BY LAWS
of
The Deaconess Community of the Evangelical Lutheran Church in America

PREAMBLE OF HISTORICAL ANTECEDENTS

The Deaconess Community of the Evangelical Lutheran Church in America expresses the continuity of deaconess work in the Lutheran Church in America (a) as conceived in an agreement dated January 13, 1966, among three corporations existing at that time, viz. Mary J. Drexel Home and Philadelphia Motherhouse of Deaconesses, The Baltimore Lutheran Deaconess Motherhouse and School, Inc., and the Board of College Education and Church Vocations and its successor, the Division for Professional Leadership, both of the Lutheran Church in America, and (b) as of September 7, 1965, by joining with the sisterhood previously affiliated with the Immanuel Deaconess Institute of the former Augustana Lutheran Church. This continuity is particularly defined and shaped by the actions pertaining to deaconess work of the 1978 convention of the Lutheran Church in America and by the official documents of the Evangelical Lutheran Church in America.

ARTICLE 1: NAME AND INCORPORATION

This document records the bylaws which regulate the corporation known as The Deaconess Community of the Evangelical Lutheran Church in America which will be referred to herein as the “Deaconess Community.” The corporation so named was formed by decree of the Court of Common Pleas of Montgomery County, Pennsylvania, dated August 5, 1966, approving the articles of incorporation. The decree, together with the articles of incorporation, was recorded on August 8, 1966, in the Office for the Recording of Deeds for Montgomery County, Pennsylvania, in Charter Book 14, at pages 301 and 302. The Deaconess Community, through corporate merger, is successor to The Baltimore Lutheran Deaconess Motherhouse and School, Inc., and The Mary J. Drexel Home and Philadelphia Motherhouse of Deaconesses. In 1988, the name was changed from the Deaconess Community of the Lutheran Church in America to The Deaconess Community of the Evangelical Lutheran Church in America.

1.1 Registered office: The registered office of the Deaconess Community shall be at such location in Pennsylvania as the directors may from time to time determine.

1.2 Other offices: The Deaconess Community may also have offices at such other places as the directors may select and the business of the community shall require.

ARTICLE 2: CHURCH RELATIONSHIP

The Deaconess Community, relates to the Evangelical Lutheran Church in America, referred to herein as the “ELCA,” through the ELCA’s Domestic Mission Unit.

ARTICLE 3: PURPOSE, MEMBERSHIP, AND FUNCTIONS

3.1 The Deaconess Community is a prophetic Christ-centered community of diaconal womxn, called to impact a broken world by accompanying, forming, equipping, and resourcing diaconal leaders and communities. This ministry relates the Gospel to human need in every situation, builds bridges across divides and works with the Church’s mission to proclaim the Gospel and to extend the ministry of diakonia to all the world.

3.2 The Deaconess Community consists of womxn who have been approved by the Deaconess Community and called to the roster of Ministers of Word and Service in the ELCA or the Diaconal Ministers Roster in the Evangelical Lutheran Church in Canada, referred to herein as the “ELCIC,” together with those of its candidates who have met preparatory standards and publicly participated in a service of mutual affirmation known as Investiture or the Rite of Reception. Members are committed to prophetic diakonia and are strengthened for service through the Deaconess Community. If called ministry is not feasible, a deaconess may maintain membership as prescribed in the Deaconess Community Handbook.

3.3 In order to participate in God’s mission through diaconal ministry, the Deaconess Community shall:
3.3.1 proclaim the sustaining love and grace of Christ through radical hospitality in word, deed, and ministry;

3.3.2 nurture and support one another in ministry and daily life;

3.3.3 strengthen, promote, and provide spiritual, professional and personal growth of its members;

3.3.4 encourage and equip God’s people through discernment and educational opportunities that motivate and challenge its members and others to fulfill their calling to serve God in the world;

3.3.5 manifest the unity of the community in Christ by strategically joining with ELCA, ELCIC, ecumenical, and interfaith partners in prayer and action; and

3.3.6 serve and advocate for humanity, strive for dignity and justice for all people, work for peace and reconciliation and stand with the marginalized.

**ARTICLE 4: THE DEACONESS ASSEMBLY**

4.1 The Deaconess Assembly is the gathering of the members of the Deaconess Community. Membership in good standing shall be defined in the Deaconess Community Handbook. Voice and vote in sessions of the Deaconess Assembly shall be limited to those who are members in good standing. All members are expected to attend sessions of the Deaconess Assembly.

4.2 The Deaconess Assembly shall be the highest authority within the Deaconess Community. It shall:

4.2.1 review the work of the Board of Directors and committees, and for this purpose require and receive reports and act on proposed business;

4.2.2 elect the Directing Deaconess and members of the Board of Directors as provided in the bylaws;

4.2.3 have the sole authority to amend the bylaws;

4.2.4 fulfill other functions as required in the bylaws; and

4.2.5 conduct such other business as necessary to further the purposes and functions of the Deaconess Community; and

4.3 The Deaconess Assembly shall meet at least biennially to review the work of the Deaconess Community and to plan for the future; its agenda shall also include elements of worship, fellowship and education.

4.4 The Deaconess Assembly shall be called into session at a time and place determined by it or by the Board of Directors.

4.5 The Directing Deaconess shall chair sessions of the Deaconess Assembly. A vice chairperson and a secretary for each session of the Deaconess Assembly may be approved by the Board of Directors from among the members in good standing of the Deaconess Community.

4.6 The members present shall constitute a quorum.

4.7 Notice of the convening of a Deaconess Assembly shall be provided to the entire membership by mail or electronic communication at least two months prior to the opening of an assembly.

4.8 The Presiding Bishops of the ELCA and ELCIC, or the bishop’s designee, shall be invited to attend each meeting of the Deaconess Assembly.
ARTICLE 5: THE BOARD OF DIRECTORS

5.1 The Board of Directors shall be elected by the Deaconess Assembly, and shall consist of five deaconesses and four other persons from the membership of the ELCA or the ELCIC. A majority of the directors shall be members of the ELCA. Biographical information, including the gifts and skills each prospective director offers to the board, shall be given to the Assembly so that the Assembly may make an informed vote. The nomination slate presented by the Nominating Committee may consist of two candidates for each deaconess position and a single candidate for each non-deaconess position. The Presiding Bishops of the ELCA and ELCIC, or the bishop’s designee and the Leadership Team shall have seat and voice on the Board of Directors.

5.1.1 A majority of the voting members shall constitute a quorum for any board meeting.

5.2 The term of a director shall be four years, and the terms shall be arranged so that approximately half of the directors are elected every two years. No director shall serve more than two terms consecutively. Terms of newly elected directors shall begin on January 1st of the calendar year following their election, or at such other time as may be determined by the board of directors. A person selected to fill a vacancy as interim shall begin their term upon election. Outgoing directors shall continue in office until their elected successors begin service.

5.2.1 Interim appointments. When a board vacancy is to be filled between elections, the Executive Committee shall select a candidate to fill the unexpired term and submit that person’s name to the Deaconess Community for a mail or electronic vote within 6 months. A simple majority of members in good standing is required to affirm the appointment. In computing an interim appointee’s eligibility for continued board membership, service which precedes a full term without interruption shall be disregarded if less than half a term.

5.3 The Board of Directors shall be accountable to the Deaconess Assembly for the management of the affairs of the Deaconess Community and to the ELCA for policies relating to the Deaconess Community. The Board of Directors shall act for the Deaconess Community in the interim between sessions of the Deaconess Assembly, but may not act contrary to the Deaconess Assembly’s decisions or those of the ELCA. Specifically, the Board of Directors shall:

5.3.1 carry out corporate and fiduciary responsibilities on behalf of the Deaconess Community;

5.3.2 establish policy for the management of the financial resources of the Deaconess Community;

5.3.3 adopt annual current budgets which project no deficit spending;

5.3.4 have power to authorize contracts;

5.3.5 exercise responsibility for all properties owned or leased by the Deaconess Community;

5.3.6 oversee the responsibilities of the Deaconess Community for those who were on the cooperative plan;

5.3.7 determine staff structure for the Deaconess Community, and in consultation with the Leadership Team, employ executive and program staff;

5.3.8 maintain committee charters and review and act on committee reports as needed;
5.3.9 report annually to the members of the Deaconess Community and to the ELCA’s Church Council and

5.3.10 carry out such other responsibilities as the Deaconess Assembly may assign from time to time.

5.4 The Board of Directors, if it determines that a director is unable to carry out their responsibilities, may vote to remove that director from the board in accordance with these bylaws.

The dismissal of a director may be affected:

a. for willful disregard or violation of the bylaws and standards of this Community;

b. for such physical or mental disability as renders the director incapable of performing the duties of the office; or

c. for such conduct as would subject the director to disciplinary action as a member of a roster of the ELCA or ELCIC, or as a member of a congregation of one of these church bodies.

d. for such other reasons as a majority of directors deem to warrant dismissal.

5.5 Should the Directing Deaconess die, resign or be unable to serve, its chairperson shall convene the Board of Directors to arrange for the appropriate care of the responsibilities of the Directing Deaconess until an election of a new Directing Deaconess can be held or until the Directing Deaconess is able to serve again. The term of the successor Directing Deaconess, elected by the next Deaconess Assembly, or a special meeting of the Deaconess Assembly called for the purpose of election, shall be four years, with the subsequent election to take place at the assembly closest to the expiration of such a term.

Proceedings for dismissal of the Directing Deaconess shall be instituted at petition by:

a. the Board of Directors on a vote of at least two-thirds of its members; and

b. the Deaconess Assembly on a vote of at least two-thirds of its members.

5.6 Should the Leadership Team member, other than the Directing Deaconess, die, resign, or be unable to serve, the remaining Leadership Team, with the approval of the Executive Committee of the Board of Directors, shall arrange for the appropriate care of the responsibilities of that person until a new person is able to serve again.

5.7 The officers of the Board of Directors shall be a chairperson, a vice chairperson, a secretary and a treasurer. They shall be elected biennially at the last board meeting of each calendar year in which directors are elected by the Deaconess Assembly. Their respective terms shall begin the first day of the following calendar year, and shall expire no later than the conclusion of their respective terms on the Board. Their duties and responsibilities shall be those customary to their respective offices and as set forth in Article 6.

5.7.1 The treasurer may be chosen from outside the directors if necessary to provide for the requisite financial expertise. If so chosen, they shall also be elected biennially by the directors at the last board meeting of each calendar year in which directors are elected by the Deaconess Assembly. A treasurer chosen from outside the board membership shall not serve more than four two-year terms consecutively. An outside treasurer shall have seat and voice, but not vote, in meetings of the Board of Directors and of the Executive Committee.

5.8 The Board of Directors shall meet twice annually, and at such other times as it may deem necessary. The chairperson or the Executive Committee may call meetings of the Board of Directors. The chairperson shall call a meeting when requested to do so in writing by four members of the Board of Directors or by a majority of
members in good standing of the Deaconess Community. Notice of a meeting shall be mailed or sent electronically at least three weeks prior to its meeting date.

5.8.1 A majority of the directors in office shall constitute a quorum for any board meeting. The acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.

5.8.2 Teleconference meetings: One or more directors may participate in a meeting of the Board of Directors, or any committee thereof, by means of phone or video conferencing in which all persons participating in the meeting can hear one another.

5.8.3 Action by written consent: Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting, provided that the action is set forth in writing and all of the directors in office give their written consent. The record of such action shall be filed with the Board secretary and distributed to all parties who receive the minutes of regular board meetings.

ARTICLE 6: OFFICERS

6.1 Vacancies
A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

6.2 The Chairperson
The Chairperson shall:

6.2.1 preside at all meetings of the Board of Directors and of the Executive Committee;

6.2.2 be responsible for the development of an agenda for each meeting;

6.2.3 be responsible that the provisions of these bylaws are observed and that the enactments of the Board of Directors are carried out;

6.2.4 have seat and voice in all meetings of each standing committee and of all other committees of the Board; and

6.2.5 have such other powers and perform such other duties as may be incidental to this office, as are given by these bylaws, or as from time to time may be assigned by the Board.

6.3 The Vice-Chairperson
The Vice-Chairperson shall:

6.3.1 in the absence of the chairperson preside at all meetings of the Board of Directors and the Executive Committee; and

6.3.2 perform such other duties as from time to time may be assigned by the Board of Directors or the chairperson.

6.4 The Secretary
The Secretary shall:

6.4.1 record the minutes of the meeting of the Board of Directors and the Executive Committee;

6.4.2 file the minutes of the Board of Directors or the Executive Committee, and the resolutions by which any actions taken without a meeting are authorized, together with the consents to such action;

6.4.3 transmit promptly a copy of the minutes of each meeting of, and a copy of each resolution by which action is taken without a meeting by the Board of Directors or the Executive Committee to each director;
6.4.4 cause notices to be duly given in accordance with the provision of these bylaws and as required bylaw;

6.4.5 see that all reports and other documents and records required by law are properly filed and kept;

6.4.6 have custody of the records and seal of the corporation and cause the seal to be affixed as authorized; and

6.4.7 have such other powers and perform such other duties as are given by the Board of Directors or the chairperson.

6.5 The Treasurer

The Treasurer shall:

6.5.1 be bonded;

6.5.2 be the chief fiscal officer of the Board;

6.5.3 have responsibility for the receipt and distribution of all moneys, and for the safekeeping of moneys and securities, of the corporation;

6.5.4 keep an accurate account of all financial transactions and report thereon at each meeting of the Board of Directors; and

6.5.5 have such other powers and perform such other duties as from time to time may be assigned by the Board of Directors or the chairperson.

6.6 Resignations

Any officer may resign at any time by giving notice in writing to the Board of Directors or the chairperson. Unless otherwise specified in the notice, the resignation shall take effect upon delivery.

6.7 Removal

Any officer may be removed at any time, either for or without cause, by the Board of Directors.

ARTICLE 7: COMMITTEES

7.1 Committees of the Board of Directors shall be appointed by the Chairperson with the concurrence of the Board of Directors, except for the Executive Committee, which is elected by the Board. Each committee shall have at least one director included in its membership, who will serve as its liaison to the Board.

7.1.1 Members of each committee, excluding the Executive Committee and Nominating Committee, shall be appointed for a four-year term, and are eligible to serve one additional consecutive four-year term. A member may be appointed to a subsequent four-year term on the same committee after four or more years’ break from service.

7.1.2 The chair of each committee shall be appointed biennially by the Board of Directors at the last board meeting of each calendar year in which directors are elected by the Deaconess Assembly. A committee chair’s term shall not exceed his or her term on the committee.

7.1.3 A majority of the voting members shall constitute a quorum for any committee meeting. The acts of a majority of the voting members present at a meeting at which a quorum is present shall be the acts of the committee.

7.1.4 Teleconference meetings: One or more committee members may participate in a meeting by means of phone or video conferencing in which all persons participating in the meeting can hear one another.
7.1.5 Removal
Any committee member may be removed at any time, either for or without cause, by the Board of Directors.

7.2 The Board of Directors shall have general oversight of the work of each committee, establishing policy as appropriate. Each committee shall report, after each meeting, to the Board of Directors. If a committee’s chair is not a director, a board member who serves on that committee shall be its liaison to the Board, and shall give a report to the Board at its next scheduled meeting.

7.3 The Executive Committee shall consist of the officers except that, if the treasurer is not a member of the Board of Directors, one additional “at large” director shall be elected to the committee by the Board of Directors. This committee shall have the power to act on behalf of the Board of Directors in instances requiring interim action, except that it shall not have power to modify any prior action of the Board of Directors. Actions of the Executive Committee shall be reported by electronic communication to the entire Board of Directors within ten days.

7.4 The Committee on Finance and Audit shall consist of at least one director and three other persons chosen for their competence in finance, including one deaconess in good standing. The treasurer shall have seat and voice. This committee shall report to the Board of Directors on matters concerning the personnel management of the Deaconess Community, and annual appraisal of the Leadership Team. The committee shall report, after each meeting, to the Board of Directors. It shall supervise the investments of the Deaconess Community under policies adopted by the Board of Directors.

7.5 The Committee on Vocation and Education shall consist of at least one director and three other persons; including at least two deaconesses in good standing. This committee shall facilitate the processes for becoming and remaining a member of the Deaconess Community, shepherding inquirers, candidates, members, and other diaconal leaders in formation, discernment, and education.

7.6 The Committee on Mission Support shall consist of at least one director and three other persons; including at least two deaconesses in good standing. It shall assist the Deaconess Community in seeking, responding to, evaluating, and selecting mission support opportunities that will facilitate, fulfill, and further its vision and mission.

7.7 The Nominating Committee shall consist of members appointed for a two-year term. A member may be appointed to a subsequent two-year term on the Nominating Committee after two or more years’ break from service. The Nominating Committee shall consist of at least one director and three other persons, including at least one diocesan and three other persons, including at least two deaconesses in good standing. It shall deal with all matters relating to a) the process and selection of nominees for election to positions on the Board of Directors; b) the process and selection of nominees for election as Directing Deaconess; and c) recommendations for appointment of standing committee members.

7.8. The Personnel Committee shall consist of at least one director and three other persons chosen for their competence and experience in human resources, interpersonal skills and communication, including at least one deaconess in good standing. The committee shall report to the Board of Directors on matters concerning the personnel management of the Deaconess Community, and annual appraisal of the Leadership Team. The committee shall be responsible for review and implementation of the personnel policies.

7.9 The Board of Directors may establish task forces and working groups from time to time as it deems necessary.

ARTICLE 8: STAFF

8.1 The Deaconess Assembly shall elect a Directing Deaconess for a term of four years, renewable by election for one additional term. The term of office shall ordinarily begin ninety (90) days following election, or at such other time as may be determined by the Board of Directors. The Directing Deaconess shall be chosen from among those who are members in good standing of the Deaconess Community who was called to the Roster of the Ministry of Word and Service in the ELCA or the Diaconal Ministers Roster in the ELCIC. The process for electing the Directing Deaconess shall be approved by the Board of Directors pursuant to paragraph 7.7 of these bylaws no less than three months before the Deaconess Assembly at which a Directing Deaconess will be elected,
all members in good standing shall be provided notice regarding the election.

8.2 The Leadership Team members (including at least the Directing Deaconess and Director of Vocation and Education) shall be accountable to the Deaconess Community, the Board of Directors, and one another for their respective leadership responsibilities. Each shall have seat and voice in all committees and the Board of Directors.

8.2.1 The Leadership Team provides vision and direction for the organization while working in partnership to model radical hospitality and accountability as they serve:
   a. the team may include a Directing Deaconess, Director of Vocation and Education and Director of Operations;
   b. in collaboration to maintain and implement a current strategic direction;
   c. to provide assistance, counsel and guidance, as appropriate, to all committees and the Board of Directors;
   d. in consultation with the Board of Directors to employ executive and program staff; and
   e. to arrange for the appropriate care of the responsibilities of a staff person if the person dies, resigns, or is unable to serve.
   f. oversight of the programs and operations of the Deaconess Community.

8.2.2 The Directing Deaconess shall be elected by the Deaconess Community with responsibility for overseeing the pastoral and spiritual care of the individual sisters and the Community as a whole. She represents the Deaconess Community and serves as liaison with denominational, ecumenical, and interfaith partners.

8.2.3 The Director of Operations shall be appointed by the Board of Directors with responsibility for oversight of the management and administration of the finances, programs, and operations of the Deaconess Community.

8.2.4 The Director of Vocation and Education shall be appointed by the Board of Directors for overseeing and implementing the formation process, and discernment and education opportunities for prospective members, candidates, deaconesses, and the greater church.

ARTICLE 9: FISCAL MATTERS

9.1 The fiscal year shall be the calendar year.

9.2 The Deaconess Community shall not incur deficits in current operations.

9.3 Signing Authority
   Each contract or other financial instrument shall be executed by any one of the following: Directing Deaconess, Director of Operations, Director of Vocation and Education, chairperson, vice chairperson, or treasurer. If the amount of any instrument exceeds FIVE THOUSAND DOLLARS ($5,000.00), it shall be executed by any two of the above.

ARTICLE 10: INDEMNIFICATION

To the full extent permitted from time to time by law, each person who is or was made or threatened to be made a party to any proceeding by reason of the present or former capacity of that person as a member, director, officer, employee, or committee member of this church shall be indemnified against judgments, penalties, fines, settlements, excise taxes, and reasonable attorneys’ fees and disbursements incurred by that person in connection with the proceeding. This Deaconess Community may purchase and maintain insurance on behalf of itself or any person entitled to indemnification pursuant to this chapter against any liability asserted against and incurred by this Deaconess Community or by such other person in or arising from a capacity described above.
ARTICLE 11: DISSOLUTION

Should the corporation cease to act and be dissolved, all of its property and assets remaining after the payment of its liabilities shall be paid and distributed to the Evangelical Lutheran Church in America, a Minnesota nonprofit corporation, or its successor or assigns, provided, however, that payment shall be made hereunder only to corporations, trusts, foundations, or other organizations which are organized and operated exclusively for charitable or religious purposes and which shall then be exempt from Federal income tax under Section 501 (a) of the Internal Revenue Code of 1954, as amended, as organizations described in Section 501(c) (3) thereof (references to include corresponding provisions of any future revenue law).

ARTICLE 12: AMENDMENTS

12.1 Amendments to these bylaws may be presented: (a) by the board of directors or (b) in writing by five members in good standing of the Deaconess Community. When presented by five members, amendments shall be referred immediately to the board of directors which shall promptly submit its recommendations thereon to the Deaconess Assembly if it is in session or otherwise in writing to the members of the Deaconess Community immediately following the next meeting of the board of directors.

12.2 Amendments to Articles 1, 2, 3, 4.1, and 9 shall be adopted by majority vote of the Deaconess Assembly. Amendments to other articles may be adopted by the same procedure or by mail vote with approval by two-thirds of the members in good standing of the Deaconess Community.

12.3 Before becoming effective, all amendments shall be submitted, through the Office of the Presiding Bishop of the ELCA, and through the office of the national Bishop of the ELCIC as information.

As adopted by the Deaconess Community of the Lutheran Church in America, In Assembly, December 30, 1978
And
As amended October 1, 1994, by the Deaconess Community of the Evangelical Lutheran Church in America
And
As amended May 16, 2004, by the Deaconess Assembly, approved by the Division for Ministry Board, June 2, 2004
And
As amended by the Deaconess Assembly, May 6, 2006 and approved by the ELCA Church Council Executive Committee July 28, 2006. *EC06.07.25*. Note: The ELCA Office of the Secretary interprets the Community’s amended bylaws to mean that all amendments are to be submitted through the Vocation and Education unit to the Church Council or its Executive Committee for approval."
And
As amended by the Deaconess Assembly, April 26, 2008 and approved by the ELCA Church Council Executive Committee July 25, 2008. *EC08.07.16b*. Note: The ELCA Office of the Secretary interprets the Community’s amended bylaws to mean that all amendments are to be submitted through the Vocation and Education unit to the Church Council or its Executive Committee for approval.
And
As amended by the Deaconess Assembly, September 29, 2010, submitted by the ELCA Vocation and Education Unit, and approved by the ELCA Church Council, November 13, 2010. *CC10.11.78*.

*NOTE: Church Council action *CC10.11.78* also authorized the ELCA Secretary “to make editorial changes to the bylaws related to the redesign of the churchwide organization.” These changes, which consisted of replacing references to the ELCA’s Vocation and Education Unit with the name of the new Congregational and Synodical Mission Unit, which replaced it in the redesign, have been incorporated into these bylaws.

As amended by the Deaconess Assembly, October 2, 2011, submitted to the ELCA Office of the Presiding Bishop, and approved by the ELCA Church Council, November 13, 2011. *CC11.11.83u*.
And
As amended by the Deaconess Assembly, September 24, 2012, submitted to the ELCA Office of the Presiding Bishop, and approved by the ELCA Church Council, November 11, 2012. *CC12.11.44v*.
And
As amended by the Deaconess Assembly, September 28, 2013, submitted to the ELCA Office of the Presiding Bishop, and approved by the ELCA Church Council, November 10, 2013, the church council voted CC13.11.69v.
And
As amended by the Deaconess Assembly, June 27, 2017, submitted to the ELCA Office of the Presiding Bishop, and approved by the ELCA Church Council, November 9 - 13, 2017. CC17.11.33h.
And
And
As amended and approved by the Deaconess Community of the ELCA, August 15, 2020, submitted to the ELCA Office of the Presiding Bishop and ELCIC National Bishop for information August 21, 2020. DC2020.08.01