

THE CONSTITUTION OF THE INTERNATIONAL CHURCH OF COPENHAGEN

Revised as of 29 January 2023

In the name of the Father, and of the Son, and of the Holy Spirit, Amen.

PREAMBLE

Recognizing our unity in Jesus Christ and our common practice of exercising that faith, and desiring to express a fellowship in worship and work; knowing our spiritual needs, mindful of our Christian privileges and duties, and wishing to observe an orderly cooperation, we adopt the following constitution:

ARTICLE I NAME

I.1 The name of this congregation shall be "The International Church of Copenhagen."

ARTICLE II PURPOSE

II.1 The International Church of Copenhagen is a Christian congregation which serves the English-speaking community in the Copenhagen area. It seeks to provide a full program of Christian ministry and activities to members of the congregation without regard to nationality, race, gender, orientation, or denominational affiliation.

ARTICLE III STATEMENT OF FAITH

III.1 This congregation confesses the Triune God (Father, Son, and Holy Spirit). It affirms that Jesus, the Christ, is Lord and savior, and that Jesus is the Word of God incarnate. It confesses that the canonical Scriptures (the Hebrew Scriptures and the New Testament) are the inspired written Word of God, and accepts the Apostles' Creed, the Nicene Creed and the Athanasian Creed as true declarations of the faith of this congregation. The congregation also recognizes the Augsburg Confession and Martin Luther's Small Catechism as true witnesses to the Gospel.

ARTICLE IV MEMBERSHIP

IV.1 Membership in the International Church of Copenhagen shall be open to any baptized person who confesses the Christian faith, desires to associate with the congregation, and accepts the responsibilities of membership. All applications for membership shall be submitted to and shall require the approval of the Church Council.

IV.2 All members aged 18 and above are Voting Members of the congregation

IV.3. Individuals may become non-member Friends of the Congregation by request made to the secretary.

IV.4 Membership in the congregation shall be terminated by any of the following:

- A. death
- B. resignation
- C. transfer or release

- D. decision of the Church Council, or
- E. removal due to inactivity as defined in the bylaws.

ARTICLE V ASSOCIATION

V.1 The International Church of Copenhagen, a non-profit, religious organization under the laws of Denmark, is associated with the Evangelical Lutheran Church in America (ELCA).

V.2 All religious services will be conducted in a manner compatible with the liturgies and rituals of the ELCA. Furthermore, the teaching materials used in the congregation's Christian education program will be compatible with Lutheran doctrines and teachings.

ARTICLE VI DECISION MAKING AUTHORITY – THE CONGREGATIONAL MEETING

VI.1 Decision making authority at the International Church of Copenhagen on all "major issues" as specified in the constitution shall be exercised by the congregation as a whole at the congregational business meetings called and held in conformity with the constitution, the by-laws duly adopted by this congregation, and the civil laws of Denmark.

VI.2 The Church Council will determine voting eligibility in accordance with this constitution and its by-laws. A decision of the Church Council on voting eligibility may be appealed to the congregation at a duly called congregational business meeting in which case a simple majority vote of those present and voting at such a meeting will be final.

VI.3 "Major issues" shall include call of a new pastor, request for resignation of an incumbent pastor, election of members of the Church Council, approval of the annual budget, purchase, sale or lease of real property, adoption of by-laws, and dissolution of the congregation. Decisions on call of a new pastor and dissolution of the congregation shall require a two-thirds majority vote of all members present and voting at a congregational business meeting. No major issues may be voted on at a business meeting unless placed on the agenda at least eight days in advance of the meeting and published in accordance with this constitution and relevant by-laws.

VI.4 The annual congregational business meeting shall be held during the month of January. Announcement of the time, place and agenda of such meeting shall be made at the two weekly services immediately preceding the meeting and as provided in the by-laws. The agenda for the annual meeting shall include annual reports from the Church Council, the pastor, the treasurer and the chairpersons of the standing committees, election of members of the Church Council, and approval of the annual budget.

VI.5 Special congregational business meetings may be called as necessary by the Church Council, the pastor, or by petition of ten percent of the voting members of the congregation. The call for a special meeting must be made in writing, must specify the time, place and agenda of such special congregational business meeting, and be signed by those initiating the call. Announcement of the time, place and agenda of the special congregational business meeting shall be made at the two weekly services immediately preceding the meeting and as required in the by-laws. No special meeting of the congregation may be held without notification of the pastor at least eight days prior to the meeting. No issues other than those specified in the written call for the special meeting may be voted upon at such special meeting.

VI.6 When necessary to complete the business of a congregational meeting, such meeting may, by majority vote, recess to reconvene at a specified time and place. A congregational meeting may also recess to reconvene upon call but the time and place of such reconvened meeting must be announced at the two weekly services immediately preceding the meeting and as required in the by-laws.

ARTICLE VII CHURCH COUNCIL

VII.1 The congregation shall elect 8-10 members to the Church Council from among the voting members of the International Church of Copenhagen. One half of the Church Council members shall be elected for two year terms of office at each annual meeting. In addition the Pastor and the Superintendent of the Sunday School shall serve as non-voting ex-officio members of the Church Council. The Church Council may in accordance with the by-laws, fill vacancies on an interim basis, provided no interim Church Council member may serve after the next annual congregational business meeting without election by the congregation for the remainder of an unexpired term.

VII.2 Persons serving on the Church Council shall exhibit the characteristics of the Christian life, such as regular worship participation, generous contribution to the congregation of their expertise, time, and money according to their means, and a spirit of love and compassion in dealing with all members of the congregation.

VII.3 The Church Council will exercise the executive authority of the International Church of Copenhagen in accordance with this constitution and the by-laws and as specifically authorized by the congregation in resolutions passed at congregational business meetings. The Church Council shall manage the business affairs of the International Church of Copenhagen and provide support to the pastor for the program activities of the congregation.

VII.4 The Church Council shall prepare an annual budget for adoption by the congregation at its annual business meeting, and shall subsequently supervise the expenditure of funds in conformity with the approved budget. The Church Council, on recommendation by the Treasurer, may allow additional and unforeseen expenditures of up to ten percent (10%) of the total budgeted expenditures in the approved budget.

VII.5 The Church Council shall meet at least five times per calendar year as determined by the Church Council. The Church Council shall, at the first meeting after the annual congregational meeting in January, elect from among its voting members a President, Vice-President, Treasurer and Secretary, who together will constitute the "Legal Board of Trustees of the International Church of Copenhagen". The Legal Board of Trustees is authorized to execute any financial and banking documents and transactions on behalf of the congregation, subject to the restrictions of this constitution.

VII.6 The Church Council will, at the first meeting soon after the annual congregational meeting, also elect chairpersons for the standing committees to assist the Church Council in carrying out its assigned responsibilities. Working within guidelines established in the by-laws, the Church Council will designate the areas of responsibility for each standing committee and generally oversee and coordinate the work of the standing committees. The committee chairperson or appointed spokesperson will report on committee activities at each Church Council meeting.

VII.7 The Church Council may in addition appoint ad hoc committees at any time for the specific purposes as required.

VII.8 Members of the Church Council may participate in a Council meeting by telephone or video from time to time, as necessary, although the physical presence of each member at the meeting is preferred. Their contributions will be considered as valid as if they were present. In the event of urgent need, the president of the Church Council may request that action be taken by the Council through electronic mail. Each member shall be provided with an accurate description of the matter being considered. The decision taken by email shall be unanimous, and the action taken shall be ratified at the next scheduled Church Council meeting.

VII.9 The members of the Council will in no event be personally, jointly and severally liable for any debts or obligations of the International Church of Copenhagen.

ARTICLE VIII PASTOR

VIII.1 Only a member of the clergy roster of the Evangelical Lutheran Church in America or a candidate for the roster of ordained ministers of the ELCA will be called as a pastor of this congregation, except as provided in agreements between the ELCA and its full communion partners. The pastor shall be a non-voting ex-officio member of the Church Council and an advisory member of all boards, standing committees and other organizations of the International Church of Copenhagen.

VIII.2 Consistent with the faith and practice of the Evangelical Lutheran Church in America, every ordained pastor of this congregation shall:

- A. preach the Word;
- B. administer the Sacraments;
- C. conduct public worship;
- D. provide pastoral care;
- E. speak publicly to the world in solidarity with the poor and oppressed, calling for justice and proclaiming God's love for the world;
- F. offer instruction, baptize, confirm, and marry (in accordance with the laws of Denmark), visit the sick and distressed, and conduct funeral services for the dead;
- G. supervise all schools and organizations of this congregation;
- H. Initiate and foster relationships with the Copenhagen diocese of *Folkekirken*, and with Danish and international community groups in the greater Copenhagen area.
- I. install elected members of the Church Council; and
- J. with the Church Council, administer discipline.

VIII.3 A call of a new pastor shall require two-thirds majority vote of all members present and voting at a congregational business meeting called for that purpose. When a pastoral vacancy occurs, the Church Council shall seek the advice and counsel of the Global Mission Unit of the ELCA and follow the established procedure of the ELCA in the Call process.

VIII.4 At a time of pastoral vacancy, an interim pastor shall be appointed by the congregation or the Church Council in consultation with the Global Mission Unit of the ELCA. During the period of service, an interim pastor shall have the rights and duties in the congregation of a regularly called pastor. The interim pastor may be considered for the call, but the interim pastor and any ordained pastor shall refrain from exerting influence in the selection of a pastor.

VIII.5 A request for the resignation of an incumbent Pastor shall require a two-thirds majority vote of all members present and voting at a congregational business meeting called for that purpose. Before such a request is presented at a congregational business meeting, the Church Council shall consult on the

matter with the Global Mission Unit of the ELCA. Should the congregation vote to request a Pastor to resign, the Pastor shall vacate the office at the time specified by the congregation. The call of a pastor shall be terminated only for the following reasons:

- A. mutual agreement to terminate the call or the completion of a call for a specific term;
- B. resignation of the pastor, which shall become effective, unless otherwise agreed, 30 days after the date on which it was submitted;
- C. inability to conduct the pastoral office effectively in the congregation in view of local conditions, without reflection on the competence or the moral and spiritual character of the pastor;
- D. the physical or mental incapacity of the pastor;
- E. disqualification of the pastor through discipline on grounds of doctrine, morality, or continued neglect of duty; or
- F. the dissolution of the congregation or the termination of a parish arrangement.

VIII.6 Questions of discipline of the pastor for alleged doctrinal deviation or misconduct in office shall be referred by the Church Council to the Global Mission Unit of the ELCA and to the pastor's bishop for action in accordance with the constitution and by-laws of the ELCA.

ARTICLE IX LEGAL OWNERSHIP

IX.1 Title to all property acquired by the International Church of Copenhagen and its constituent groups shall be held by the congregation as a non-profit religious organization.

IX.2 Real property shall not be purchased, sold or encumbered in any manner except by a resolution adopted by a two-thirds majority vote of all members present and voting at a congregational business meeting called for that purpose.

ARTICLE X DISCIPLINE OF MEMBERS AND ADJUDICATION

X.1 Denial of the Christian faith as described in this constitution, conduct grossly unbecoming a member of the Church of Christ, or persistent trouble-making in this congregation are sufficient cause for discipline of a member. Prior to disciplinary action, reconciliation will be attempted following Matthew 18:15-17, proceeding through these successive steps: a) private admonition by the pastor, b) admonition by the pastor in the presence of two or three witnesses, and c) citation to appear before the Church Council. If, for any reason, the pastor is unable to administer the admonitions required by a) and b) hereof, the president or vice president shall administer such admonitions.

X.2 If the member of the congregation and the Church Council cannot resolve the issues, the membership of the individual may be terminated by a two-thirds vote of the Church Council members present and voting.

ARTICLE XI BYLAWS

XI.1 The congregation may adopt by-laws as required, provided no by-laws shall conflict with this constitution.

XI.2 The by-laws are amended by the following process:

- a. By-laws may be adopted or amended at any legally called meeting of this congregation with a quorum present by a majority vote of those voting members present and voting.
- b. Changes to the by-laws may be proposed by any voting member, provided that such additions or amendments be submitted in writing to the Church Council at least 60 days before a regular or special congregation meeting called for that purpose. The Church Council shall notify the congregation's members in writing of the proposal with the Council's recommendations at least 30 days in advance of the congregation meeting.

ARTICLE XII CONSTITUTION AMENDMENT

XII.1 The constitution is amended by the following process:

- A. The proposed amendment(s) shall be made available in writing to all voting members of the congregation no less than 30 days prior to a congregational business meeting at which the amendment(s) will be first considered.
- B. The proposed amendment(s) must be approved in principle by a simple majority vote of all members present and voting at a congregational business meeting. The amendment(s) may be modified by an appropriate motion at the business meeting.
- C. The proposed amendment(s) must subsequently be ratified without change by a two-thirds vote of all members present and voting at a congregational business meeting, which shall take place not less than 60 days or more than 120 days following the approval in principle of the proposed amendment. Should the proposed amendment(s) be further modified at this meeting, another meeting shall be called in not less than 30 days or more than 90 days to vote on the modified amendment.

ARTICLE XIII DISSOLUTION OF THE CONGREGATION

XIII.1 Dissolution of the International Church of Copenhagen can only happen at a congregational meeting with two-thirds majority of those present and voting members. In the case of such dissolution, its assets shall be passed on to a Danish charitable organization which is recognized according to the relevant Danish tax law and chosen by the International Church of Copenhagen before its dissolution.

BYLAWS

BYLAW I DISCONTINUANCE OF MEMBERSHIP

- A. Members who move away shall be encouraged to transfer. Any member in good standing desiring to change his/her membership to another Christian church shall, upon request, be entitled to a letter of transfer.
- B. Any member who fails to attend church services for a period of two years shall be presumed no longer to desire membership, shall lose the right to vote, and shall not be counted in the membership statistics of the congregation. Such a person shall be encouraged to participate in congregational life, or to transfer elsewhere, as the situation may indicate to be advisable.

BYLAW II THE CALL OF THE PASTOR

- A. The call shall be for a period of at least two years.

- B. Since both the pastor and congregation are parties to the call, no pastor shall announce a decision on resignation without first having consulted with the Church Council and the Global Mission Unit of the ELCA.
- C. The specific duties of the pastor, compensation, and other matters pertaining to the service of the pastor shall be included in a letter of Call, which shall be issued by the Church Council of the ELCA. The terms of remuneration including salary and attendant issues shall be negotiated by the Call Committee and subsequently endorsed and issued by the ICC Church Council. These terms of appointment shall be appended to the letter of Call. With the approval of the ICC Church Council, the recommended candidate shall be presented to the congregation at a meeting as specified in Constitution Article VI.3.

BYLAW III THE ANNUAL MEETING

- A. A quorum for the conduct of business at annual and special congregational meetings shall consist of at least 15% of the voting members.
- B. The order of business at the annual meeting shall be:
 1. Opening devotion
 2. Approval of minutes of the previous annual meeting
 3. Reports of the pastor, the Church Council, the treasurer, committees
 4. Elections
 5. Approval of budget
 6. Unfinished business
 7. New business
 8. Closing
- C. In the following cases, voting shall be by ballot or acclamation:
 1. To elect the Church Council
 2. To adopt or amend the articles of incorporation, constitution, or by-laws of the congregation
 3. To call a pastor or to request his/her resignation
 4. To dispose of, encumber, or purchase real property
- D. Except as otherwise provided in the constitution and by-laws, all matters shall be decided by majority vote of those present and voting.
- E. No one shall be declared elected unless he/she has received a majority of the votes cast.
- F. If more than one ballot is required in an election, it shall be in order by proper motion to limit the balloting after the first ballot to the three candidates receiving the highest number of votes on the first ballot and after the second ballot to limit the balloting to the two candidates receiving the highest number of votes.

BYLAW IV THE CHURCH COUNCIL

- A. MEMBERSHIP AND MEETINGS OF THE CHURCH COUNCIL
 1. No member of the Church Council shall serve in office more than two successive terms. The filling of an unexpired term of less than one year shall not be deemed to be a term in office.
 2. The Sunday School Superintendent shall be elected by the Church Council from among the membership of the congregation. The Sunday School Superintendent shall be elected for a term of two years. In the event of vacancy in this office, the Church Council shall elect a successor.

3. Any vacancy in the Church Council shall be filled only by action of the congregation except that the Church Council may make interim appointments to fill vacancies until the next annual meeting, providing such interim appointments do not exceed one-half of the Church Council.
4. No Church Council business shall be transacted unless a majority of the voting members is present.
5. Meetings of the Church Council shall be held at least five times per calendar year as determined by the Council at such time and place as the Church Council may decide.
6. Special meetings of the Church Council may be called by the pastor, the president, or three members of the Church Council.
7. The Church Council may discontinue a Council member for a) failure to perform tasks and duties assigned to him/her, b) failure to participate in worship and to commune on a reasonably regular basis, c) persistent failure to attend Council meetings, or d) breaching the trust and confidence of fellow Council members. Such discontinuation must be made effective by decision of two thirds of all Council members present and voting (not including the member under consideration) at a regular Council meeting or a meeting called for this specific purpose. The Council member so affected will be given an opportunity to explain and defend him- or herself at such a meeting prior to a decision by the Council, if the affected member desires to do so.

B. COMMITTEES OF THE CHURCH COUNCIL

1. The Church Council shall elect from the membership regular committees on Worship & Music, Fellowship, Mission and Outreach, Christian Education, Finance and Stewardship, and Property Management. The Church Council shall also have authority to appoint other committees as may from time to time be necessary or advisable. All committees shall report to the Church Council at its meetings. All committees shall submit a written annual report to the secretary prior to the annual meeting.

C. OFFICERS AND COMMITTEES OF THE CHURCH COUNCIL

1. The President shall preside over meetings of the Church Council and of the congregation, unless the meeting decides otherwise.
2. The Vice-president shall preside in the absence of the president, unless the meeting decides otherwise. He/she might take additional responsibilities if and when necessary.
3. The Secretary shall keep the minutes of the Council and other meetings of the congregation and shall preserve its archives.
4. The Treasurer is the custodian of all funds of the congregation and shall disburse all such funds in accordance with the decisions of the congregation or the Church Council. He/she shall present a duly audited report to the annual congregational meeting and such other reports to the Church Council as may be required.
5. The Worship & Music Committee assists the pastor in planning, implementing and evaluating services of worship. It is responsible for general set-up, flowers, banners, lay readers, communion assistances, acolytes and activities associated with a worship service. It works with the organist/choir director and is responsible for arranging for filling vacancies in the event of their non-availability.
6. The Fellowship Committee is responsible for coffee fellowship on Sundays. It helps organize general outings, picnics, and acts as a support to other committees with their plans for food, refreshments, etc.

7. The Mission and Outreach Committee reaches out to prospective new members and helps bring them into the life of the congregation. It distributes information on the church's location and activities. It strives to help integrate new members and contacts those who have become inactive. It helps organize occasional Inspirational Evenings, and develops ways to reach out to Danish International Studies and other students.
8. The Christian Education Committee is responsible for directing and working with the Sunday School Superintendent as he/she plans, implements and evaluates the Sunday School program. It encourages and acts as a resource to Bible study groups and similar group activities. It is responsible, when appropriate, for activities such as Youth Ministry, Library, a Sunday book-table, children's sermonette, and also initiates cooperative task forces, as needed, to work with other committees in planning and implementing retreats and special seminars for the congregation.
9. The Finance and Stewardship Committee helps plan the budget. It organizes plans and implements stewardship programs. It assists in fund-raising campaigns for the congregation. It also audits church accounts, records Sunday collections, and assists in computing salaries, pensions and insurances.
10. The Property Management Committee is responsible for the general care and maintenance of the parsonage and the church's car. It takes care of insurance matters in these areas in conjunction with the Finance and Stewardship Committee. It acts as a liaison with those from whom we rent facilities for worship, Sunday School, and fellowship. It also inventories those things to which the church claims ownership.

D. OTHER RESPONSIBILITIES OF THE LEGAL BOARD OF TRUSTEES

The President, Vice-President, Treasurer and Secretary constitute the "Legal Board of the Trustees of the International Church of Copenhagen," which is authorized by this constitution to execute any financial and banking documents and transactions on behalf of the congregation, subject to the restrictions of this constitution.

The Board of Trustees is represented on legally-binding documents by the signature of the president plus one other member of the Board of Trustees.

In addition, the Board of Trustees is authorized to invest church savings in securities such as shares and bonds in accordance with the overall investment strategy approved by Council. When executing investment orders, the Board of Trustees is represented by the signatures of one member of the Executive Committee and the Financial Secretary, or alternatively by two members of the Executive committee.

E. OTHER RESPONSIBILITIES OF THE CHURCH COUNCIL

1. The Church Council shall be empowered to secure such help as needed to carry on the work of the congregation. The International Church of Copenhagen will not employ more than one person. Ordinarily this person shall be the pastor.
2. The Church Council shall review annually the pastor's salary, and adjustments in the salary shall be the responsibility of the Church Council, subject to the congregation's approval of the budget.
3. The Church Council shall prepare an annual budget for adoption by the congregation at its annual business meeting, and shall subsequently supervise the expenditure of funds in

conformity with the approved budget. The Church Council, on recommendation by the Treasurer, may allow additional and unforeseen expenditures of up to ten percent (10%) of the total budgeted expenditures in the approved budget.

4. The Church Council shall approve the pastor's vacation schedule. This shall be announced at the Council meeting at least 30 days in advance unless exceptional circumstances exist.
5. An auditing committee composed of two persons shall be appointed by the president with the approval of the Church Council. The auditing committee shall review all financial records of the congregation and present its report to the annual meeting in writing. The auditing committee shall examine all insurance policies to determine the amount and kind of insurance in force and include this report in its statement.
6. The property of the congregation shall be for the use of the congregation in its normal function as a church. Buildings which are the property of the congregation shall not be leased or rented to any group or individual without authorization. Application for such use must be approved by the Church Council by a two-thirds majority in the case of request for occasional use, or by a two-thirds majority vote of the congregation in the case of a request for regular use.

BYLAW V NOMINATING COMMITTEE

- A. The annual Nominating Committee shall be composed of three members, one of which shall be elected by the Church Council from its own membership and two of which shall be elected by the annual meeting from recommendations made by the Nominating Committee or from nominations made from the floor. The term of service is one year. The pastor shall serve as convener and as an advisory member.
- B. In addition to candidates submitted by the Nominating Committee, additional nominations may be taken from the floor.
- C. A vacancy in the Nominating Committee shall be filled by appointment made by the Church Council.
- D. No member shall serve on the Nominating Committee for more than two consecutive years.

BYLAW VI CALL COMMITTEE

When a pastoral vacancy occurs or is scheduled by the completion of a term, a Call Committee of five to six voting members, including a chairperson, shall be appointed by the Church Council. The term of office of the Committee will terminate upon installation of the newly called pastor. The Committee shall consult with the Global Mission Unit of the ELCA. The congregation shall be informed of the formation of the Call Committee by the president of the Church Council.

BYLAW VII REPORTS OF ORGANIZATIONS

All committees and organizations handling funds shall submit accounts to the treasurer or the church office at least 15 days prior to the annual meetings, and the treasurer shall include all such accounts in her/his report to the meeting.

BYLAW VIII MINISTERIAL RECORDS

The pastor shall be responsible for keeping accurate records of membership and of his/her ministerial acts on forms provided by the congregation and which shall remain the property of the congregation. He/she shall report these statistics to the congregation annually. Upon leaving the congregation, he/she shall complete the records of his/her ministry up to the time of his/her departure.

BYLAW IX BUDGET

The congregation's budget shall operate from 1 January to 31 December.

BYLAW X FINANCIAL SECRETARY

The Financial Secretary shall be appointed by the Church Council. The primary function of the Financial Secretary is to keep accurate records of the weekly plate offerings, Bank-transfers of membership subscriptions and all disbursements/payments. He/she also serves on the Finance and Stewardship Committee. In the event of vacancy in this office, the Church Council shall appoint a successor.