

CONSTITUTION AND CONTINUING RESOLUTIONS
of the
EVANGELICAL LUTHERAN CHURCH OF THE REDEEMER, INC.,
ATLANTA, GEORGIA

PROPOSED AMENDMENTS
9/12/09

NOTE: Chapters 1 – 9. Sections marked with an asterisk () are required by the ELCA Model Constitution for Congregations and must be verbatim. Only a few changes in these chapters will be necessary to bring our present constitution into compliance with the Model.*

*KEY: The wording in brackets [] is the old wording that will be deleted. The wording in **bold** is the proposed new wording. In some cases, words are deleted without adding new ones, or new wording is added, but nothing is deleted.*

***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] **the** Evangelical Lutheran Church of the Redeemer, Inc., Atlanta, Georgia.

C1.02. For the purpose of this constitution [and bylaws, The], **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] **they** record and announce God's revelation centering in Jesus Christ. Through [these Scriptures] **them** 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 Scripture 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, **and** standing 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. **This congregation shall develop an organizational structure to be described in this constitution and continuing resolutions.** 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.

*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] **call** or terminate the [appointment] **call** of associates in ministry, **deaconesses, and diaconal ministers** in conformity with the applicable policy of the Evangelical Lutheran Church in America;
- d. **adopt amendments to the constitution, as provided in Chapter 17;**
- [d] e. approve the annual budget;

- [e] f. acquire real and personal property by gift, devise, purchase, or other lawful means;
- [f] g. hold title to and use its property, real and personal, for any and all activities consistent with its purpose;
- [g] h. sell, mortgage, lease, transfer, or otherwise dispose of its property, real and personal, by any lawful means;
- [h] i. elect its Congregation Council and require [it] **them** to carry out [its] **their** duties in accordance with [this] **the constitution and [bylaws] continuing resolutions**; and
- [i] j. terminate its relationship with the Evangelical Lutheran Church in America as provided in Chapter 6.

***C5.04 This congregation shall choose from among its voting members laypersons to serve as voting members of the Synod Assembly as well as persons to represent it at meetings of any conference, cluster, coalition, or other area subdivision of which it is a member. The number of persons to be elected by the congregation and other qualifications shall be as prescribed in guidelines established by the Southeastern Synod of the Evangelical Lutheran Church in America.**

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, **deaconesses, and diaconal ministers** for [appointment] **call** 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 the [ELCA] **Evangelical Lutheran Church in America** 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] **Since this congregation was a member of the Lutheran Church in America, it 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] **considers** relocation, it shall confer with the bishop of the synod in which it is territorially located **and the appropriate program unit of the churchwide organization** before any steps are taken leading to such action. The approval of the Synod Council shall be received before any such action is effected.

***C6.07. If this congregation considers developing an additional site to be used regularly for worship, it shall confer with the bishop of the synod in which it is territorially located and the appropriate program unit of the churchwide organization before any steps are taken leading to such action.**

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] **legally** 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] **legally** 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, **during the current or preceding calendar year**, shall have communed **in this congregation** and **shall have** made a contribution of record [during the current or preceding year] **to this congregation**. **Members of this congregation who have satisfied these basic standards shall have the privilege of voice and vote at every regular and special meeting of the congregation.**
- 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, **or persons who wish to retain a relationship with this congregation while being members of other congregations**. 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] **in the continuing resolutions**. 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] **legally** 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 **a candidate for the roster of ordained ministers** who has been recommended for [it] **the congregation** 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 sacraments;
 - 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] **seek out and encourage qualified persons to prepare for the ministry of the Gospel;**
 - 3) **impart knowledge of this church and its wider ministry through distribution of its periodicals and other publications; and**
 - [3] 4) endeavor to increase the support given by the congregation to the work of the [ELCA] churchwide organization **of the Evangelical Lutheran Church in America (ELCA)** 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.O5.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 **at a legally called meeting after consultation with the bishop, either (a) by a two-thirds majority vote of the voting members present [at a regularly called meeting after consultation with the bishop] and voting where the bishop and the committee did not recommend termination of the call, or (b) by a simple majority vote of the voting members present and voting where the bishop and the committee recommended termination of the call.**
 - 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.O5.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 **synodical and churchwide** [/synod] fund and with housing provided by the congregation.

*C9.06. At a time of pastoral vacancy, an interim pastor [may] **shall** 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 **before beginning service in a call to another congregation or employment in another ministry setting related to the Evangelical Lutheran Church in America.**

*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. When a new senior pastor is installed, each called associate pastor shall submit a letter of resignation to the senior pastor, who may accept it within one year of the tender.

*C9.11. 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.

*C9.12. The **senior pastor of this congregation:**

- a. shall keep accurate parochial records of all baptisms, confirmations, marriages, burials, communicants, members received, members dismissed, or members excluded from the congregation;
- b. shall submit a summary of such statistics annually to the synod; **and**
- c. shall be a member of the congregation [that has extended the] **upon receipt and acceptance of the** letter of call. In a parish of multiple congregations, the pastor shall hold membership in one of the congregations.

*C9.13. **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.

***C9.14. The parochial records of this congregation shall be maintained by the senior pastor and shall remain the property of the congregation. The secretary of this congregation shall attest in writing to the bishop of this synod that such records have been placed in his or her hands in good order by a departing pastor before the installation of that pastor in another field of labor or the granting by the synod of retired status to the pastor.**

Chapter 10 CONGREGATION MEETING

C10.01. The annual meeting of this congregation shall be held at a time specified by the Congregation Council. **A member of the congregation may present a resolution to the congregation at the annual meeting. If the resolution is approved by a majority of the voting members at the session in which it is presented, the Chair of the meeting shall refer the resolution to the Congregation Council, who shall call a special Congregation Meeting within sixty days to present the resolution to the entire congregation for consideration.**

C10.02. A special Congregation Meeting may be called by the **senior** pastor, the Congregation Council, or the president of this congregation, and shall be called [at] **by the president of the congregation upon** 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] **weekends and either by mail or by alternative means when requested by the member** 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 **or by alternative means when requested by the member** shall be sufficient.

C10.04. **Any meeting of the congregation, whether an annual meeting or a special meeting, may be held in more than one session over not more than seven days. Any resolution to be considered by the congregation, whether at an annual meeting or special meeting, shall be provided to the congregation with the notice required for that meeting and may not be amended during the course of the meeting. A voting member may cast only one vote on a resolution.**

C10.[04]05. Any number of present and voting members shall constitute a quorum.

C10.[05]06. Voting by proxy or by absentee ballot shall not be permitted, except as provided for by the Congregation Council election process **in C12.02 and the continuing resolutions.**

C10.[06]07. All actions by the congregation shall be by majority vote except as otherwise provided in this constitution [and bylaws].

C10.[07]08. 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.] **section**, “layperson” shall mean all persons, whether or not ordained ministers, other than **the** pastors [on] **or** the staff of this congregation. **Spouses or partners of the pastors or the staff of this congregation are also excluded from serving as officers.**
- 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 **synod** 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.] **to manage the memorial funds and other designated funds, pursuant to the continuing resolutions. The memorial fund treasurer shall make an annual report to the congregation.**
- j. The treasurer and the financial secretary shall make written reports of all financial transactions to the Congregation Council monthly and [to the congregation at its annual meeting] **shall make an annual report to**

the congregation. 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.

a. **The president shall be elected by ecclesiastical ballot. A majority of votes cast shall be necessary for election. If no one is elected on the first ballot, the three persons who receive the most votes shall be on the second ballot. If no one is elected on the second ballot, the two persons receiving the most votes shall be on a third ballot. The person receiving a majority of votes shall be elected president.**

b. **Nominations from the floor shall be made for the secretary/vice-president. Election shall be by written ballot. A majority of votes cast is necessary for election. If no one is elected on the first ballot, the three persons receiving the most votes shall be on a second ballot. If no one is elected on the second ballot, the two persons receiving the most votes shall be on a third ballot. The person receiving a majority of votes shall be elected secretary/vice-president.**

c. 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 **election** [meeting at which they are elected].

C11.03. The **senior** pastor, president, and secretary/vice-president, with the approval of the majority of the Congregation Council, shall appoint the treasurer and financial secretary, **who shall serve for one year or until their successors are approved** [at the first meeting of the Congregation Council during the calendar year]. **The treasurer and the financial secretary may not serve for more than three consecutive years.**

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 **called** pastors, the financial secretary, the treasurer, and not more than [21] **15** members of the congregation, **who are elected as provided in C12.02c.** [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:] **Any voting member of the congregation, other than employees of the congregation and their spouses or partners, may be elected to the Congregation Council, subject only to the limitation on the length of continuous service permitted in that office.**

a. **One-third of** the 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. **The term of office shall commence on January 1 after the election.**

[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.]

b. Except as provided in C12.03, no person, other than the pastors, the financial secretary, and the treasurer, may serve consecutive terms on the Congregation Council. An outgoing Council member shall not be eligible to serve on the Council for the next three years after the conclusion of that member's term.

[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.]

c. The Nominating Committee, as provided for in C13.02, shall solicit nominations and conduct the elections for the Congregation Council each year as follows:

1) Nominations for the Congregation Council shall be made only by voting members on the forms provided by the Nominating Committee. Each voting member may make up to five nominations for the Congregation Council, and shall sign the form.

2) The Nominating Committee shall prepare a slate of fifteen nominees. The eight persons receiving the most nominations shall be on the slate. The Nominating Committee shall complete the slate so that it is generally representative of the congregation in the areas of age, gender, family composition, areas of involvement or interest in church activities, and any special skills that may be needed on the Congregation Council.

3) The election of Congregation Council members shall be at a convenient time during one week during the month of October or November, as determined by the Congregation Council. Election procedure, including absentee voting, is provided for in the continuing resolutions

4) 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.

5) Should a runoff be necessary, procedures will be the same as for the election, as provided for in the continuing resolutions.

6) All ballots shall be retained by the Congregation Council for at least one year following the election.

[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 member's place on the Congregation Council shall be declared vacant if the member a) ceases to be a voting member of this congregation, b) is absent from three successive regular meetings of the Congregation Council without excuse or notice, or c) resigns.

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] **term of the member being replaced.**

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.] **If a vacancy on the Congregation Council is filled and less than one-half of the regular term remains, the member completing the term shall be eligible, at the end of that term, for nomination and election to a new three-year term**

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 **support.**

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 **and reconciliation.**

- 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.]

c. [d.] The Congregation Council shall [prepare] **propose** an annual budget for adoption by this congregation **at a Congregation Meeting.** [, 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.

d. The Congregation Council shall supervise the expenditure of funds in accordance with the budget, following its adoption, and may incur obligations of no more than five percent in excess of the budget unless such expenditure is approved at a Congregation Meeting.

- 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. **All funds, except memorial and designated funds, shall be invested in fully insured accounts.**
- 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] **be responsible for ensuring that the membership roll is current by providing** for an annual review [of the membership roster.] **and updating of the roll, so that an accurate number**

and list of voting members, as defined in C8.02c., is available prior to the time of the Congregation election each year.

C12.08. The Congregation Council shall be responsible for the appointment and supervision of the [salaried lay workers] **compensated lay staff** of this congregation, **as provided for in the continuing resolutions.**

C12.09. The Congregation Council shall submit a comprehensive report to this congregation at the annual meeting, **as specified in the continuing resolutions. A report of all assets, debts, liabilities, and material obligations shall be included.**

[No C12.10 in present constitution. Renumber below.]

C12.[11] **10.** The Congregation Council shall normally meet once a month. Special meetings may be called by the **senior** pastor[s] 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] **11.** A quorum for the transaction of business shall consist of a majority of the **voting** members of the Congregation Council, **as specified in C12.01. Members may participate in a meeting by means of a conference telephone or similar communications equipment that enables all persons participating to hear each other at the same time. Participation by such means shall constitute presence at the meeting and shall permit the member to vote. Proxy voting at a Council meeting is not permitted.**

C12.12. When the senior pastor requests or consents to be absent **from a Council meeting** and has given prior approval to an agenda of routine matters, [which] **they** shall be the only business of the meeting. **Chronic or repeated absence of the senior pastor who has refused approval of the agenda of a subsequent regular or special meeting shall not preclude action by the Congregation Council, following consultation with the synodical bishop.**

Chapter [14] **13.**

CONGREGATION COMMITTEES AND BOARDS

C13.01. The Executive Committee shall consist of the president of the Council, the secretary/vice president, the treasurer, the financial secretary, and two Council members, who are elected at large by written ballot at the first meeting of the Congregation Council each year. Each at-large member shall be individually elected and must receive a majority of the votes cast. The pastors also serve as members of the Executive Committee. The duties and powers of the Executive Committee are specified in the continuing resolutions.

C[14.01]**13.02.** A Nominating Committee [shall] **consisting** of the outgoing members of the Congregation Council who are not eligible for reelection, **and up to two additional members chosen by the Congregation Council from those previous Council members not eligible for re-election in the upcoming term, shall solicit nominations and conduct the election for the Congregation Council, as provided for in C12.02c. and the continuing resolutions.**

C[14.02]**13.03.** An Audit Committee shall consist of **at least** 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. **Duties of the committee are specified in the continuing resolutions.**

C[14.03]**13.04.** 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.

C[14.04]**13.05.** [Other congregation boards, committees agencies auxiliaries and other organizations may be formed as

the need arises, by decision of the Congregation Council.] **The Congregation Council may establish standing boards, committees and other organizations to plan and implement the ministries of this congregation.**

C[14.05]13.06. Duties of **the** [congregation] **standing** boards, committees [or agencies] **and organizations of the congregation** [shall] **may** be specified in the continuing resolutions.

Chapter [15] 14.

ORGANIZATIONS WITHIN THE CONGREGATION

C14.01. 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, these organizations are subject to [is] **its** oversight and direction. [This congregation at its meeting shall determine their policies, guide their activities, and receive reports concerning their membership, work and finances.] **To facilitate oversight, all organizations shall be affiliated with a board, a committee, or a staff person.**

C14.02. [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.]

The Congregation Council may appoint task forces or other ad hoc committees for short-term periods to carry out specific purposes.

Chapter [17] 15

DISCIPLINE OF MEMBERS AND ADJUDICATION

*C[17.01]15.01. 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 is 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. **If for any reason, the pastor is unable to administer the admonition required by a. and b. hereof, the president (if not the pastor) or vice president shall administer such admonitions.**

*C[17.02] 15.02. [A member charged with the offense shall appear before the Congregation Council after having received a written citation at least 10 days prior to the meeting.] **The process for discipline of a member of the congregation shall be governed as prescribed by the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*. If discipline against a member proceeds beyond counseling and admonition by the pastor, charges against the accused member(s) that are specific and in writing shall be prepared by the member(s) of the congregation who shall sign the charges as the accuser(s). The written charges shall be filed with the pastor, who shall advise the Congregation Council of the need to issue a written citation to the accused and the accusers that specifies the time and place of the hearing before the Congregation Council. The written citation that specifies the time and place of the hearing before the Congregation Council and requests the presence of a member charged with the offense shall be sent at least ten days prior to the meeting. If the member charged with the offense fails to appear at the scheduled hearing, the Congregation Council may proceed with the hearing and may pass judgment in the member's absence.**

*C[17.03] 15.03. **Members of the Congregation Council who participate in the preparation of the written charges or who present evidence or testimony in the hearing before the Congregation Council are disqualified from voting upon the question of the guilt of the accused member.** Should the allegations be sustained by a two-thirds majority vote of the members of the Congregation Council **who are not disqualified, but who are present and voting**, and renewed admonition proves 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.

*C[17.04] **15.04.** 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.

*C[17.05] **15.05.** 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.

*C[17.06] **15.06.** **For disciplinary actions in this congregation, “due process” shall be observed as specified in 20.41.04 in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America.***

***C15.07. No member of a congregation shall be subject to discipline for offenses that the Congregation Council has previously heard and decided, unless so ordered by the Synod Council after an appeal.**

***C15.10. Adjudication**

[C17.06] ***C15.11.** 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 16

(Renumbers our present Chapter 13 as Chapter 16. Chapter 16 in the Model is By-Laws, which we don't have.)

[Chapter 13] HONORARY LIFE MEMBERS OF THE CONGREGATION COUNCIL

C16.01. 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.

C16.02. 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 17

AMENDMENTS

*C[18.01] **17.01.** **Unless provision *C17.04. is applicable, those sections of this constitution that are not required, in accord with the Model Constitution for Congregations of the Evangelical Lutheran Church in America, may be amended in the following manner.** Amendments [to this constitution and bylaws must] **may** be proposed by at least [five] **ten percent of the** 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] a regular or special [meeting] **Congregation Meeting** called for that purpose. The Congregation Council shall notify the members **by mail** of the

proposal with [their] **the Council's** recommendations at least 30 days in advance of the meeting.

*C[18.02] **17.02.** [A proposed] **An** amendment to this constitution [and bylaws], **proposed under *C17.01,** shall:

- a. be approved at a [properly] **legally** called [meeting] **Congregation 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].

*C[18.03] **17.03.** Any amendments to this constitution **that result from the processes provided in *C17.01. and *C17.02.** 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 **of the ELCA.**

*C[18.04] **17.04.** [Whenever the Model Constitution for Congregations is amended by the Churchwide Assembly,] This constitution may be amended to [reflect any such amendment] **bring any section into conformity with a section or sections, either required or not required, of the *Model Constitution for Congregations of the Evangelical Lutheran Church in America*—as most recently amended by the Churchwide Assembly—**by a simple majority vote ~~of those voting members present and voting~~ at any [subsequent] **legally called** 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. **Upon the request of ten voting members of the congregation, the Congregation Council shall submit such notice.** Following the adoption of an amendment, the secretary of the congregation shall submit a copy thereof to the synod. [, consistent with C18.03.] **Such provisions shall become effective immediately following a vote of approval.**

Chapter [19] **18** CONTINUING RESOLUTIONS

*C[19.01] **18.01.** The **congregation in a legally called meeting or the** Congregation Council may enact continuing resolutions. [which describe the function of the various committees or organizations of this congregation.] **Such continuing resolutions may not conflict with the constitution of this congregation.**

*C19.02 **18.02.** Continuing resolutions shall be enacted or amended by a **majority vote of a meeting of the congregation or** a two-thirds vote of all voting members of the Congregation Council.

Chapter 19. INDEMNIFICATION

*C19.01. **Consistent with the provisions of the laws under which this congregation is incorporated, this congregation may adopt provisions providing indemnification for each person who, by reason of the fact that such person is or was a Congregation Council member, officer, employee, agent, or other member of any committee of this congregation, was or is threatened to be made a party to any threatened, pending, or completed civil, criminal, administrative, arbitration, or investigative proceeding.**

C19.02. Pursuant to the laws of the State of Georgia, including the Georgia Nonprofit Corporation Code, this congregation shall indemnify any person who is or was a member of the Congregation Council, officer, employee, agent, or other member of any committee 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, trust, or other enterprise, if that person becomes a party in a civil, criminal, or administrative action, provided that 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.

C19.03. Such indemnification shall only be made in accordance with O.C.G.A. Sections 14-3-850 through 14-3-856, inclusive as they exist on the date of adoption of this amended Constitution, and as they may be henceforth amended or renumbered. For such indemnification to apply, the Congregation Council shall be notified immediately of such action, suit, or proceeding, and the Congregation shall be permitted to participate in the defense of any such action or proceeding through legal counsel designated by the Congregation Council.

C19.04. This congregation shall have power to purchase and maintain insurance on behalf of any person who is or was a Congregation Council member, officer, employee, agent, or other member of any committee 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, 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.

(Delete entire Ch 16 below & replace with the above,)
[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.]

CONTINUING RESOLUTIONS
of the
EVANGELICAL LUTHERAN CHURCH OF THE REDEEMER, INC.
ATLANTA, GEORGIA
9/12/09

NOTE: The Continuing Resolutions relate to specific section of the Redeemer Constitution. For example, if C1.01 in the constitution referred to additional information in a continuing resolution, you would look at CR1.01 in the continuing resolutions. Not all constitution sections refer to a continuing resolution, so the numbering of the continuing resolutions is not consecutive.

*KEY: The wording in brackets [] is the old wording that will be deleted. The wording in **bold** is the proposed new wording. In some cases, words are deleted without adding new ones or new wording is added, but nothing is deleted.*

CR11.01i. Memorial Fund Treasurer and Trustee Committee for Designated Funds

a. In the first quarter of each year, the Congregation Council shall appoint a Memorial Fund Treasurer. The Memorial Fund Treasurer shall serve for a one year term or until replaced by the Congregation Council. The Memorial Fund Treasurer may be appointed to additional one year terms. The Memorial Fund Treasurer shall have the following responsibilities:

- To keep the books of the memorial funds, any special use funds and any designated funds of the congregation;
- To report on these funds at least once per quarter to the Congregation Council or as requested by the Council, **and to report annually to the congregation;**
- To chair the Trustee Committee for Designated Funds.

b. The Memorial Fund Treasurer shall form a committee of between 3 and 5 members to serve as the Trustee Committee for Designated Funds. The Treasurer and Financial Secretary of the Congregation shall be ex-officio members of the Committee. The members of this Committee must be approved by the Congregation Council and shall serve for one year terms or until replaced by the Congregation Council.

This Committee shall serve as the Trustee for the Baumer Rudisill Harris Fund, the Shroeter-Ergenzinger Fund, the Mary Niemeyer Christian Education Fund, and the Strickland Fund. The Committee shall also be responsible for managing the investment decisions for the funds for which it serves as Trustee.

While the Trustee Committee and the Congregation Council may consult with each other regarding the appropriate use of designated funds, the Congregation Council shall be the ultimate authority regarding the use of designated funds.

CR 12.02c. Voting Procedure for Congregation Council Elections

a. The slate of nominees with biographical information, the dates of the election, and the procedure for voting, including voting absentee, shall be sent in the mail to all voting members at least two weeks in advance of the dates of the election. The posting of such information in the regular mail, with regular postage affixed or paid, and sent to the last known address of such members shall be deemed sufficient notice of the election.

b. The Nominating Committee shall assign a number to each voting member of the congregation. An envelope with the number on it shall be included with each ballot.

c. A voting member may vote for up to five candidates and shall place their marked ballot in their

numbered envelope. They may either return the ballot by mail or in person to the church by the Friday before the election, or vote in person at the time of either the Saturday or Sunday worship services on election weekend. Voting shall end 30 minutes after the end of the 11:00 service on the Sunday of the election.

d. Ballots and envelopes will be available at the Saturday and Sunday services on election weekend. Only ballots in numbered envelopes will be counted. Voting by proxy shall not be permitted.

e. The Nominating Committee shall check off all the numbers on the envelopes before opening them. If more than one ballot appears for any number, those ballots shall be deemed invalid and shall not be counted. If a ballot has more than five candidates selected, the ballot shall be invalid and shall not be counted.

f. The five candidates receiving the most votes shall be elected to the Congregation Council. If there is a tie, a runoff election will be held two weeks later, with the above procedure being followed.

CR12.05. Core Spiritual Partnerships

The core spiritual partnerships of the Lutheran Church of the Redeemer include our support of the worldwide Church through our partnership with the Southeastern Synod; our support of Atlanta's aging community through our partnership with Lutheran Towers; our commitment to feed the hungry through our partnership with the Lutheran Community Food Ministry; and, our concern for at-risk youth through our partnership with the Goshen Valley Boy's Ranch.

CR12.05e. Loans from Designated, Special Use and Memorial Funds

Internal borrowing from designated, special use and memorial funds of the Congregation may be authorized only as follows:

- A proposal for such a loan shall specifically state the amount to be borrowed, the source of the funds, the use of the funds, the necessity for the loan and shall define repayment.
- The proposal shall be circulated to the Council at least one week prior to action by the Council.
- The proposal shall be circulated for comment and consultation to the Trustee Committee for Designated Funds.
- The loans shall be for a period of up to one hundred twenty (120) days and shall be repaid at the then current prime rate. The loan may be reauthorized for one additional period of up to 120 days upon a separate vote of the Council.
- The Treasurer of the Congregation shall be responsible for documenting any such loan and shall report any outstanding indebtedness in the monthly Treasurer's report to the Council.

CR12.08 Appointment and Supervision of Compensated Lay Workers

The Congregation Council delegates to the Senior Pastor its responsibilities for the appointment and supervision of the compensated lay workers of the congregation. The Senior Pastor may seek the advice of the Congregation Council as necessary, and may consult with the Executive Committee in areas of sensitive concern as provided for in CR13.01.

CR13.01[CR12]. The Executive Committee [shall be defined as follows:

At its first meeting each year the Congregation Council shall appoint an Executive Committee from among its members.

The Executive Committee consists of the president of the Council, the secretary/vice president, the treasurer, the financial secretary, and two Council members elected at large by written ballot. The pastors also serve as members of the Executive Committee.]

The Executive Committee is accountable to the Congregation Council and is empowered to:

1. Study issues and make recommendations to Council.
 2. Present nominations for offices within the Council and congregation.
 3. Establish the agenda for Council meetings.
 4. Take action on financial matters of minor consequence **and report the actions to the Council at its next meeting**
 5. Make recommendations on financial matters of major consequence.
 6. Manage areas of sensitive concern regarding staff and personnel.
 7. **Provide oversight for the preparation of the Annual Report to the congregation, including determining the constitutionally required items and the other reports from officers, staff, and organizations to be included.**
- [7]8. Perform those duties assigned to it by Council.

CR13.03 Audit Committee

The Audit Committee shall be responsible for assisting the Congregation Council in fulfilling its general oversight of the accounting, financial reporting, and internal control systems of the congregation, including review of any outside audits of the congregation. The Committee may meet with the Treasurer and the Financial Secretary as they carry out their responsibilities. The Committee shall make an Annual Report to the congregation and may make proposals to the Council related to the financial management of the congregation.

CR[14.05]13.05. Standing Boards and Committees

[The Congregation Council shall establish standing boards and committees to plan and implement the ministries of this congregation.] Each board shall be composed of one or more members of the Congregation Council, other [confirmed] **voting** members [on the active roll of the congregation], a pastor or staff member and, as necessary, confirmed members of other Lutheran congregations for a total board membership of approximately 7 to 10 persons.

Board members and chairs are nominated by the Executive Committee and appointed by the Congregation Council for one-year terms. They may be reappointed for a second year. (Members of the Lutheran Community Food Ministry Board shall serve two-year terms and may serve a maximum of two consecutive terms.) Each board should be representative of various ages and interests in the congregation. When possible, board member terms should be alternated in such a way that each board has a number of experienced members each year.

The purpose of each board is to act as a planning group maintaining current programs, anticipating future needs, and evaluating past performance. Each board is also responsible for the implementation of programs. **Each Board shall submit a proposed budget for the next year to the Finance Board during the period in which the Finance Board is preparing the proposed annual budget for the Congregation Council.** The Boards may appoint specific task groups for a designated time for the purpose of implementing particular ministries in the life of the congregation. Boards shall report regularly to the Congregation Council by which all actions will be reviewed. Board chairs are encouraged to attend the monthly Council meetings to receive input and facilitate discussion regarding Board programs and ministries. At the end of each year, boards will submit a summary of accomplishments for the Annual Report.

[The Congregation Council may establish special committees, commissions or task forces to which it may assign specific responsibilities to address special needs, problems or observances.]

The boards and committees shall meet at times determined by the board or committee. Special meetings may be called by the board or committee chair, the president of the Congregation Council or the pastor.

Members of ministry boards who also serve in staff or board of director positions of organizations receiving funds from the Lutheran Church of the Redeemer shall be encouraged to participate fully in the ministries of Redeemer, but to avoid conflicts of interest, shall reveal their affiliation and abstain from voting on matters which could impact their organizations.

[Amended 21 February 2009]

CR[14.05]13.05.a. The Christian Education Board [shall be defined as follows:]

Purpose:

The Christian Education Board encourages all members of the congregation to become disciples by nurturing and challenging them to grow spiritually through encounters with the gospel and reflections on their daily lives, remembering always the words of Paul: "It is He whom we proclaim, warning everyone and teaching everyone in all wisdom so that we may present everyone mature in Christ." (Col.1:28 NRSV)

Function:

The Board guides the planning, promotion, conduct and evaluation of the ministry of learning. The Board encourages regular study of God's Word and the use of teaching materials published or approved by the Evangelical Lutheran Church in America. The Board also seeks to introduce the church's publications and resources, especially books of family and personal devotion into the homes of the congregation.

The Board defines specific task groups for a designated period of time for the purpose of implementing the Christian education ministry in the life of the church. The Board oversees the selection of curriculum and learning materials.

The Board recommends policies to the Congregation Council relating to the education ministry of the church. The Board appoints Sunday School administrators and coordinators who will assist in the recruitment of teachers and other volunteers. The Board reviews current programs and make recommendations to meet future needs.

CR[14.05]13.05.b. The Community Outreach Board [shall be defined as follows:]

Purpose:

The Community Outreach Board develops and implements ways in which the congregation can relate, minister and witness to the world. In this effort, community is defined in the broadest sense, ranging from this congregation to the world as a whole.

Function:

The Board guides the planning and implementation of the congregation's various outreach ministries. It encourages active volunteer participation by the congregation in these ministries.

The Board prepares and approves the congregation's annual benevolence budget.

The Board may recommend policies to the Congregation Council relating to its functional area.

The Board serves as the primary contact between the congregation and neighborhood associations.

The Board will identify specific projects, such as food drives and special churchwide appeals, and will coordinate with other ministries on issues and items of mutual interest.

CR[14.05]13.05.c. The Evangelism Board [shall be defined as follows]

Purpose:

There is a spiritual longing in people which finds fulfillment in becoming Christ's disciples. Jesus said, "Go therefore and make disciples of all nations, baptizing them in the name of the Father and of the Son and of the Holy Spirit, teaching them to observe all that I have commanded you; and lo, I am with you always, to the close of the age." (Matthew 28:19-20)

Function:

As disciples of Christ it is our duty and our joy to find those who are seeking, to welcome them into our fellowship, and to connect them with people and programs which will help them grow in their discipleship. Specifically this happens through personal invitations to worship, by warmly welcoming people who come through the doors of the church, through teaching - through education classes and through example - and by connecting people to people, encouraging people's participation into the full life of the church.

CR[14.05]13.05.d. The Finance Board [shall be defined as follows:]

Purpose:

The Finance Board monitors and recommends improvements in the financial affairs of the congregation.

Function:

The Finance Board [prepares the draft financial budget for consideration by Council and the congregation] **shall prepare a proposed annual budget for consideration by the Congregation Council. The budget total may not exceed the prediction of income by more than ten percent.** The Board oversees the Church's financial reporting systems. The Board monitors financial results during the year and makes recommendations to address budget variances. The Board reviews the annual reports of the external auditors.

CR[14.05]13.05.e. The Lutheran Community Food Ministry Board [shall be defined as follows:]

Purpose:

In response to Christ's example and in commitment to the community of homeless and poor, the Lutheran Community Food Ministry Board will feed those in need by emphasizing community outreach and service; offering spiritual support; providing information about services available; creating a safe, caring atmosphere; and providing a wholesome, nutritious meal.

Function:

The Board fosters involvement in and support of the ministry among congregation members and non-members; ensures an accurate accounting of funds and timely acknowledgment of donations; promotes and publicizes the ministry; generates revenue through fund-raising events; through the on-site manager, oversees the daily operation of the ministry; through the in-take manager, offers in-house contacts to support services available through agencies in the Atlanta area.

CR[14.05]13.05.f. The Member Care Board [shall be defined as follows:]

Purpose:

The Member Care Board is responsive to the needs of Redeemer's members and the extended Redeemer family.

Function:

The Board guides and oversees the following ministries: New Baby, Homebound/Nursing Home Visitation, Homebound Tape Ministry, Homebound Errands, Homebound Transportation, Hands Across the Bridge, Graduate Recognition, Meals for the Bereaved, and fellowship organizations.

CR[14.05]13.05.g. The Property Board [shall be defined as follows:]

Purpose:

The Property Board ensures that the church facilities, including buildings, contents, equipment and grounds are properly operated, maintained, repaired and protected.

Function:

In coordination with the Property Manager, the Board will identify and prioritize the need for property care, improvement and repair and develop strategies for their implementation. Daily maintenance and routine operations of the church property are the responsibility of the Property Manager.

The Board shall report regularly to the Congregation Council to identify achievements and problem areas and to recommend actions for Council consideration.

CR[14.05]13.05.h. The Stewardship Board [shall be defined as follows:]

Purpose:

The Stewardship Board educates and motivates all members of the congregation in exploring the numerous opportunities and needs of this congregation and to communicate the personal commitment of time, talents and financial resources necessary for continued ministry.

Function:

The Board promotes the Christian commitment of stewardship throughout the year.

The Board works closely with the Finance and Property Boards to support their efforts in long and short term budget planning.

The Board is responsible for planning and coordinating the annual Stewardship/Loyalty campaign to be held each fall in accordance with the schedule and theme set forth by the Evangelical Lutheran Church in America. The campaign concludes with a dinner and the receipt of pledges from the congregation.

CR[14.05]13.05.i. The Wellness Board

Purpose:

In response to John 10:10, "I came that they may have life and have it abundantly," the Wellness Board promotes wellness in its broadest definition including spiritual, emotional, physical, and social dimensions.

Function:

The Board teaches people the broad scope of wellness and encourages people to grow in their spiritual, emotional, physical and social well-being.

CR[14.05]13.05.j. The Worship Board [shall be defined as follows:]

Purpose:

The Worship Board is charged with reviewing the experiences of worship at Redeemer; examining the interactive relationship of these experiences to the life and growth of Redeemer and its members; and objectively evaluating all existing and available opportunities and formats for worship and fellowship. Working in concert with the pastors, staff, and other ministry boards, the focus of the Board is to ensure that Redeemer is actively moving forward in areas which enhance the overall worship experience, emphasize outreach to visitors and new members, and complement all related aspects of Redeemer's ministry.

Function:

The Board maintains the following worship functions: acolytes and crucifers, lectors, ushers, vocal choirs, bell choirs, music, altar guild, heritage guild, wedding guild and funeral guild.

CR[14.05]13.05.k. The Young Adult Board [shall be defined as follows:]

Purpose:

In response to Redeemer's Call to Action and in commitment to the community, the Young Adult Board provides opportunity for growth through fellowship, Christian education and worship where each person feels valued, involved and loved in the community of believers.

Function:

The Board emphasizes community outreach and service, provides spiritual growth and support, encourages active stewardship of all that God has created, and creates an atmosphere of camaraderie and inclusiveness.

CR[14.05]13.05.l. The Youth Board [shall be defined as follows:]

Purpose:

The Youth Board seeks to support the youth of the congregation in the following three areas: service, fellowship, and faith development. The Board desires that the Gospel of Jesus Christ be spoken to our youth in as many ways as possible -- through worship, in education, in their interactions with each other and other congregational members, and in service to the larger community.

Function:

The Board broadens the awareness of our youth to include the needs and hopes of all God's people, not only young Lutherans in Atlanta.

The Board ensures that our youth (7th -12th grades) are a worshipping, celebrating fellowship which provides alternatives to the world's entertainment and expectations.

The Board builds relationships among our youth that will last a lifetime.

The Board supports and encourages our youth and their families.

CR[14.05]13.05.m. The R.L.C. Corporation [shall be defined as follows:]

The R.L.C. Corporation is an official agency of this congregation for the management of Lutheran Towers. The Congregation Council shall annually recommend nominees to the Board of Directors of the R.L.C. Corporation and shall certify their eligibility, as confirmed members on the active roll, to serve on the Board of Directors of the R.L.C. Corporation if and when elected by the Board. Board members serve one 3-year term and are eligible to serve a second consecutive term.

CR[14.05]13.05.n. The Compensation Committee [shall be defined as follows:]

The Compensation Committee establishes compensation for each staff position. Compensation adjustments are recommended by the appropriate supervisor to the Committee for review and approval. The Committee consists of four members that are appointed by the Executive Committee for 3-year terms.

[CR.14.05.o. The Ad Hoc Committee on Child Abuse Prevention

Purpose:

The Ad Hoc Committee on Child Abuse Prevention will develop ways to provide a safe environment for Redeemer's

children and youth and related staff and volunteers.

Function:

Established in October of 1995, the Committee will research policies to prevent the abuse of children and youth; will develop such policies and procedures as are deemed advisable to ensure the safety of children and youth while participating in church functions and to safeguard the rights of volunteers and staff who work with children and youth; will address potential legal and insurance concerns; and will educate the congregation regarding the need for such policies and procedures. The Committee reports to the Congregation Council through the Executive Committee.]

CR13.05.o The Redeemer Foundation

The Redeemer Foundation is a separate, 501(c) (3) not-for-profit corporation whose Board of Directors is approved by the Congregation Council. The Foundation supports the ministry of Redeemer by providing alternative methods for designated gifts, planned giving, and gifts of cash and other assets. The Foundation is financially independent from Redeemer, and no funds from Redeemer support the Foundation. The relationship between the Redeemer Foundation and the congregation shall be defined by a current memorandum of understanding.

The Foundation shall submit a yearly report to the Congregation Council, which shall be included in the Annual Report to the congregation. The Foundation's finances shall be included in the audits of the congregation.