

AMENDED AND RESTATED CONSTITUTION AND BYLAWS
OF THE EVANGELICAL LUTHERAN CHURCH OF THE REDEEMER, INC.,
ATLANTA, GEORGIA

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As amended December 8, 1996
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AMENDED AND RESTATED CONSTITUTION AND BYLAWS
OF EVANGELICAL LUTHERAN CHURCH OF THE REDEEMER, INC.,
ATLANTA, GEORGIA

PREAMBLE

We, baptized members of the Church of Christ, responding in faith to the call of the Holy Spirit through the Gospel, desiring to unite together to preach the Word, administer the sacraments, and carry out God's mission, do hereby adopt this constitution and solemnly pledge ourselves to be governed by its provisions. In the name of the Father and of the Son and of the Holy Spirit.

Chapter 1.

NAME AND INCORPORATION

C1.01. The name of this congregation shall be The Evangelical Lutheran Church of the Redeemer, Inc., Atlanta, Georgia.

C1.02. For the purpose of this constitution and bylaws, The Evangelical Lutheran Church of the Redeemer, Inc., Atlanta, Georgia congregation is hereinafter designated as "this congregation."

C1.03. For the purpose of this constitution and bylaws, "Church" references the one, holy, catholic, and apostolic Church.

C1.04. For the purpose of this constitution and bylaws "church" and "this church" references the Evangelical Lutheran Church in America.

C1.05. This congregation shall be incorporated under the laws of the State of Georgia.

Chapter 2.

CONFESSION OF FAITH

C2.01. This congregation confesses the Triune God, Father, Son, and Holy Spirit.

C2.02. This congregation confesses 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 God's Spirit speaking through their authors, these Scriptures record and announce God's revelation centering in Jesus Christ. Through these Scriptures God's Spirit speaks to us to create and sustain Christian faith and fellowship for service in the world.

C2.03. This congregation accepts 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.

C2.04. This congregation accepts the Apostles', Nicene, and Athanasian Creeds as true declarations of the faith of this congregation.

C2.05. This congregation accepts 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.

C2.06. This congregation accepts 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.

C2.07. This congregation confesses 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.

Chapter 3.

NATURE OF THE CHURCH

C3.01. All power in the Church belongs to our Lord Jesus Christ, its head. All actions of this congregation are to be carried out under his rule and authority.

C3.02. The Church exists both as an inclusive fellowship and as local congregations gathered for worship and Christian service. Congregations find their fulfillment in the universal community of the Church, and the universal Church exists in and through congregations. The Evangelical Lutheran Church in America, therefore, derives its character and powers both from the sanction and representation of its congregations and from its inherent nature as an expression of the broader fellowship of the faithful. In length, it acknowledges itself to be in the historic continuity of the communion of saints; in breadth, it expresses the fellowship of believers and congregations in our day.

Chapter 4.

STATEMENT OF PURPOSE

C4.01. The Church is a people created by God in Christ, empowered by the Holy Spirit, called and sent to bear witness to God's creative, redeeming, and sanctifying activity in the world.

C4.02. To participate in God's mission, this congregation as a part of the Church shall:

- a. Worship God in proclamation of the Word and administration of the sacraments and through lives of prayer, praise, thanksgiving, witness, and service.
- b. Proclaim God's saving Gospel of justification by grace for Christ's sake through faith alone, according to the apostolic witness in the Holy Scripture, preserving and transmitting the Gospel faithfully to future generations.
- c. Carry out Christ's Great Commission by reaching out to all people to bring them to faith in Christ and by doing all ministry with a global awareness consistent with the understanding of God as Creator, Redeemer, and Sanctifier of all.
- d. Serve in response to God's love to meet human needs, caring for the sick and the aged, advocating dignity and justice for all people, working for peace and reconciliation among the nations, understanding with the poor and powerless, and committing itself to their needs.

e. Nurture its members in the Word of God so as to grow in faith and hope and love, to see daily life as the primary setting for the exercise of their Christian calling, and to use the gifts of the Spirit for their life together and for their calling in the world.

f. Manifest the unity given to the people of God by living together in the love of Christ and by joining with other Christians in prayer and action to express and preserve the unity which the Spirit gives.

C4.03. To fulfill these purposes, this congregation shall:

a. Provide services of worship at which the Word of God is preached and the sacraments are administered.

b. Provide pastoral care and assist all members to participate in this ministry.

c. Challenge, equip, and support all members in carrying out their calling in their daily lives and in their congregation.

d. Teach the Word of God.

e. Witness to the reconciling Word of God in Christ, reaching out to all people.

f. Respond to human need, work for justice and peace, care for the sick and the suffering, and participate responsibly in society.

g. Motivate its members to provide financial support for the congregation's ministry and the ministry of other parts of the Evangelical Lutheran Church in America.

h. Foster and participate in interdependent relationships with other congregations, the synod, and the churchwide organization of the Evangelical Lutheran Church in America.

i. Foster and participate in ecumenical relationships consistent with churchwide policy.

C4.04. The Congregation Council shall prepare descriptions of the responsibilities of each board, committee, task force, agency, or other organizational groups and shall review their actions. Such description shall be contained in continuing resolutions of the Congregation Council.

C4.05. This congregation shall, from time to time, adopt a mission statement which will provide specific direction for its programs.

Chapter 5.

POWERS OF THE CONGREGATION

C5.01. The powers of this congregation are those necessary to fulfill its purpose.

C5.02. The powers of this congregation are vested in Congregation Meetings duly called and conducted as provided in this constitution and bylaws.

C5.03. Only such authority as is delegated to the Congregation Council or other organizational units in this congregation's governing documents is recognized. All remaining authority is retained by the congregation. The congregation is authorized to:

a. call a pastor as provided in Chapter 9;

- b. terminate the call of a pastor as provided in Chapter 9;
- c. appoint or terminate the appointment of associates in ministry in conformity with the applicable policy of the Evangelical Lutheran Church in America;
- d. approve the annual budget;
- e. acquire real and personal property by gift, devise, purchase, or other lawful means;
- f. hold title to and use its property, real and personal, for any and all activities consistent with its purpose;
- g. sell, mortgage, lease, transfer, or otherwise dispose of its property, real and personal, by any lawful means;
- h. elect its Congregation Council and require it to carry out its duties in accordance with this constitution and bylaws; and
- i. terminate its relationship with the Evangelical Lutheran Church in America as provided in Chapter 6.

Chapter 6.

CHURCH AFFILIATION

C6.01. This congregation shall be an interdependent part of the Evangelical Lutheran Church in America or its successor, and of the Southeastern Synod of the Evangelical Lutheran Church in America. This congregation is subject to the discipline of the Evangelical Lutheran Church in America.

C6.02. This congregation accepts the Confession of Faith and agrees to the Purposes of the Evangelical Lutheran Church in America and shall act in accordance with them.

C6.03. This congregation acknowledges its relationship with the Evangelical Lutheran Church in America in which:

- a. This congregation agrees to be responsible for its life as a Christian community.
- b. This congregation pledges its financial support and participation in the life and mission of the Evangelical Lutheran Church in America.
- c. This congregation agrees to call pastoral leadership from the clergy roster of the Evangelical Lutheran Church in America in accordance with its call procedures, except in special circumstances and with the approval of the bishop of the synod.
- d. This congregation agrees to consider associates in ministry for appointment to other staff positions in the congregation according to the procedures of the Evangelical Lutheran Church in America.
- e. This congregation agrees to file this constitution and any subsequent changes to this constitution with the synod for review to ascertain that all of its provisions are in agreement with the constitution and bylaws of the Evangelical Lutheran Church in America and with the constitution of the synod.

C6.04. Affiliation with the Evangelical Lutheran Church in America may be terminated as follows:

- a. This congregation takes action to dissolve.

b. This congregation ceases to exist.

c. This congregation is removed from membership in the Evangelical Lutheran Church in America according to the procedures for discipline of the Evangelical Lutheran Church in America.

d. This congregation follows the procedures outlined in C6.05.

C6.05. This congregation may terminate its relationship with the Evangelical Lutheran Church in America by the following procedure:

a. A resolution indicating the desire of this congregation to terminate its relationship must be adopted at a legally called and conducted special meeting of this congregation by a two-thirds majority of the voting members present.

b. The secretary/vice-president of this congregation shall submit a copy of the resolution to the synodical bishop and shall mail a copy of the resolution to voting members of this congregation. This notice shall be submitted within 10 days after the resolution has been adopted.

c. The bishop of the synod shall consult with this congregation during a period of at least 90 days.

d. If this congregation, after consultation, still desires to terminate its relationship, such action may be taken at a legally called and conducted special meeting by a two-thirds majority of the voting members present, at which meeting the bishop of the synod or an authorized representative shall be present. Notice of the meeting shall be mailed to all voting members at least 10 days in advance of the meeting.

e. A certified copy of the resolution to terminate its relationship shall be sent to the synodical bishop, at which time the relationship between this congregation and ELCA shall be terminated.

f. Notice of termination shall be forwarded by the synodical bishop to the secretary of this church and published in the periodical of this church.

g. This congregation shall be required, in addition to the foregoing provisions in C6.05, to receive synodical approval before terminating its membership in the Evangelical Lutheran Church in America.

C6.06. If this congregation is considering relocation, it shall confer with the bishop of the synod in which it is territorially located before any steps are taken leading to such action. The approval of the Synod Council shall be received before any such action is effected.

Chapter 7.

PROPERTY OWNERSHIP

C7.01. If this congregation ceases to exist, title to undisposed property shall pass to the Southeastern Synod of the Evangelical Lutheran Church in America.

C7.02. If this congregation is removed from membership in the Evangelical Lutheran Church in America according to its procedure for discipline, title to property shall continue to reside in this congregation.

C7.03. If a two-thirds majority of the voting members of this congregation present at a regularly called and conducted special meeting of this congregation vote to transfer to another Lutheran church body, title to property shall continue to reside in this congregation. Before this congregation takes action to transfer to another Lutheran church body, it shall consult with representatives of the Southeastern Synod.

C7.04. If a two-thirds majority of the voting members of this congregation present at a regularly called and conducted special meeting of this congregation vote to become independent or relate to a non-Lutheran church body, title to property of this congregation shall continue to reside in this congregation only with the consent of the Synod Council. The Synod Council, after consultation with this congregation by the established synodical process, may give approval to the request to become independent or to relate to a non-Lutheran church body, in which case title shall remain with the majority of this congregation. If the Synod Council fails to give such approval, title shall remain with those members who desire to continue as a congregation of the Evangelical Lutheran Church in America.

Chapter 8. MEMBERSHIP

C8.01. Members of this congregation shall be those baptized persons on the roll of this congregation at the time that this constitution is adopted and those who are admitted thereafter and who have declared and maintain their membership in accordance with the provisions of this constitution and its bylaws.

C8.02. Members shall be classified as follows:

- a. Baptized members are those persons who have been received by the Sacrament of Holy Baptism in this congregation, or, having been previously baptized in the name of the Triune God, have been received by certificate of transfer from other Lutheran congregations or by affirmation of faith.
- b. Confirmed members are baptized persons who have been confirmed in this congregation, those who have been received by adult baptism or by transfer as confirmed members from other Lutheran congregations, or baptized persons received by affirmation of faith.
- c. Voting members are confirmed members. Such confirmed members shall have communed and made a contribution of record during the current or preceding year.
- d. Associate members are persons holding membership in other Christian congregations who wish to retain such membership but desire to participate in the life and mission of this congregation. They have all the privileges and duties of membership except voting rights and eligibility for elected offices or membership on the Congregation Council of this congregation.

C8.03. All applications for confirmed membership shall be submitted to and shall require the approval of the Congregation Council.

C8.04. It shall be the privilege and duty of members of this congregation to:

- a. make regular use of the means of grace, both Word and sacraments;
- b. live a Christian life in accordance with the Word of God and the teachings of the Lutheran church; and
- c. support the work of this congregation, the synod, and the churchwide organization of the Evangelical Lutheran Church in America through contributions of their time, abilities, and financial support as biblical stewards.

C8.05. Membership in this congregation shall be terminated by any of the following:

- a. death;

- b. resignation;
- c. transfer or release;
- d. disciplinary action by the Congregation Council; or
- e. removal from the roll due to inactivity as defined in the bylaws. Such persons who have been removed from the roll of members shall remain persons for whom the church has a continuing pastoral concern.

Chapter 9.
THE PASTOR

C9.01. Authority to call a pastor shall be in this congregation by at least a two-thirds majority ballot vote of members present and voting at a meeting regularly called for that purpose. Before a call is issued, the officers, or a committee elected by the Congregation Council to recommend the call, shall seek the advice and help of the bishop of the synod.

C9.02. Only a member of the clergy roster of the Evangelical Lutheran Church in America or who has been recommended for it by the synodical bishop may be called as a pastor of this congregation.

C9.03. Consistent with the faith and practice of the Evangelical Lutheran Church in America,

a. Every ordained minister shall:

- 1) preach the word
- 2) administer the sacrament;
- 3) conduct public worship;
- 4) provide pastoral care; and
- 5) speak publicly to the world in solidarity with the poor and oppressed, calling for justice and proclaiming God's love for the world.

b. Each ordained minister with a congregational call shall, within the congregation:

- 1) offer instruction, confirm, marry, visit the sick and distressed, and bury the dead;
- 2) supervise all schools and organizations of this congregation;
- 3) install regularly elected members of the Congregation Council; and
- 4) with the Congregation Council, administer discipline.

c. Every pastor shall:

- 1) seek out and encourage qualified persons to prepare for the ministry of the Gospel and strive to extend the Kingdom of God in the community, in the nation, and abroad;
- 2) impart knowledge of this church and its wider ministry through distribution of its periodicals and other publications; and

3) endeavor to increase the support given by the congregation to work of the ELCA churchwide organization and of the Southeastern Synod of the ELCA.

C9.04. 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 attested by the bishop of the synod.

C9.05.

a. The call of a congregation, when accepted by a pastor, shall constitute a continuing mutual relationship and commitment which, except in the case of the death of the pastor, shall be terminated only following consultation with the synodical bishop and for the following reasons:

- 1) mutual agreement to terminate the call or the completion of a call for a specific term;
- 2) resignation of the pastor, which shall become effective, unless otherwise agreed, 30 days after the date on which it was submitted;
- 3) 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;
- 4) the physical or mental incapacity of the pastor;
- 5) disqualification of the pastor through discipline on grounds of doctrine, morality, or continued neglect of duty;
- 6) the dissolution of the congregation; or
- 7) suspension of the congregation as a result of discipline proceedings.

b. When allegations of physical or mental incapacity of the pastor or ineffective conduct of the pastoral office, have come to the attention of the bishop of the synod, the bishop in his or her sole discretion may or when such allegations have been brought to the synod's attention by an official recital of allegations by the Congregation Council, or by a petition signed by at least one-third of the voting members of the congregation, the bishop shall investigate such conditions personally in company with a committee of two ordained ministers and one layperson.

c. In case of alleged physical or mental incapacity competent medical testimony shall be obtained. When such disability is evident, the bishop of the synod with the advice of the committee shall declare the pastorate vacant. Upon the restoration of a disabled pastor to health, the bishop of the synod shall take steps to enable the pastor to resume the ministry, either in the congregation last served or in another field of labor.

d. In the case of alleged local difficulties that imperil the effective functioning of the congregation, all concerned persons shall be heard, after which the bishop of the synod together with the committee described in C9.05.b. shall decide on the course of action to be recommended to the pastor and the congregation. If they agree to carry out such recommendations, no further action shall be taken by the synod. If either party fails to assent, the congregation may dismiss the pastor by a two-thirds majority vote of the voting members present at a regularly called meeting after consultation with the bishop.

e. If, in the course of proceedings described in C9.05.d., the committee concludes that there may be grounds for disciplinary action, the committee shall make recommendations concerning disciplinary action to the synodical bishop who may bring charges, in accordance with the provisions of the constitution and bylaws of the Evangelical Lutheran Church in America and the constitution of this synod.

f. If, following the appointment of the committee described in C9.05.b. or d., it should become apparent that the pastoral office cannot be conducted effectively in the congregation being served by the ordained minister due to local conditions, the bishop of the synod may temporarily suspend the pastor from service in the congregation without prejudice and with pay provided through a joint churchwide/synod fund and with housing provided by the congregation.

C9.06. At a time of pastoral vacancy, an interim pastor may be appointed by the bishop of the synod with the consent of this congregation or the Congregation Council.

C9.07. During the period of service, an interim pastor shall have the rights and duties in the congregation of a regularly called pastor and may delegate the same in part to a supply pastor with the consent of the bishop of the synod and this congregation or Congregation Council. The interim pastor and any ordained pastor providing assistance shall refrain from exerting influence in the selection of a pastor.

C9.08. This congregation shall make satisfactory settlement of all financial obligations to a former pastor before calling a successor. A pastor shall make satisfactory settlement of all financial obligations to this congregation.

C9.09. When a pastor is called to serve in company with another pastor or pastors, the privileges and responsibilities of each pastor shall be specified in documents to accompany the call and to be drafted in consultation involving the pastors, the Congregation Council, and the bishop of the synod. As occasion requires, the documents may be revised through a similar consultation.

C9.10. With the approval of the bishop of the synod, the congregation may depart from C9.05.a. and call a pastor for a specific term of years. Details of such calls shall be in writing setting forth the purpose and conditions involved. Prior to the completion of a term, the bishop or a designated representative of the bishop shall meet with the pastor and representatives of the congregation for a review of the call. Such call may also be terminated before its expiration in accordance with the provisions of C9.05.a.

C9.11. The pastor shall keep accurate parochial records of all baptisms, confirmations, marriages, burials, communicants, members received, members dismissed, or members excluded from the congregation, and shall submit a summary of such statistics annually to the synod. The pastor shall be a member of the congregation that has extended the letter of call. In a parish of multiple congregations, the pastor shall hold membership in one of the congregations.

C9.12. Each pastor shall submit a report of his or her ministry to the bishop of the synod at least 90 days prior to each regular meeting of the Synod Assembly.

Chapter 10.
CONGREGATION MEETING

C10.01. The annual meeting of this congregation shall be held at a time specified by the Congregation Council.

C10.02. A special Congregation Meeting may be called by the pastor, the Congregation Council, or the president of this congregation, and shall be called at the written request of ten percent of the voting members. The call for each special meeting shall specify the purpose for which it is to be held and no other business shall be transacted.

C10.03. Notice of all meetings of this congregation shall be given at the services of worship on the preceding two consecutive Sundays and by mail to all voting members at least 10 days in advance of the date of the meeting. The posting of such notice in the regular mail, with the regular postage affixed or paid, sent to the last known address of such members shall be sufficient.

C10.04. Any number of present and voting members shall constitute a quorum.

C10.05. Voting by proxy or by absentee ballot shall not be permitted, except as provided for by the Congregation Council election process. Amended December 8, 1996

C10.06. All actions by the congregation shall be by majority vote except as otherwise provided in this constitution and bylaws.

C10.07. Robert's Rules of Order, latest edition, shall govern parliamentary procedure of all meetings of this congregation.

Chapter 11.
OFFICERS

C11.01. The officers of this congregation shall be a president, secretary/vice-president, treasurer, and financial secretary.

a. The officers shall be voting members of the congregation.

b. Only laypersons shall be officers of the congregation. For purposes of this C11.01b. layperson shall mean all persons, whether or not ordained ministers, other than pastors on the staff of this congregation.

c. Officers of this congregation shall serve similar offices of the Congregation Council and shall be voting members of the Congregation Council.

d. If any of the officers ceases to be a voting member of the congregation, that office shall at once be declared vacant by the Congregation Council which shall fill the vacancy for the unexpired term.

e. The president shall preside at meetings of the congregation and of the Congregation Council.

f. The secretary/vice-president shall preside at meetings of the congregation and the Congregation Council in the event of the absence of the president, and shall keep accurate minutes of all meetings of the congregation and of the Congregation Council in a volume which shall be provided by the congregation and preserved permanently in its archives.

g. The financial secretary shall receive and keep record of all income from contributing members and other sources.

h. The treasurer shall keep the books of account of the congregation and shall receive all funds and disburse them on proper orders, making monthly remittance of benevolence receipts to the treasurer of the synod.

i. The Congregation Council shall select a memorial fund treasurer. The memorial fund treasurer shall keep the books of the memorial funds and disburse them on proper orders of the pastor and the Congregation Council.

j. The treasurer and the financial secretary shall make written report of all financial transactions to the Congregation Council monthly and to the congregation at its annual meeting. All financial officers shall give corporate surety, in amounts determined by the Congregation Council, for which the premium shall be paid by the congregation. Fidelity coverage provided by the Evangelical Lutheran Church in America shall be deemed a fulfillment of this requirement.

C11.02. The Congregation Council shall elect the president and secretary/vice-president at its first meeting during the calendar year. These officers shall be elected by written ballot and shall serve for one year or until their successors are elected. Their terms shall begin at the close of the meeting at which they are elected.

C11.03. The pastor, president and secretary/vice-president, with the approval of the majority of the Congregation Council, shall appoint the treasurer and financial secretary at the first meeting of the Congregation Council during the calendar year.

C11.04. No officer shall hold more than one office at a time. No elected officer, with the exception of the treasurer and the financial secretary, shall be eligible to serve more than two consecutive terms in the same office.

Chapter 12.

CONGREGATION COUNCIL

C12.01. The voting membership of the Congregation Council shall consist of the pastors, the financial secretary, the treasurer and not more than 21 members of the congregation. Any voting member of the congregation may be elected, subject only to the limitation on the length of continuous service permitted in that office. Except as provided in C12.03, no person, other than the pastors and the financial secretary and treasurer, may serve consecutive terms on the Congregation Council. A term of office shall be three consecutive calendar years commencing the January 1 after election. A member's place on the Congregation Council shall be declared vacant if the member a) ceases to be a voting member of this congregation or b) is absent from four successive regular meetings of the Congregation Council without cause.

C12.02. Commencing with the 1991 election for members whose terms shall commence in 1992, members of the Congregation Council shall be elected as follows:

a. Members of the Congregation Council shall be elected by the congregation each calendar year for three year terms to replace members of the Congregation Council whose terms have expired.

b. After solicitation from the congregation of names for candidates for nomination from among voting members, the Nominating Committee, as provided in C14.01, shall submit a slate of nominees to the congregation.

c. After publication of this slate of nominees, a Congregation Meeting shall be held at a time specified by the Congregation Council in order to solicit additional names for nomination from the congregation. Each nomination shall be made and seconded by a voting member of the congregation. After this Congregation Meeting, nominations for Congregation Council shall be closed.

- d. After adding the name of any voting member so nominated by the congregation, the Nominating Committee shall publish the revised slate of nominees.
- e. The election of Congregation Council members shall be by printed ballot, distributed to voting members of the congregation by mail and at a convenient time on one Sunday during the month of October, November or December, as determined by the Congregation Council. Members of the congregation may cast ballots by mail or in person. Amended December 8, 1996
- f. Should a runoff be necessary, printed ballots for the runoff shall be distributed to voting members at a convenient time on the Sunday next following the first ballot. Should additional runoffs be necessary, printed ballots for such succeeding runoffs shall be distributed to voting members at a convenient time on successive Sundays until all vacancies are filled.
- g. To be elected to the Congregation Council, a candidate must be among the number of candidates receiving the highest number of votes cast, that number of candidates being equal to the number of vacancies on the Congregation Council. Amended December 8, 1996
- h. After the first ballot, should a runoff or runoffs be necessary, the runoff or runoffs shall be held among that number of candidates having the highest number of votes, which number is equal to twice the number of vacancies open on the Congregation Council.
- i. The pastors, financial secretary and treasurer are members of the Congregation Council ex officio.
- j. All ballots shall be retained by the Congregation Council for at least one year following the election.

C12.03.

- a. Should a member's place on the Congregation Council be declared vacant, the Congregation Council shall fill the vacancy with the nominee for Congregation Council, who remains a voting member, having the next largest number of votes on the last ballot after the members elected at the most recent election. Such member shall serve through the remainder of the calendar year and shall be eligible for reelection.
- b. Should the Congregation Council fill a vacancy as provided in C12.03a. and should the term for that position not expire at the end of the calendar year in which the vacancy occurred, a voting member shall be elected to fill the remainder of such term pursuant to the provisions of C12.02; provided that the vacancy shall be filled by the nominee receiving the largest number of votes on the last ballot after the members elected to serve new the year terms.

C12.04. The Congregation Council shall have general oversight of the life and activities of this congregation, and in particular its worship life, to the end that everything be done in accordance with the Word of God and the faith and practice of the Evangelical Lutheran Church in America. The duties of the Congregation Council shall include the following:

- a. To lead this congregation in stating its mission, to do long-range planning, to set goals and priorities, and to evaluate its activities in light of its mission and goals.
- b. To seek to involve all members of this congregation in worship, learning, witness, service, and
- c. To oversee and provide for the administration of this congregation to enable it to fulfill its functions and perform its mission.
- d. To maintain supportive relationships with the pastors and staff and help them annually to evaluate the fulfillment of their calling, appointment, or employment.

- e. To be examples individually and corporately of the style of life and ministry expected of all baptized persons.
- f. To promote a congregational climate of peace and goodwill and, as differences and conflicts arise, to endeavor to foster mutual understanding.
- g. To arrange for pastoral service during the sickness or absence of the pastor.
- h. To emphasize partnership with the synod and churchwide units of the Evangelical Lutheran Church in America as well as cooperation with other congregations, both Lutheran and non-Lutheran, subject to established policies of the synod and the Evangelical Lutheran Church in America.
- i. To recommend and encourage the use of program resources produced or approved by the Evangelical Lutheran Church in America.
- j. To seek out and encourage qualified persons to prepare for the ministry of the Gospel.

C12.05. The Congregation Council shall be responsible for the financial and property matters of this congregation.

- a. The Congregation Council shall be the board of directors of this congregation, and as such shall be responsible for maintaining and protecting its property and the management of its business and fiscal affairs. It shall have the powers and be subject to the obligations that pertain to such boards under the laws of the State of Georgia, except as otherwise provided herein.
- b. The Congregation Council shall not have the authority to buy, sell, or encumber real property unless specifically authorized to do so by a meeting of the congregation.
- c. The Congregation Council may enter into contracts of up to \$25,000.00 for items not included as line items in the budget.
- d. The Congregation Council shall prepare an annual budget for adoption by this congregation, shall supervise the expenditure of funds in accordance therewith following its adoption, and may incur obligations more than five percent in excess of the anticipated receipts only after approval by a Congregation Meeting. The budget shall include this congregation's full indicated share in support of the wider ministry being carried on in partnership with the synod and churchwide organization. The fiscal year of this congregation shall be the calendar year.
- e. The Congregation Council shall ascertain that the financial affairs of this congregation are being conducted efficiently, giving particular attention to the prompt payment of all obligations and to the regular forwarding of benevolence monies to the synodical treasurer.
- f. The Congregation Council shall be responsible for this congregation's investments and its total insurance program.
- g. The Congregation Council, from time to time, shall establish an official publication of the congregation. Currently, the official publication is *The Redeemer Lutheran*.

C12.06. The Congregation Council shall see that the provisions of this constitution and bylaws and the continuing resolutions are carried out.

C12.07. The Congregation Council shall provide for an annual review of the membership roster.

C12.08. The Congregation Council shall be responsible for the appointment and supervision of the salaried lay workers of this congregation.

C12.09. The Congregation Council shall submit a comprehensive report to this congregation at the annual meeting.

C12.11. The Congregation Council shall normally meet once a month. Special meetings may be called by the pastors or the president, and shall be called at the request of at least one-half of its members. Notice of each special meeting shall be given to all who are entitled to be present.

C12.12. A quorum for the transaction of business shall consist of a majority of the members of the Congregation Council, including the pastor or interim pastor, except when such person requests or consents to be absent and has given prior approval to an agenda of routine matters which shall be the only business of the meeting.

Chapter 13

HONORARY LIFE MEMBERS OF THE CONGREGATION COUNCIL

C13.01. Members of the congregation who have served two full terms (six years) on the Congregation Council and who have attained the age of sixty-five shall be eligible for election by the congregation to the position of honorary life membership on the Congregation Council.

C13.02. The Congregation Council shall annually nominate from those eligible a candidate or candidates for election to the position of honorary life member of the Congregation Council. The congregation at a Congregation Meeting shall elect honorary life members from among the candidate or candidates so nominated. Any number of honorary life members may be elected in any year.

Chapter 14.

CONGREGATION COMMITTEES AND BOARDS

C14.01. A Nominating Committee shall consist of the outgoing members of the Congregation Council who are not eligible for reelection.

C14.02. An Audit Committee shall consist of three voting members of the congregation elected by the Congregation Council. Audit Committee members shall not be members of the Congregation Council. The term of office of each member shall be three years, with one member elected each year. Members shall be eligible for reelection.

C14.03. When a pastoral vacancy occurs, a Search Committee of six voting members shall be elected by the Congregation Council. The term of office of each member shall terminate at the installation of the newly called pastor.

C14.04. Other congregation boards, committees, agencies, auxiliaries and other organizations may be formed as the need arises, by decision of the Congregation Council.

C14.05. Duties of congregation boards, committees or agencies shall be specified in the continuing resolutions.

Chapter 15.

ORGANIZATIONS WITHIN THE CONGREGATION

C15.01. All organizations within this congregation shall exist to aid it in ministering to the members of this congregation and to all persons who can be reached with the Gospel of Christ. As outgrowths and expressions of this congregation's

life, the organizations are subject to is oversight and direction. This congregation at its meeting shall determine their policies, guide their activities, and receive reports concerning their membership, work and finances.

C15.02. Special interest groups, other than those of the official organizations of the Evangelical Lutheran Church in America, may be organized only after authorization has been given by the Congregation Council and specified in a continuing resolution.

Chapter 16.

INDEMNIFICATION

C16.01. This congregation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of this congregation) by reason of that fact that such person is or was a member of the Congregation Council, an elected officer or an appointed officer of this congregation, or is or was serving at the request of this congregation as a member of the Congregation Council or officer of another association, corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connections with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of this congregation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of this congregation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

C16.02. This congregation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of this congregation to procure judgment in its favor by reason of the fact that such person is or was a member of the Congregation Council, an elected officer or appointed officer of this congregation, or is or was serving at the request of this congregation as a director or officer of another association, corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of this congregation; except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to this congregation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in new of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which such court shall deem proper.

C16.03. To the extent that a member of the Congregation Council or officer of this congregation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in C16.01 or C16.02 or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

C16.04. Except as provided in C16.03, any indemnification under C16.01 or C16.02 (unless ordered by a court) shall be made by this congregation only as authorized in the specific case upon a determination that indemnification of the Congregation Council member, director or officer is proper in the circumstances because such person has met the applicable standard of conduct set forth in C16.01 and C16.02. Such determination shall be made (1) by the Congregation Council by a majority vote of a quorum consisting of Congregation Council members who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Congregation Council members so directs, by independent legal counsel in a written opinion, or (3) by the members of this congregation.

C16.05. The indemnification provided by this constitution and bylaws shall continue as to a person who has ceased to be a Congregation Council member, director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

C16.06. This congregation shall have power to purchase and maintain insurance on behalf of any person who is or was a Congregation Council member, director, elected officer, appointed officer, employee, or agent of this congregation, or is or was serving at the request of this congregation as a director, officer, employee or agent of another association, corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not this corporation would have the power to indemnify such person against such liability under the provision of this Chapter 16.

C16.07. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by this congregation in advance of the final disposition of such action, suit or proceeding as authorized in the specific case upon receipt of an undertaking by or on behalf of a Congregation Council member, director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the congregation as authorized in this constitution or bylaws.

C16.08. If, under this constitution and bylaws, any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by this congregation or by an insurance carrier pursuant to insurance maintained by this congregation, this congregation shall, no later than the next annual meeting of this congregation, unless such meeting is held within three months from the date of such payment, and, in any event, within 15 months from the date of such payment, sent by first-class mail to the confirmed members on the active roll of this congregation a statement specifying the persons paid, the amounts paid and the nature and status at the time of such payment of the litigation or threatened litigation.

Chapter 17.

DISCIPLINE OF MEMBERS AND ADJUDICATION

C17.01. 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 Congregation Council.

C17.02. A member charged with the offense shall appear before the Congregation Council having received a written notice, specifying the exact charges that have been made against the member, at least 10 days prior to the meeting.

C17.03. Should the allegations be sustained by a two-thirds majority vote of the members of the Congregation Council and renewed admonition prove ineffectual, the Congregation Council shall impose one of the following disciplinary actions:

- a. censure before the Congregation Council or congregation;
- b. suspension from membership for a definite period of time; or
- c. exclusion from membership in this congregation. Disciplinary actions b. and c. shall be delivered to the member in writing.

C17.04. The member against whom disciplinary action has been taken by the Congregation Council shall have the right to appeal the decision to the Synod Council. Such right may not be abridged and the decision of the Synod Council shall

be final.

C17.05. Disciplinary actions may be reconsidered and revoked by the Congregation Council upon receipt of a) evidence that injustice has been done or b) evidence of repentance and amendment.

C17.06. When there is disagreement among factions within this congregation on a substantive issue that cannot be resolved by the parties, members of this congregation shall have access to the synodical bishop for consultation after informing the president of the Congregation Council of their intent. If the consultation fails to resolve the issue(s), the Consultation Committee of the synod shall consider the matter. If the Consultation Committee of the synod shall fail to resolve the issue(s), the matter shall be referred to the Synod Council, whose decision shall be final.

Chapter 18.

AMENDMENTS

C18.01. Amendments to this constitution and bylaws must be proposed by at least five voting members or by the Congregation Council. Proposals must be filed in writing with the Congregation Council 60 days before formal consideration by this congregation at its regular or special meeting called for that purpose. The Congregation Council shall notify the members of the proposal with their recommendations at least 30 days in advance of the meeting.

C18.02. A proposed amendment to this constitution and bylaws shall:

- a. be approved at a properly called meeting according to this constitution and bylaws by a majority vote of those present and voting;
- b. be ratified without change at the next annual meeting by a two-thirds majority vote of those present and voting; and
- c. have the effective date included in the resolution and noted in the constitution and bylaws.

C18.03. Any amendments to this constitution shall be sent by the secretary of this congregation to the synod. The amendment shall become effective within 120 days from the date of the receipt of the notice by the synod unless the synod informs this congregation that the amendment is in conflict with the constitution and bylaws of the Evangelical Lutheran Church in America, or the constitution of the Southeastern Synod.

C18.04. Whenever the Model Constitution for Congregations is amended by the Churchwide Assembly, this constitution may be amended to reflect any such amendment by a simple majority vote at any subsequent meeting of the congregation without presentation at a prior meeting of the congregation, provided that the Congregation Council has submitted by mail notice to the congregation of such an amendment or amendments at least 30 days prior to the meeting. Following the adoption of an amendment, the secretary of the congregation shall submit a copy thereof to the synod, consistent with C18.03.

Chapter 19.

CONTINUING RESOLUTIONS

C19.01. The Congregation Council may enact continuing resolutions which describe the function of the various committees or organizations of this congregation.

C19.02. Continuing resolutions shall be enacted or amended by a two-thirds vote of all voting members of the Congregation Council.