

## **Lutheran CORE Constitution**

Adopted July 30, 2018

### **Chapter 1. Name and Incorporation**

- 1.01. The name of this ministry shall be Lutheran Coalition for Renewal, dba Lutheran CORE, a community of confessing Lutherans.
- 1.02. Lutheran CORE is organized and operated as a nonprofit corporation under the Minnesota Nonprofit Corporation Action (Minnesota Statutes Chapter 317A) exclusively for religious, charitable, literary, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. Amendments to the articles of incorporation shall be submitted to the Board of Directors for ratification before filing.
- 1.03. Lutheran CORE shall engage in mission as a confessional and confessing movement for all Lutherans who identify with the purposes of Lutheran CORE.

### **Chapter 2. Confession of Faith**

Lutheran CORE 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.
  - d. 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 one).
- 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.

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

### Chapter 3. Statement of Purpose

3.01. Lutheran CORE shall:

- a. As a shelter for orthodox Lutherans, support and connect Lutheran individuals and congregations who seek to live in accord with Biblical and confessional teachings and practices.
- b. As a prophetic voice, advocate for Biblical authority and confessional fidelity among churches of the Lutheran community.

### Chapter 4. Members

4.01 **Voting Membership.** The Board of Directors shall constitute the voting membership of the organization. They are responsible for the governance of the organization. See section 5.02 below.

4.02. **Supporting Members and Partners.** From time to time the Board may elect to designate classifications of supporting members and partners for the purpose of financial support and cooperative working relationships. These may include Lutheran individuals, congregations, church bodies, renewal movements, seminaries, schools and colleges and other Lutheran ministries and agencies who accept and adhere to this Constitution and Common Confession (See Appendix A). Supporting Members and Partners will have no voting rights or responsibility for governance of Lutheran CORE.

### Chapter 5. Board of Directors

5.01. The Board of Directors (the Board) is the governing body of Lutheran CORE. It may make decisions which are not in conflict with the provisions in this Constitution, Articles of Incorporation or Bylaws.

5.02. **Responsibilities.** The responsibilities and functions of the Board of Directors shall be to:

- a. Determine and hold Lutheran CORE to its vision and mission.
- b. Perform the work of the organization through committee leadership and/or membership.
- c. Establish organizational policies and ensure effective planning.
- d. Ensure financial integrity and, to the extent possible, solvency.
- e. Nurture and evaluate executive staff.
- f. Assist the president or designee in serving as an ambassador for the organization.
- g. Engage in on a regular basis a process of strategic planning to establish priorities of Lutheran CORE, and regularly review and evaluate progress.
- h. Fill vacancies and determine the fact of the incapacity of any officer or member.
- i. Report its actions on a regular basis to its constituencies and issue an annual report of activities and finances.
- j. Elect officers and Board of Directors members and fill vacancies.
- k. Approve an annual budget.

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- I. Perform other functions as needed consistent with this Constitution.

5.03 **Number.** The Board of Directors members shall consist of not fewer than 3 members and not more than seven, a number fixed from time to time by resolution of the Board of Directors. The number shall include at a minimum the elected officers as listed in Article 7 of this Constitution.

5.04. **Terms.** The terms of office of members of the Board of Directors shall be two years. No member shall serve more than three consecutive terms, and a partial term of more than one year shall be considered as a full term. The terms of office of the members of the Board of Directors other than the president shall be staggered such that at the annual meeting of the Board of Directors approximately one-third of the members are elected. The terms of Board of Directors members, including officers, shall begin immediately following the annual meeting. (See 6.02 below.)

5.05. **Qualifications.** The Board of Directors may from time to time set the qualifications of its members. Minimum qualifications include demonstrated experience and commitment to the mission of Lutheran CORE. Each person elected to the Board of Directors shall be a supporting member of Lutheran CORE. In recruiting new members, the Board of Directors shall seek to include both clergy and lay members as well as representatives from more than one Lutheran denomination.

5.06. **Elections and Vacancies.** The president shall submit a slate of candidates of new members and officers to the full Board of Directors at least one month prior to the Annual Meeting. See Article 6 below. Vacancies caused by an increase in number, resignations, or removal will be filled by affirmative vote of a majority of the remaining Board of Directors members.

5.07. **Compensation.** No elected member of the Board of Directors shall receive compensation for such service, with the exception of the president and treasurer, if the Board so determines. Board members and officers shall be reimbursed for reasonable and proper expenses incurred in fulfilling their duties, provided they submit valid receipts in a manner approved by the Board of Directors.

### Chapter 6. Meetings of the Board of Directors

6.01. **Regular Meetings.** The Board of Directors shall meet a minimum of four times a year in person or by electronic means. See 6.08 below.

6.02 **Annual Meeting.** The Annual Meeting of the Board of Directors will take place in a month designated by the Board by resolution. It is at this meeting where election of new members, including officers, will take place. Generally, it is the meeting at which priorities for the next fiscal year will be approved, including budgets.

6.03. **Quorum.** A quorum for conducting the business shall be a majority of standing members of the Board of Directors.

6.04. **Proxies and Absentee Voting.** Unless stated elsewhere in this Constitution or the Board of Directors decides otherwise, proxy and absentee voting shall not be permitted in the transaction of any business of Lutheran CORE.

6.05. **Rules and Procedures.** Robert's Rules of Order, latest edition, shall govern all deliberations of the Board of Directors when not in conflict with this Constitution. The order of business may be altered or suspended at any meeting by a majority of votes cast by members present.

6.06. **Special Meetings.** Special meetings may be called by the president, or by the Board of Directors acting by itself.

6.07. **Notice.** Written or electronic notice of the time and place of meetings of the Board of Directors must be mailed or electronically transmitted to all those entitled to be present as follows: at least 30 days in advance for the Annual Meeting; at least ten (10) days in advance of regular meetings; and at least five (5) days in advance for special meetings.

6.08. **Participation in a Meeting.** Members of the Board of Directors or any committee or subgroup designated by the Board of Directors may participate in a meeting by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear or otherwise communicate with each other. Participation in a meeting pursuant to the provisions of this subsection shall constitute presence in person at the meeting.

6.09. **Action Without a Meeting.** Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee or subdivision of the Board of Directors may be taken without a meeting if all of its members, as the case may be, consent in writing, or by electronic transmission and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings.

## **Chapter 7. Officers**

7.01. The officers of Lutheran CORE shall be a president, a vice president, a secretary, and a treasurer. The same person may hold more than one position with the exception of the president and secretary. All officers shall have voice and vote at all meetings of the Board of Directors.

### **7.02. President**

- a. The president of the corporation will carry out the duties typically ascribed to that office. Ordinarily, the president of the board must be an ordained minister in a Lutheran church body. However, if the executive director is an ordained Lutheran pastor, then the president may be a layperson. The president shall be elected to a term of two years and may be re-elected for no more than two additional terms. A partial term of more than one year shall be considered as a full term. Former presidents, upon completion of their term(s), will be eligible to serve on the Board of Directors defined in 5.0 above.
- b. The president shall serve as the chair of the Board of Directors and as such, preside at all meetings of the board of directors, and shall have the power to delegate such authority.
- c. The president shall submit a report to supporting members, partners and other constituencies concerning the life and work of Lutheran CORE annually.
- d. The president shall be empowered to sign legal documents on behalf of Lutheran CORE, as authorized by the Board.

### **7.03 Vice President**

- a. The vice president of the Board shall be elected by the Board of Directors from among its members.
- b. The vice president may serve in other capacities as deemed appropriate by the president. In the event of the death, resignation, or disability of the president, the vice president shall convene the Board of Directors to arrange for the conduct of the duties of the president until a new president shall be elected, or, in the case of temporary disability, until the president resumes full performance of the duties of the office.

### **7.04 Secretary**

- a. The secretary shall be elected by the Board of Directors from among its members to a term of two years and may be reelected for no more than two additional terms. A partial term of more than one year shall be considered as a full term. The secretary shall be a supporting member of Lutheran CORE.
- b. The secretary shall keep the minutes of meetings of the Board of Directors, and shall maintain a list of members of Lutheran CORE Board of Directors. The secretary shall be empowered to sign legal documents on behalf of Lutheran CORE, as authorized by the Board of Directors, and shall perform other duties as may be directed from time to time.

### **7.05 Treasurer**

- a. The treasurer shall be elected by the Board of Directors to a term of two years and may be reelected for no more than two additional terms. A partial term of more than one year shall be considered as a full term.
- b. The treasurer shall provide for the management of the monies and accounts of Lutheran CORE; shall receive and record offerings and contributions; shall be empowered to sign legal documents on behalf of Lutheran CORE, as authorized by the Board; and shall pay regular appropriations and orders in accordance with the budget and/or at the direction of the Board of Directors.

- c. The treasurer shall present annually a detailed report of the receipts and disbursements of Lutheran CORE for the preceding fiscal year.
- d. The Board may, according to need, hire an assistant treasurer who will provide assistance in fiscal matters. The assistant treasurer may have voice but not vote on the Board of Directors.

## **Chapter 8. Committees, Task Forces, and Working Groups**

8.01 **Executive Committee.** The Executive Committee shall consist of the president, vice president, secretary, treasurer. The Executive Committee shall act in the place and stead of the Board of Directors between Board meetings on all matters except those specifically reserved to the Board of Directors by this Constitution, the bylaws or state law. The Executive Committee is responsible for:

- a. Administrative matters related to establishing policies and procedures for the Board and staff;
- b. Developing the annual budget of the Corporation;
- c. If the Board elects to do so for the fulfillment of the Corporation's mission, hiring and evaluating a director or other staff, evaluating staff performance, and handling grievances in personnel issues;
- d. Legal and governance matters related to good faith and reasonable diligence and management, including board nominations.

8.02 The Executive Committee shall meet a minimum of 4 times each year at meetings called by the president. Minutes of the Executive Committee shall be maintained and reported to the full Board.

8.03 The Executive Committee shall not deal with the following: approval or dissolution or merger or the sale of all the Corporation's assets, appointment or removal of Directors, or approval of amendment of this Constitution or bylaws.

8.04. **Standing and other committees and groups.** The Board of Directors shall appoint committees, subcommittees, task forces, or other working groups, both standing and ad hoc, to meet the needs of Lutheran CORE in the conduct of its mission. It is primarily through such committees, task forces and working groups, both standing and ad hoc, that the Board will carry out the work of the organization.

8.05. **Membership and leadership.** Membership of committees, task forces and other groups shall be comprised of individuals who ascribe to the Lutheran CORE Constitution and the Common Confession. In most cases committees, task forces and working groups will be chaired by a member of the Board. Chairs of all committees, task forces and other groups shall be appointed by the president. Membership will be determined by the chairs.

8.06. **Meetings.** Meetings of committees, taskforces and other groups shall be called by their chair and minutes of such meetings reported to the full Board. See also section 6.08 of this Constitution concerning meetings and actions of committees.

## **Chapter 9. Financial Matters**

9.01. On the basis of estimated income, the Board of Directors shall authorize expenditures within the budget for the fiscal year. Expenditure authorizations shall be subject to revision by the Board in light of changing conditions.

9.02. The Board shall arrange to have an annual review of the financial records of Lutheran CORE by a certified public accountant selected by the Board. The Board may determine to carry out an audit of financial records according to need and circumstances.

9.03. This ministry shall maintain adequate, continuous insurance coverage.

### **Chapter 10. Indemnification**

10.01. Any person who at any time shall serve or shall have served as a director, officer, or employee of Lutheran CORE, or of any other enterprise at the request of Lutheran CORE, and the heirs, executors, and administrators of such person shall be indemnified by Lutheran CORE in accordance with, and to the fullest extent permitted by Minnesota Statutes Section 317A.521, as it may be amended from time to time.

10.02. Nothing contained in this Chapter 10 shall affect any rights to indemnification to which the personnel of Lutheran CORE may be entitled by contract or otherwise under law.

10.03. Lutheran CORE 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 Lutheran CORE would have been required to indemnify the person against the liability.

### **Chapter 11. Amendments**

This Constitution may be altered, amended or repealed or a new Constitution may be adopted in accordance with the Laws of the State of Minnesota. Amendments to this Constitution may be made by two-thirds vote of standing members of the Board of Directors in attendance at any meeting after written notification of such amendments has been given to the members at least 30 days prior to the meeting.

## **APPENDIX: The Common Confession**

### **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.