

b. The Committee on Finance and Investment shall have supervision of budget preparation, the investments of the Board and of the University, and the annual audit. It shall formulate rules and regulations for the approval of the Board to guide the Treasurer and the Subcommittee on Investments in the management of the investments of the Board and the University. The Committee shall keep formal records of all its meetings and file a copy with the Secretary of the Board.

c. The Committee on Finance and Investment shall select one or more investment managers to manage the University's endowment. The committee shall review the performance of managers at least annually and make changes in managers as the committee deems necessary.

d. In order to exercise closer supervision of its areas of responsibilities, the Committee on Finance and Investment may appoint subcommittees on investment, budget, and audit to serve under its supervision and direction. Chairs of subcommittees shall be Trustees. A Subcommittee on Investments shall include the Chair of the Committee on Finance and Investment, the Treasurer of the Board, and the President of the University.

e. A Subcommittee on Investments shall have authority and power to buy, sell and exchange investments and to approve or disapprove investments or sales of investments in hands of managing agents, within the types and limits of investments approved by the Board. All actions of the Subcommittee shall have the affirmative vote of at least four of its members. Action of the Subcommittee shall be final but shall be reported to the Board through the Committee on Finance and Investment, giving a detailed list of all purchases or sales of investments.

f. A Subcommittee on Budget shall study the program of the University, the sources of revenue, and, in cooperation with the President of the University, present through the Committee on Finance and Investment an annual current operating budget to the Board for approval. All items necessary for the efficient operation of the University shall be included in the budget. This Subcommittee shall review annually the requirements of the University for debt service and the adequacy of the provisions to meet such requirements, and shall report through the Committee on Finance and Investment to the Board any recommendations for adjustments.

g. A Subcommittee on Audit shall have supervision of all systems of accounting and statistical and financial records of the Board, of the University and of all Committees of the Board or the University. It shall approve the method of handling all funds for the best interest of the University. The Subcommittee, in consultation with the President of the University, shall annually propose a Certified Public Accountant as the official auditor. Upon recommendation of the Committee on Finance and Investment, the Board shall employ the Auditor.

Section 5. Committee on Promotion and Development

a. The Committee on Promotion and Development shall be composed of two faculty members elected by the Faculty Assembly, four members of the Board of Visitors appointed by the Chair of the Board of Visitors in consultation with the Chair of the Committee on Promotion and Development, the Chair of the Business Council Board of Directors, and at least eight trustees including the Chair of the Board of Trustees.

b. The Committee, in consultation with the President, shall formulate and adopt policies and review operations which have to do with the general development and expansion of the University, long-range planning and public relations, and

cultivating prospective givers and benefactors of the University. The Committee may create subcommittees relating to its area of responsibility. The Committee shall provide liaison between the Board of Trustees and the Board of Visitors.

Section 6. Committee on Instruction and Student Life

a. The Committee on Instruction and Student Life shall be composed of two faculty members elected by the Faculty Assembly, two students appointed by the President of the Student Government Association, two members of the Board of Visitors appointed by the Chair of the Board of Visitors, and at least seven Trustees.

b. The Committee on Instruction and Student Life shall confer at least annually with the Administration concerning matters dealing with the instructional staff, curriculum, admissions, and other items pertaining to the educational function of the University. The Committee shall confer at least annually with the Administration concerning matters related to the intercollegiate program. The Committee shall also have supervision of the physical, social, and spiritual welfare of the student body. Disciplinary matters which are referred to the Board shall be submitted to this Committee for investigation and report. The Committee shall conduct special studies in these areas as need arises and report to the Board with recommendations.

c. The Committee is also responsible for keeping the Board informed concerning the quality of the faculty, the educational program, the library, and other learning resources and facilities. Changes resulting in the addition or elimination of a major, department, or school of instruction shall be reported by it to the Board for action.

d. The Committee may, at the discretion of the Chair of the Board, be divided into subcommittees with appointed chairs. The subcommittees may make reports and recommendations back to the Committee on Instruction and Student Life for its consideration and action.

Section 7. Committee on Buildings and Grounds

a. The Committee on Buildings and Grounds shall be composed of two faculty members elected by the Faculty Assembly, two members of the Board of Visitors appointed by the Chair of the Board of Visitors, and at least five trustees.

b. The Committee shall exercise general supervision over the care and control of all buildings, the grounds and equipment of the University. It shall make periodic inspections of all buildings, grounds, and equipment and report to the Board the condition thereof together with recommendations for improvements thereto.

c. The Committee, in consultation with the Chair of the Board, the President of the University, and the Vice President for Administration and Finance shall see that all buildings, equipment and hazards are adequately covered by insurance.

d. The Committee, in consultation with the Administration and the Chair of the Board, shall investigate and determine the need for new buildings, facilities, and equipment, and the need for renovation and modernization of all buildings for other uses, and report to the Board. Its recommendation of capital budgets relating to buildings and grounds shall be forwarded to the Committee on Finance and Investment.

e. Upon authorization of a new or renovated building, facility, or equipment, this Committee may:

(1) Act as Agent of the Board in the preliminary preparation of plans and specifications and submit same to the Board along with estimated costs;

(2) Proceed, upon approval of the preliminary plans by the Board, to have final plans and specifications prepared and arrange for same to be submitted to qualified contractors for bids;

(3) Receive all such bids, review same and make recommendations to the Board on the award of the contracts. All building contracts shall be awarded by the Board;

(4) Serve, upon the award of a contract, as the representative of the Board with authority to decide all matters and see that construction is in conformity with the plans and specifications. Final payment on any contract shall not be made except upon the approval of this Committee.

Section 8. Committee on Nominations

a. The Committee on Nominations shall be composed of four trustees.

b. The Committee on Nominations shall submit a list of nominees for all positions within the Board to be filled by Board election. The Committee shall also submit nominees for Board membership to be proposed to the Synod. Such nominations shall be given to all members of the Board in advance of the meeting when practical.

Section 9. Committee on Honors and Awards

a. The Committee on Honors and Awards shall be composed of seven members of the Board of Trustees (including the Bishop of the North Carolina Synod of the Evangelical Lutheran Church in America), seven faculty members elected by the Faculty Assembly, and the President of the University.

b. Honorary degrees and other awards may be conferred upon such persons as shall be nominated by a three-fifths majority vote of the Committee on Honors and Awards, and approved by the affirmative vote, by ballot, of three-fourths of the members of the Board of Trustees present at a regular meeting of the Board.

Section 10. Advisory Council of Lutheran Theological Southern Seminary (LTSS)

The Advisory Council of LTSS shall be an advisory committee to the Board of Trustees with guidelines and operating procedures approved by the Board of Trustees. The function of the LTSS Advisory Council will be to provide advice and guidance to the Board regarding the operations of the seminary, as well as to serve as a liaison between Lenoir-Rhyne and the church. The members of the Advisory Council will be elected by the Board of Trustees. The membership of the Advisory Council shall meet the following requirements:

a. At least one-fifth will be nominated by the Church Council of the ELCA upon consultation with the Advisory Council in coordination with the Board of Trustees.

b. The President of LRU and the Provost of the School of Theology will be nominated by the Church Council of the ELCA as ex officio members of the Advisory Council with full voting privileges.

c. Two members will be nominated by the Bishops of Region 9 from among their number.

d. One member, who will serve as chair of the Advisory Council and voting member of the Board of Trustees, will be nominated by the Church Council of the ELCA upon consultation with the Advisory Council.

e. Additional members will be nominated by the Advisory Council in coordination with the Board of Trustees and in consultation with the Synods of Region 9 to represent these Synods.

Section 11. Special committees appointed by the Chair shall serve for terms designated in the appointment.

Section 12. Where the interests of the University might be better served, non-Board members may be appointed to committees or subcommittees of the Board at the discretion of the Chair of the Board, provided that a majority of the committee or subcommittee shall be Board members, one of whom shall serve as Chair.

Section 13. The minutes of each committee meeting (with the exception of the minutes of the Executive Committee and the Committee on Honors and Awards which require confidentiality) shall be sent to all trustees. Minutes shall always be distributed within two weeks time following a meeting.

**Article XIV
Conflicts of Interest**

A Trustee shall be considered to have a conflict of interest if (a) such Trustee has existing or potential financial or other interests which impair or might reasonably appear to impair such member's independent, unbiased judgment in the discharge of his/her responsibilities to the University, or (b) such Trustee is aware that a member of his/her family (which for purposes of this paragraph shall be a spouse, parents, siblings, children, and any other relative if the latter resides in the same household as the Trustee), or any organization in which such partner, trustee, or controlling stockholder, has such existing or potential financial or other interests. All Trustees shall disclose to the Board any possible conflict of interest at the earliest practicable 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 that meeting 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 he / she has a conflict of interest in any matter may request the Board or committee to determine whether a conflict of interest exists, and the Board or committee shall resolve the question by a majority vote.

Article XV Faculty

Section 1. The duties of the Faculty shall be those prescribed in these Bylaws, resolutions of the Board, notices of appointment, the Faculty Constitution, and the Faculty Handbook.

Section 2. The Faculty shall be under the supervision of the President.

Section 3. The Board of Trustees by approving the Constitution of the Faculty Assembly recognizes it as the official representative body of the instructional staff of the University. Substantive changes in the Constitution must be approved by the Board.

Section 4. The Faculty Assembly shall consist of the President of the University, the Provost and such other persons as shall be named in the Constitution of the Faculty Assembly.

Section 5. The Faculty Assembly shall develop, implement, coordinate, and evaluate the educational programs of the institution according to the provisions of these Bylaws and the regulations of the Board of Trustees.

Section 6. The University recognizes academic freedom as a right and responsibility of its faculty. No restrictions are imposed upon responsible investigation and discussion in the pursuit of truth in and outside of the classroom. The University encourages freedom and dedication in the search for truth.

Section 7. The Board awards tenure to professors, associate professors, and assistant professors on the basis of Board-approved guidelines published in the Faculty Handbook. The Board may terminate faculty appointments on the basis of Board-approved guidelines in the same document.

Section 8. Members of the Faculty Assembly shall adhere to the pension and retirement plans as provided by the University.

Section 9. No member of the faculty shall be dismissed from the faculty without written notice by registered mail, return receipt requested. Such notice shall, in the case of the tenured faculty members, set forth the reason or reasons for the dismissal. All such notices shall notify the recipient of his/her right to a hearing by the Faculty Hearing Committee, as described in the Faculty Handbook, thence to a hearing by the Trustees' Committee on Instruction and Student Life, and finally a hearing before a Board of Review if so requested. A Faculty member wishing to request a hearing before a board of review regarding a negative decision on tenure must file a written appeal to the Chair of the Committee on Instruction and Student Life within thirty (30) days of notification of the negative decision.

Section 10. Board of Review

a. The Board of Review shall consist of three members of the Board of Trustees, elected by its Executive Committee, and two members (with voting privileges) of the Faculty Assembly elected by its Executive Committee. The five members of the Board of Review thus elected shall select by majority vote a presiding officer from among the Trustee representatives. The Board of Review shall work with the University attorney on all processes of the review. No member of the Board of Review shall be (1) a principal involved in the dispute, (2) a member of the Board of Trustees' Committee on Instruction and Student Life, or (3) a member of the Faculty Assembly's Development and Status Committee. Any faculty member or administrative officer who is a principal or witness in the dispute must be present and offer testimony at the hearing(s) if so requested by the Board of Review. The five elected members of the Board of Review shall make every effort to be objective and review only facts of the case.

b. At the hearing the parties to the dispute shall have the right to be present and to be heard, to be represented by counsel, at their expense, and to produce through witnesses any competent testimony or documentary evidence relevant to the issue of whether grounds for dismissal exist.

c. The presiding officer shall have the right to vote and rule on the admissibility of evidence in communication with the University's attorney following the Rules of Evidence prevailing in the State of North Carolina.

d. A copy of the transcript of the hearing shall be furnished to the respective parties.

e. The Board of Review may defer its decisions on the merits of the dismissal, but shall notify in writing the dismissed faculty member and the Administration of its decision and the reasons therefore.

Article XVI
Students

Section 1. The Board of Trustees, by approving the Constitution of the Student Government Association, recognizes it as the official representative body of students of the University.

Section 2. This Institution shall be open to both men and women students who meet the entrance requirements. They shall submit to the regulations of the Institution, the Faculty Assembly, and the Board.

Article XVII
Discipline

The constitutions of the Faculty Assembly and the Student Government Association shall provide the normal channels for the disciplining of the faculty members and students, respectively. Nevertheless, the Board retains the power to remove or depose any individual as the welfare of the Institution may demand. Should the Board contemplate such action, the defendant shall have the right to be heard in his/her own behalf. The responsibility for discipline cases may be delegated by the Board to one of its standing committees. An affirmative vote of three-fourths of the members present shall be necessary to convict in a case of discipline.

Article XVIII
Property

Section 1. The Corporation shall have power to take, hold, use, improve, lease, buy or sell, and mortgage real and personal property without limitation in value or quantity, within the State of North Carolina or elsewhere, and shall enjoy all the rights and powers authorized and allowed to non-profit corporations under the laws of the State of North Carolina, as may be necessary to accomplish the objectives of the Corporation.

Section 2. The funds of the Board and the University shall be accounted for by those procedures and methods used by accounting agencies and promulgated by the National Association of College and University Business Officers.

Section 3. A trust fund in any of these groupings shall be held for the purpose specified in the trust instrument, subject to the laws of North Carolina and the regulations of the Board.

Section 4. The Board shall exercise supervision over the investment of all trust and endowment funds and shall have control of all other funds of the University. No investment of any fund shall be made until after the type of investment has been approved by the Board.

Section 5. The Board shall designate approved types of investments and the percentage of each type permitted for the guidance of the Treasurer, the Committee on Finance and Investment, and the bank or trust company that may have custody of funds of the University. This designation shall be reviewed annually by the Board.

Section 6. Securities held by a managing agent may be purchased, sold, transferred or exchanged by the said bank or trust company within the limits set forth in the contract between the University and the managing agent; provided, all such purchases, sales or exchanges shall be within percentage and type of investments approved by the Board.

Section 7. Endowment or Trust Funds

a. Endowment or trust funds shall not be expended or hypothecated for current expenses or for any purposes other than those of the endowment or the trust.

b. Capital gains (appreciation in value) may be considered income to the extent of the spending rule, provided the investment producing the capital gains shall have been actually sold prior to the transfer of such gains to the income account. No anticipated capital gains shall be considered income.

Section 8. No trust or endowment funds shall be loaned to anyone officially connected with the University or to a member of the Board of Trustees.

Section 9. All securities not in the custody of a bank or trust company shall be kept in a safety deposit vault approved by the Board.

Section 10. Securities owned by the University, the certificates for which are in the safety deposit vault of the University, shall be removed from the safety deposit vault only upon the joint signatures of two of the following: Chair of the Board, Treasurer of the Board, President of the University, and Treasurer of the University. When securities are withdrawn or deposited, all of these four officials who are not present shall immediately receive a written notice of such withdrawal or deposit signed by the officers who were present.

Section 11. All depositories shall be designated annually by the Board.

Section 12. All custodians of properties, trust funds, endowment funds, or current funds shall be bonded in a stock surety company admitted to do business in North Carolina, provided, however, that the Board may waive this requirement for surety bond when a duly chartered bank or trust company is contractual custodian of such funds. The premiums on said bonds shall be paid by the University.

Section 13. All funds of the Board and the University shall be audited at least annually by a Certified Public Accountant selected by the Board. Such audits shall include an actual check of all securities in all trust, endowment, and other funds in custody of the Board or its managing agent.

Section 14. The physical properties of the University shall be in the custody of the President and the Vice President for Administration and Finance who shall be responsible for their proper care and maintenance. Major additions to existing buildings, or major structural alterations thereto, shall be made only upon the approval of the Board and when adequate funds are available for that purpose.

Article XIX Indemnification

Each Trustee and Officer of the University shall be indemnified by it against all expenses actually and necessarily incurred by such Trustee or Officer in connection with the defense of any action, suit, or proceeding to which the Trustee or Officer has been made a party by reason of being or having been such Trustee or Officer except in relation to matters as to which such Trustee or Officer shall be adjudicated in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of duty.

Article XX Discrimination Prohibited

Section 1. In administering its affairs, the University shall not discriminate against any person on the basis of race, color, national or ethnic origin or gender.

Section 2. Employment will not be denied to administrators or faculty solely on the basis of race, color, national or ethnic origin or gender. The primary test of employment shall be professional competence and support of the purpose and goals of the University. Before acceptance of employment, each person shall acknowledge full understanding and acceptance of the obligations engendered by the relationship of the University to the Lutheran confessional traditions of Christianity, and agree that neither his/her religious integrity and academic prerogatives nor the integrity of the University in this Church relationship and Christian commitment will be compromised by his/her employment.

Article XXI Amendment and Review of Bylaws

Section 1. These Bylaws may be amended at any meeting of the Board of Trustees by a two-thirds vote of those present, provided that written notice of the substance of the proposed amendment shall have been given to all the Trustees at least thirty (30) days prior to the date the vote is taken. Any amendment which affects the authority or integrity of the School of Theology's seminary of the Evangelical Lutheran Church in America shall not become effective until the amendment has been approved by the Church Council of the Evangelical Lutheran Church in America.

Section 2. At least once every two years the Executive Committee shall review these Bylaws and suggest any necessary or desirable changes to the Board of Trustees.

I. APPROVAL OF SIGNATORIES RELATED TO THE ELCA FOUNDATION

VOTED: *EN BLOC*
CC12.04.19i **To appoint the Treasurer of the Evangelical Lutheran Church in America (ELCA) and the Executive Director of the Mission Advancement unit as a committee having the authority of the Church Council in the management of the business and fiscal affairs of any trust for which the ELCA is acting as trustee to authorize and approve, on behalf of this corporation as trustee, transactions to which such trust is a party;**
 To appoint the Treasurer of the Evangelical Lutheran Church in America (ELCA) and the Executive Director of the Mission Advancement unit as a committee having the authority of the Church Council to authorize and approve establishment of any gift annuity agreement for which ELCA is guarantor, on behalf of this corporation as guarantor; and
 To request that said committee annually report transactions so authorized as information to the Budget and Finance Committee of the Church Council.

J. PUBLIC MINISTRY CONSULTATIONS PLANNING TEAM (LAY ROSTER TASK FORCE)

VOTED: *EN BLOC*
CC12.04.19j **To acknowledge and affirm the ongoing work of the Public Ministry Consultations Planning Team; and**
 To anticipate a report and possible recommendations to the November 2012 meeting of the ELCA Church Council.

PREVIEW OF THE NOVEMBER 2012 CHURCH COUNCIL MEETING

(Agenda VI.F.)

Presiding Bishop Mark S. Hanson asked Secretary David D. Swartling to present topics anticipated for the Church Council's November 2012 meeting.

Secretary Swartling mentioned such matters as an update on the implementing resolutions of *Human Sexuality: Gift and Trust*, proposed amendments to this church's governing documents, draft Rules for Organization and Procedure for the 2013 Churchwide Assembly, a report and possible recommendations from the advisory committee on Living into the Future Together: Renewing the Ecology of the ELCA, a report from the Addressing Social Concerns Review Task Force, reports regarding memorials approved by the 2011 Churchwide Assembly, updates on the ELCA Malaria Campaign and the 500th Anniversary of the Reformation, a report on the officer election process, the report of a team planning public-ministry consultations regarding the lay rosters, and preparations for the 2013 Churchwide Assembly.

PROCESS OBSERVATION

(Agenda VI.G.)

Presiding Bishop Mark S. Hanson asked Church Council members to provide process observations. Mr. Mark E. Johnson, Bishop Jessica R. Crist, the Rev. Lisa Vander Wal of the Reformed Church in America, Treasurer Linda O. Norman, Mr. Paul G. Archer, Ms. Christine P. Connell, and Ms. Susan W. McArver offered their observations, including the involvement of the youth advisors, the meeting space, and worship opportunities during the council meetings.

COMMUNAL DISCERNMENT DEBRIEFING AND PREVIEW OF ACTIVITIES

(Agenda VI.H.)

Presiding Bishop Mark S. Hanson called on the Rev. Susan Langhauser, the Rev. Jon V. Anderson, bishop of the Southwestern Minnesota Synod, and the Rev. Marcus R. Kunz, assistant to the presiding bishop for theological discernment, for their concluding thoughts about the communal discernment done during the meeting.

CHURCH COUNCIL JOYS AND CONCERNS

(Agenda VI.I.)

Presiding Bishop Mark S. Hanson recalled many of the joys and concerns raised during the course of the Church Council meeting. At his invitation, the Rev. Vicki T. Garber led the council in prayer.

MEETING EVALUATION AND DEBRIEFING

(Agenda VI.J.)

Presiding Bishop Mark S. Hanson asked the youth and young adult advisors for their evaluations of the meeting. Ms. Amanda A. Briggs, Mr. Jacob R. Halsor, and Mr. Anthony (Tony) Rhodes offered their observations.

ANNOUNCEMENTS

(Agenda VI.K.)

Treasurer Linda O. Norman had announced that the offering during morning worship had collected \$2,410 designated for the Vision for Mission fund.

Presiding Bishop Mark S. Hanson called on Secretary David D. Swartling, who brought closing announcements.

ADJOURNMENT

(Agenda VI.L.)

The seventy-fifth meeting of the Church Council of the Evangelical Lutheran Church in America adjourned Sunday, April 15, 2012, at 3:17 P.M.