



## **PROVISIONAL CONSTITUTION**

### **NORTH AMERICAN LUTHERAN CHURCH**

August 27, 2010

#### **Article 1 - Name and Incorporation**

1.01 The name of this church shall be the North American Lutheran Church. The official abbreviation of this church shall be “the NALC.”

1.02 The NALC shall be incorporated, and Articles of Incorporation consistent with this Constitution shall be filed, under the laws of the State of Minnesota.

#### **Article 2 – Confession of Faith**

The North American Lutheran Church confesses:

2.01 The Triune God - Father, Son, and Holy Spirit.

2.02 Jesus Christ as Lord and Savior and the Gospel as the power of God for the salvation of all who believe.

a. Jesus Christ is the Word of God incarnate, through whom everything was made and through whose life, death, and resurrection God fashions a new creation.

b. The proclamation of God’s message to us as both Law and Gospel is the Word of God, revealing judgment and mercy through word and deed, beginning with the Word in creation, continuing in the history of Israel, and centering in all its fullness in the person and work of Jesus Christ.

c. The canonical Scriptures of the Old and New Testaments are the written Word of God. Inspired by the Holy Spirit speaking through their authors, they record and announce God’s revelation centering in Jesus Christ. Through them the Holy Spirit speaks to us to create and sustain Christian faith and fellowship for service in the world.

2.03 The canonical Scriptures of the Old and New Testaments as the inspired Word of God and the authoritative source and norm of its proclamation, faith and life, "according to which all doctrines should and must be judged." (Formula of Concord, Epitome, Part I)

2.04 The Apostles', Nicene, and Athanasian Creeds as true declarations of the faith of the Church.

2.05 The Unaltered Augsburg Confession as a true witness to the Gospel, acknowledging as one with it in faith and doctrine all churches that likewise accept the teachings of the Unaltered Augsburg Confession.

2.06 The other confessional writings in the Book of Concord, namely, the Apology of the Augsburg Confession, the Smalcald Articles and the Treatise, the Small Catechism, the Large Catechism, and the Formula of Concord, as further valid interpretations of the faith of the Church.

2.07 The Gospel, recorded in the Holy Scriptures and confessed in the ecumenical creeds and Lutheran confessional writings, as the power of God to create and sustain the Church for God's mission in the world.

2.08 The NALC honors and accepts The Common Confession (2005), attached in an appendix hereto, as a summary of teachings otherwise affirmed in the Lutheran Confessions.

### **Article 3 – Nature of the Church and the Ministry**

3.01 The Church is the universal assembly of all believers among whom the Gospel is preached in its purity and the holy sacraments are administered according to the Gospel. (Augsburg Confession VII)

3.02 The hearers of the Gospel are a people, called and sent by God, Father, Son, and Holy Spirit, to be a community of faith, hope and love, who witness to Christ and His coming Kingdom before all the world.

3.03 To carry out its witness to the world, this community structures itself both as congregations and in wider and more universal bodies. The North American Lutheran Church derives its character and polity both from the sanction of its congregations and from its nature as a manifestation of the universal assembly of all believers. The North American Lutheran Church understands itself to be within the one holy, catholic, and apostolic church.

3.04 All authority in the Church belongs to our Lord Jesus Christ and is manifested through the preaching of the Word and the administration of the sacraments. The structures and assemblies of the North American Lutheran Church exist and exercise their ministry in the service of Christ and His authority.

3.05 Within the people of God and for the sake of the Gospel ministry, entrusted to all believers, God has instituted the office of the ministry of Word and Sacrament. To carry

out this ministry the North American Lutheran Church ordains qualified persons, both men and women. Within the office of the ordained ministry is a ministry of oversight in the church. In the North American Lutheran Church this ministry of oversight includes a bishop and others in leadership who, in a collegial manner, serve the church in Word and Sacrament, visit among the congregations, provide support for pastors and congregations, participate in the process of doctrinal discernment, and authorize ordinations on behalf of the Church.

3.06 Congregations exercise the critically important ministry within the mission of the North American Lutheran Church. Each congregation embodies the Church in its community or area of service. Simultaneously, and for the sake of mission, each congregation lives in cooperative partnership with other congregations and within the other structures of the North American Lutheran Church. All structures within the North American Lutheran Church affirm that they share a common mission: to bear witness to Christ.

3.07 The Holy Spirit calls, gathers, enlightens, and sanctifies all who believe in Jesus Christ to be priests for service to others in Jesus' name, and desires to make use of the spiritual gifts He has given through the priesthood of all believers. In its structures, the church equips and supports its members for their ministries in the world and in the Church.

3.08 As the North American Lutheran Church reflects on and makes decisions regarding its mission, ordained ministers and lay delegates elected by the congregations, as well as congregations themselves, shall participate in the decision-making process of the NALC.

#### **Article 4 –Ordained Ministry**

4.01 Ordination, and reception of ordained clergy, shall be a function of the NALC. The NALC shall ordain both men and women to the office of Word and Sacrament. The Executive Council shall define the standards of acceptance into and continuance in the ordained ministry of the NALC.

4.02 Ordained clergy shall preach the Gospel, administer the Sacraments, and carry out other forms of ministry according to their call. Ordained ministers shall be the chief evangelists in their ministries.

4.03 Ordained clergy shall preach and teach in accordance with the confession of faith of the NALC, shall lead lives befitting their holy office, and shall honor the standards established by the NALC for the office of Word and Sacrament.

4.04 Ordained clergy of the NALC may be members of congregations of other Lutheran church bodies, provided that the confession of faith and practice of such congregations are compatible with the NALC, as determined by the Executive Council.

4.05 No person who belongs to any organization which claims to possess in its

teachings and ceremonies that which the Lord has given solely to His Church shall be ordained or otherwise received into the ministry of the NALC, nor shall any person so ordained be retained in its ministry if such person subsequently joins such an organization. Violation of this rule shall make such minister subject to discipline.

4.06 The NALC will establish a standing task force on theological education. It shall be the prayerful goal of the NALC that seminary education for prospective ordinands, as much as possible, be made available through funds provided by members of the NALC.

#### **Article 5 – Commissioned Lay Ministry**

5.01 Commissioning and reception of lay ministers shall be a function of the NALC. The NALC shall define the standards of acceptance into and continuance in lay ministries, which shall include persons serving as Associates in Ministry, Deaconesses, Diaconal Ministers and other lay vocations.

5.02 The NALC shall consider the development of a single structure of lay ministry.

#### **Article 6 – Membership and Property**

6.01 The North American Lutheran Church is a member organization made up of congregations and pastors. One of the requirements for membership shall be to subscribe in writing to the constitution of NALC. Congregations shall indicate their intention to join the NALC through the procedures specified by their own constitution and bylaws.

6.02 The NALC shall have no right to or interest in the property of any congregation unless the congregation has expressly conveyed such a right or interest to the NALC.

6.03 Congregations of the NALC may be members of other Lutheran church bodies, provided that the confession of faith and practice of such congregations are compatible with the NALC, as determined by the Executive Council.

6.04 Congregations of the NALC shall only call pastors and leaders who are members of or are otherwise authorized by the NALC.

6.05 Prior to each annual convocation, the NALC shall calculate for each congregation an apportionment of the proposed NALC annual budget based on congregational size and resources. It shall be the prayerful goal of the NALC and its congregations that each congregation shall provide benevolence giving to the NALC at least equal to its apportioned share of the approved budget.

6.06 Congregations may terminate their relationship with the NALC through the procedures specified by their own constitution and bylaws.

#### **Article 7 – Annual Convocation**

7.01 A convocation of the NALC shall be held annually.

7.02 Delegates with voting privileges at a convocation shall be the ordained ministers of the NALC and at least an equal number of laypersons. Each congregation of the NALC shall elect one lay delegate to the convocation for every 750 baptized members, or fraction thereof, of such congregation. In the event that the total number of lay delegates elected pursuant to the preceding sentence is less than the total number of ordained clergy, the Executive Council shall apportion additional lay delegates based on the relative size of the congregations of the NALC.

7.03 All members of the convocation are delegates and as such represent their congregations.

7.04 The responsibilities of the annual convocation shall include: election of the Bishop, the Executive Council and any other position requiring election; adoption of a budget for the subsequent calendar year; consideration of teaching statements; reception of reports; and other items of business as may be determined by the Executive Council or by the Convocation.

7.05 Teaching statements must be endorsed by the Bishop prior to being submitted to the convocation, and shall require for approval at least two-thirds of the votes cast. Teaching statements so approved shall not become effective until ratified by at least two-thirds of the congregations of the NALC pursuant to the ratification procedures in section 17.03.

7.06 Special convocations may be called for specified purposes by the Bishop or by the Executive Council.

7.07 Robert's Rules of Order, latest edition, shall govern the business of a convocation absent the approval by the convocation of alternative rules of procedure by at least two-thirds of the votes cast.

## **Article 8 – Bishop**

8.01 The Bishop shall be an ordained minister who is a member of the NALC. The Bishop shall serve as the chief pastor and chief evangelist of the NALC, responsible for ensuring the priority of the Great Commission in the life of the church.

8.02 The Bishop shall carry out a pastoral ministry within the church, serving as pastor for the pastors and congregations of the NALC. The Bishop shall preach the Gospel, forgive sins, administer the Sacraments and judge doctrine. (Augsburg Confession XXVIII) The Bishop shall carry out a ministry of visitation throughout the church, will be a defender of the faith and will promote the mission of the church.

8.03 The Bishop will, with the concurrence of the Executive Council, authorize all ordinations to the ministry of Word and Sacrament. The Bishop will normally conduct the rite of ordination. A candidate for the ministry may submit a request to the Bishop to appoint a particular pastor to preside at the ordination on behalf of the church, which shall be approved absent extraordinary circumstances.

8.04 The Bishop shall be the chief executive officer of the NALC, and will serve in a collegial manner with other leaders of the NALC. The Bishop shall have both voice and vote ex officio in all committees, task forces and similar bodies of the NALC, according to need.

8.05 The convocation shall elect the Bishop from a ballot consisting of candidates identified by the Nominating Committee and any candidates nominated from the floor. The Nominating Committee shall include on the ballot all candidates who (a) have been nominated by an NALC congregation or by the Executive Council; (b) have agreed to serve if elected; and (c) have provided the information requested from all candidates by the Nominating Committee. Any convocation delegate may nominate an additional candidate, whose name shall be added to the ballot if (a) the candidate agrees to serve if elected; and (b) the candidate provides the information provided by other candidates to the Nominating Committee. Information on all candidates other than those nominated from the floor shall be provided to the members of the NALC no less than 90 days prior to a convocation that will elect a bishop.

8.06 On any ballot, any candidate who receives a majority of the votes cast shall be elected. If no candidate receives a majority on the first ballot, all but the top four candidates by votes received, including ties, shall be eliminated. Thereafter, if no candidate receives a majority, the candidate receiving the fewest votes, plus ties, shall be eliminated until two candidates remain. When two candidates remain, voting shall continue until one candidate receives a majority.

8.07 Notwithstanding the foregoing, the convocation adopting this provisional Constitution shall elect a Bishop for a one-year term from among candidates nominated at such convocation. This initial Bishop shall be an ordained Lutheran pastor.

## **Article 9 – Officers and Staff**

9.01 In addition to the Bishop, the other officers of the NALC shall be a Recording Secretary and a Treasurer. The Recording Secretary and the Treasurer shall be appointed by the Executive Council. The Executive Council elected by the convocation adopting this constitution shall appoint an initial Recording Secretary and an initial Treasurer for one-year terms.

9.02 The officers of the NALC shall serve four-year terms. The Bishop shall be eligible to serve a maximum of three consecutive terms.

9.03 The Recording Secretary shall assure that proper records are made and retained.

9.04 The Treasurer shall be the chief financial officer of the NALC, overseeing the receiving and disbursing of all funds and keeping accurate accounts of all transactions. Further, the Treasurer shall make complete and accurate reports for review by all members of the NALC.

9.05 A General Secretary shall be appointed by the Bishop, and confirmed by the

Executive Council, to carry out the ministry of the NALC. The General Secretary shall be accountable to the Bishop.

9.06 The General Secretary shall be a full-time staff position and shall function as the chief operating officer of the NALC, managing its day-to-day administrative functions. The Bishop, with the concurrence of the Executive Council, shall develop a job description for the General Secretary.

9.07 The NALC shall be empowered to hire pastoral, programmatic, and support staff as needed to carry out its mission.

9.08. In the event of vacancy in the office of Bishop, the Executive Council shall appoint an interim Bishop to fill the vacancy until the next convocation, which shall elect a successor for a new term of office.

## **Article 10 – Executive Council**

10.01 The Executive Council shall consist of the Bishop, four clergy and four lay members who shall be elected for four-year terms. No member of the Executive Council, except the Bishop, may serve more than two consecutive full terms. A partial term of more than two years shall be considered a full term. The General Secretary, Recording Secretary and Treasurer shall have voice but not vote on the Executive Council.

10.02 The convocation adopting this provisional Constitution shall elect a provisional Executive Council to serve a one-year term. Thereafter, terms shall be staggered such that one clergy and one lay member will be elected at each annual convocation.

10.03 The Executive Council shall submit to each convocation for confirmation not more than five names of persons to serve as members of the Nominating Committee until the subsequent convocation. The Nominating Committee, after soliciting names from congregations, shall place in nomination at least two names of candidates for each seat on the Executive Council to be elected pursuant to Section 10.02. Supporting biographical information shall be made available to the members of the NALC no less than 60 days prior to the convocation. No member of the Executive Council shall serve on the Nominating Committee. Notwithstanding the foregoing, the Executive Council elected by the convocation adopting this provisional constitution shall appoint an initial Nominating Committee for a one-year term.

10.04 During the interim between convocations, the Executive Council shall implement the work and policies of the NALC and shall act for the NALC, subject in all matters to review of its actions by subsequent convocations.

10.05 The duties and function of the Executive Council shall be to:

- a. Act as Board of Directors for the corporation of the NALC.
- b. Establish policies and procedure to guide the Executive Council and staff.
- c. Ensure financial integrity and, to the extent possible, solvency.
- d. Ensure and approve long-range planning for the NALC to be presented at the

annual convocation.

e. Prepare the proposed annual budget, including an estimate of the percentage of congregational income required to fund the budget, set salaries and provide for fiduciary oversight for the NALC.

f. Approve a proposed agenda and program for each convocation.

g. Issue letters of call under special jurisdiction, and for special service, in order to fulfill the obligations of the NALC.

h. Create and oversee committees and task forces appointed to assist the Executive Council in carrying out its duties as needed.

i. Report all actions to the next annual convocation.

## **Article 11 – Regional Subdivisions**

11.01 Congregations shall join in collaboration to fulfill most effectively the ministry and mission of the NALC, normally based on common geographic boundaries. Such organization shall be done in consultation with the Bishop and subject to the approval of the Executive Council.

11.02 Each regional group of congregations shall adopt appropriate governing documents that are consistent with the governing documents and practice of the NALC and shall include election of a Dean, adoption of a budget and provision for supervision, mutual support of member congregations and procedures necessary for carrying out its mission and ministry.

11.03 The Deans, who shall be ordained ministers of the NALC, shall be accountable to the Bishop and shall support the work of the Bishop by conducting similar functions in their respective areas. Deans shall serve as pastor to pastors, their families, and congregations and will conduct a ministry of teaching and visitation with pastors and congregations. Deans may continue to serve under the call of a congregation.

## **Article 12 – Theological and Doctrinal Commission**

12.01 A Joint Commission on Theology and Doctrine will be formed with representation from the North American Lutheran Church and Lutheran CORE. The Bishop will appoint the members from the NALC, with the consent of the Executive Council, and shall be an ex officio member of the commission.

12.02 The Joint Commission on Theology and Doctrine shall consider topics of a theological nature, implement theological conferences as may be appropriate, draft statements of a theological nature, and may recommend the adoption of statements by the appropriate bodies of the NALC and Lutheran CORE. Additionally, the Joint Commission on Theology and Doctrine will provide guidance to the NALC and Lutheran CORE on ecumenical matters and will provide educational and other resources that will interpret the ministries of the NALC and Lutheran CORE.

## **Article 13 – Church to Church Relationships**

13.01 The North American Lutheran Church shall participate in inter-Lutheran, ecumenical, and inter-religious relationships as a part of its ministry and mission. These relationships may vary from one another in character on a case-by-case basis.

13.02 A task force or committee, appointed by the Executive Council in consultation with the Joint Committee on Theology and Doctrine, shall provide oversight and coordination for the inter-Lutheran and ecumenical ministry of the NALC.

13.03 The Bishop shall be the chief ecumenical officer for the NALC.

13.04 All inter-Lutheran and ecumenical church-to-church relationships of an official character shall require the approval of two-thirds of the votes cast at a convocation, and shall require ratification by congregations pursuant to the provisions of Section 17.03.

## **Article 14 – Discipline**

14.01 An ordained minister shall be subject to discipline for:

- a. Preaching and teaching in conflict with the faith confessed by the North American Lutheran Church.
- b. Conduct incompatible with the character of the ministerial office.
- c. Willfully disregarding or violating the standards established by the North American Lutheran Church for the office of Word and Sacrament.

14.02 The disciplinary actions that may be imposed upon an ordained minister are:

- a. Private censure and admonition by the Bishop.
- b. Suspension from the office and function of the ordained ministry for a designated period of time and until there is satisfactory evidence of repentance and amendment.
- c. Removal from the ordained ministry of the North American Lutheran Church.

14.03 A congregation shall be subject to discipline for:

- a. Departing from the faith confessed by the North American Lutheran Church.
- b. Willfully disregarding or violating the criteria for recognition as congregations of the North American Lutheran Church.
- c. Willfully disregarding or violating the provisions of the constitution of the North American Lutheran Church.

14.04 The disciplinary actions that may be imposed upon a congregation are:

- a. Censure and admonition by the Bishop.
- b. Suspension from the North American Lutheran Church for a designated period of time.
- c. Removal from the membership and ministry of the North American Lutheran Church.

14.05 The Executive Council shall develop and approve a process for discipline and appeal proceedings, including the elaboration of who may bring charges that may lead to discipline. This process shall assure due process and due protection for the accused. Imposition of the disciplinary sanctions provided for in sections 14.04(b) and (c) shall require a vote of three-fourths of the Executive Council.

#### **Article 15 – Court of Adjudication**

15.01 There shall be a Court of Adjudication consisting of seven members, each elected to a four-year term by the annual convocation. Notwithstanding the foregoing, the convocation approving this provisional Constitution shall elect a provisional Court of Adjudication for a one-year term, and the next subsequent convocation shall elect two members for four-year terms, two members for three-year terms, two members for two-year terms, and one member for a one-year term. The Nominating Committee shall nominate at least one candidate for each open slot. Any member of an NALC congregation shall be eligible for election and service.

15.02 The Executive Council may fill any midterm vacancy. The Executive Council's appointment shall be subject to confirmation at the next convocation. If the convocation chooses not to confirm the appointment, it shall elect an alternative member to fill the remainder of the unexpired term.

15.03 The Court shall have jurisdiction to decide (a) appeals from disciplinary decisions; (b) questions regarding interpretation of the NALC's governing documents put to the Court by a convocation, the Executive Council, or a regional entity of the NALC; and (c) claims that any person, body, or entity has violated the governing documents of the NALC either through action or inaction; provided that such a claim may be brought only by a person affected directly by the challenged action or inaction. If the Court must answer a theological question to decide a matter, the Court shall refer the question to the Joint Commission on Theology and Doctrine. The Court shall be obligated to accept the guidance of the Joint Commission on Theology and Doctrine.

15.04 The Court shall draft rules of procedure sufficient to ensure fairness to all interested parties and to enable the Court to reach informed decisions. These rules, which shall be subject to Executive Council approval, shall require the Court to reduce to writing all dispositive interpretations of NALC governing documents and to publish these writings in a form reasonably accessible to all within the NALC, provided that confidential information should not be included in the published writing.

15.05 The convocation may overturn any Court interpretation of an NALC governing document using the same process as that required to amend the governing document at issue.

#### **Article 16 – Indemnification**

16.01 Any person who at any time shall serve or shall have served as a director, officer, or employee of the NALC, or of any other enterprise at the request of the NALC, and the

heirs, executors, and administrators of such person shall be indemnified by the NALC in accordance with, and to the fullest extent permitted, by Minnesota Statutes Section 317A.521, as it may be amended from time to time.

16.02 Nothing contained in this Article 16 shall affect any rights to indemnification to which the personnel of the NALC may be entitled by contract or otherwise under law.

16.03 The NALC may, but shall not be required to, purchase and maintain insurance on behalf of a person in that person's official capacity against any liability asserted against or incurred by the person in or arising from that capacity, regardless of whether the NALC would have been required to indemnify the person against the liability.

### **Article 17 – Amendment**

17.01 The Executive Council may propose an amendment to this Constitution no less than 90 days prior to the next annual convocation. The adoption of such an amendment shall require a two-thirds majority vote of the delegates present and voting at such convocation.

17.02 A minimum of twenty five delegates to a convocation may propose an amendment to the Constitution. The adoption of such an amendment shall require a two-thirds majority vote of the delegates present and voting at such convocation as well as the subsequent convocation.

17.03 Notwithstanding the foregoing, any amendment to Articles 2, 3, 4, 6, 7, 8 or 17 of this Constitution, or affecting the subject matter thereof, prior to becoming effective, must be affirmatively ratified by two-thirds majority vote of the member congregations of the NALC acting in and through properly called congregational meetings, with each congregation entitled to one vote. Any amendment to Articles 1, 5, and 9-16 of this Constitution, prior to becoming effective, must be ratified in a similar manner by a majority vote of the member congregations of the NALC. Any proposed amendment not ratified within twelve months of the date of approval by a convocation shall be deemed rejected. Any congregation failing to act within twelve months shall be deemed to have approved the amendment.

17.04 By-laws not in conflict with this Constitution may be adopted or amended by a majority vote of a convocation, provided further that a majority of the member congregations of the NALC do not reject the adopted or amended by-law within 12 months of its adoption or amendment.

## **APPENDIX: The Common Confession (2005)**

### **1. The Lord Jesus Christ**

We are people who believe and confess our faith in the Triune God—Father, Son, and Holy Spirit. We trust and believe in Jesus Christ as our Savior and Lord.

### **2. The Gospel of Salvation**

We believe and confess that all human beings are sinners, and that sinners are redeemed by the death and resurrection of Jesus Christ. God alone justifies human beings by faith in Christ—a faith that God creates through the message of the Gospel. As ambassadors for Christ, God uses us to speak His Word and build His kingdom.

### **3. The Authority of Scripture**

We believe and confess that the Bible is God's revealed Word to us, spoken in Law and Gospel. The Bible is the final authority for us in all matters of our faith and life.

### **4. A Common Confession of Faith**

We accept and uphold that the Lutheran Confessions reliably guide us as faithful interpretations of Scripture, and that we share a unity and fellowship in faith with others among whom the Gospel of Jesus Christ is preached and the sacraments are administered in accordance with the Gospel.

### **5. The Priesthood of All Believers**

We believe and confess that the Holy Spirit makes all who believe in Jesus Christ to be priests for service to others in Jesus' name, and that God desires to make use of the spiritual gifts he has given through the priesthood of all believers.

### **6. Marriage and Family**

We believe and confess that the marriage of male and female is an institution created and blessed by God. From marriage, God forms families to serve as the building blocks of all human civilization and community. We teach and practice that sexual activity belongs exclusively within the Biblical boundaries of a faithful marriage between one man and one woman.

### **7. The Mission and Ministry of the Congregation**

We believe and confess that the church is the assembly of believers called and gathered by God around Word and Sacrament, and that the mission and ministry of the church is carried out within the context of individual congregations, which are able to work together locally and globally.