



08 Approved First Read by Congregation

**CONSTITUTION  
OF  
PEACE LUTHERAN CHURCH  
CHARLOTTESVILLE, VIRGINIA**  
7 December 2008 Approved First Read by Congregation  
Based on ELCA 2007 version August 11, 2007



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## INTRODUCTION

This constitution is consistent with the requirements of the constitutional governing documents of the ELCA's churchwide organization and synods.

➤ **Required provisions:** Sections of this constitution marked by an asterisk [\*] are required when a congregation amends its governing documents. These sections must be used without alteration or amendment of the text in any manner (neither additions nor deletions). This is in keeping with provision 9.52. in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*. This provision stipulates that when a congregation of this church "wishes to amend any provision of its governing documents, the governing documents of that congregation shall be so amended to conform to 9.25.b." in the churchwide constitution. The provisions herein marked by an asterisk are those that are indicated as required in ELCA constitutional provision 9.25.b.

➤ **Review by synod:** In keeping with provisions that apply to all congregations of this church, each congregation is to provide a copy of its governing documents to the synod. As specified by ELCA bylaw 9.53.03. (numbering as listed in the 1991 and subsequent editions):

All proposed changes in the constitution or incorporation documents of a congregation shall be referred to the synod with which the congregation is affiliated. The synod shall approve or disapprove the proposed changes within 120 days of receipt thereof, and shall notify the congregation of its decision; in the absence of a decision, the changes shall go into effect.

➤ **Codification explanation:** A numerical codification indicates (a) general subject, (b) constitutional provisions, (c) bylaws, and (d) continuing resolutions.

a. Major sectors are designated as chapters. The chapter designation becomes the first number in the codification sequence and is followed by a period. Thus, provisions in "Chapter 8. Membership" are preceded by "8."

b. Constitutional provisions are codified with two sets of numbers: the chapter number and a two-digit number preceding the second period in the codification. Thus, one constitutional provision related to "Membership" is codified \*C8.02.

c. Bylaw provisions are codified with three sets of numbers: the chapter number, the related constitutional provision number, and a two-digit number. Thus, one bylaw provision related to "Membership" would be codified C8.02.01. No such bylaws or continuing resolutions may conflict with this constitution, the constitution and bylaws of the Evangelical Lutheran Church in America, and the constitution of the Virginia synod, as indicated in \*C6.03.e.

d. The Congregation Council may adopt "continuing resolutions," which may provide descriptions of operational patterns or of the ongoing responsibilities of committees or other units within the organizational structure of the congregation. Within the governing documents of a congregation, continuing resolutions are the provisions most easily amended. Unlike constitutional provisions and bylaws, continuing resolutions may be updated regularly by the Congregation Council without the necessity of calling a regular or special Congregation Meeting. Continuing resolutions also are codified with three sets of numbers except that the third set is preceded by a capital letter. Thus, a continuing resolution might be numbered C13. to designate the chapter; C13.07. to designate the subject matter within the chapter; and the third set might be numbered A07. in the codification C13.07.A07. to indicate by the "A" that it is the first continuing resolution regarding that subject and to indicate by the "07" that it was adopted in 2007.

➤ **References to church:** In the governing documents, "Church" with a capital letter is used in references to the one, holy, catholic, and apostolic Church. In references to the Evangelical Lutheran Church in America, the words "church" and "this church" in lower case letters are employed, although, for clarity in this constitution, the full name or "ELCA" normally is used.

The specific congregation may be identified, as provided in C1.02., as "this congregation."

➤ **Guidelines:** A list of guidelines for a congregation engaging in review and amendment of its constitution is available through each synod office and on the ELCA Web site ([www.elca.org/secretary/Constitutions/ModelGuide.pdf](http://www.elca.org/secretary/Constitutions/ModelGuide.pdf)).

The task of amending a constitution is not easy. It is, however, an important endeavor that merits thoughtful work. In your constitutional responsibilities, God grant you wisdom, mutual love, clear understanding of good order, and commitment to the unity of this church in faithful witness to our Lord and Savior, Jesus Christ.

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\* Much of this section was provided by the Model Constitution for Congregations of the ELCA by the Rev. Lowell G. Almen, Secretary, ELCA, on August 20, 2007

**\*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, DEFINITIONS, AND INCORPORATION**

- C1.01.** The name of this congregation shall be Peace Lutheran Church, Charlottesville, Virginia.
- C1.02.** For the purpose of this constitution and the accompanying bylaws, the congregation of Peace Lutheran Church, Charlottesville, Virginia is hereinafter designated as "this congregation."
  - C1.02.01.** "The ELCA" means the Evangelical Lutheran Church in America.
  - C1.02.02.** "The Synod" means the Virginia Synod of the ELCA.
  - C1.02.03.** "The Bishop" means the Bishop of the Virginia Synod of the ELCA.
  - C1.02.04.** "Synod Council" means the Synod Council of the Virginia Synod of the ELCA.
  - C.1.02.05.** "The Council" means the Congregational Council of Peace Lutheran Church.
  - C.1.02.06.** "Constitution" implies this constitution, bylaws, and continuing resolutions.
  - C1.02.07.** "Ex Officio" refers to members that are allowed to attend meetings with voice and no vote.
  - C.1.02.08.** Term" means more than one half of a term.
- C1.11.** This congregation may decide to be incorporated under the laws of the Commonwealth of Virginia.

**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, they record and announce God's revelation centering in Jesus Christ. Through 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

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\* Required provision

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 the bylaws. The Congregation Council shall prepare descriptions of the responsibilities of each committee, task force, or other organizational group and shall review their actions. Such descriptions shall be contained in continuing resolutions in the section on the Congregation Council.
- \*C4.05.** This congregation shall, from time to time, adopt a mission statement which will provide specific direction for its programs.

## **Chapter 5.**

### **POWERS OF THE CONGREGATION**

- \*C5.01.** The powers of this congregation are those necessary to fulfill its purpose.
- \*C5.02.** The powers of this congregation are vested in the Congregation Meeting 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. call or terminate the 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, and amendments to the bylaws, as specified in Chapter 16.
  - e. approve the annual budget;
  - f. acquire real and personal property by gift, devise, purchase, or other lawful means;
  - g. hold title to and use its property for any and all activities consistent with its purpose;
  - h. sell, mortgage, lease, transfer, or otherwise dispose of its property by any lawful means;
  - i. elect its Congregation Council, trustees, and require them to carry out their duties in accordance with the constitution; and
  - 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 Virginia Synod of the Evangelical Lutheran Church in America.

**C5.05.** This congregation may have a mission endowment fund that will operate as specified in this congregation's bylaws and continuing resolutions. The purpose of the mission endowment fund is to provide for mission work beyond the operational budget of this congregation.

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

## Chapter 7.

### PROPERTY OWNERSHIP

- \*C7.01. If this congregation ceases to exist, title to undisposed property shall pass to the Virginia 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 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 Virginia Synod.
- \*C7.04. If a two-thirds majority of the voting members of this congregation present at a 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 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. Such persons who have been removed from the roll of members shall remain persons for whom the Church has a continuing pastoral concern.
- C8.05.01.** Members shall have received Holy Communion and made a contribution of record during the current or preceding calendar year. A member who has not practiced the privileges and duties of membership as outlined in \*C8.04., after being visited by the pastor or representatives of the congregation as outlined in \*C4.02., shall be removed from the roll of members.
- C8.05.02.** Students, persons in military service, and other persons prevented from fulfilling responsibilities for membership for reasons deemed appropriate to the Congregation Council shall not be removed from the roll of members.
- C8.05.03.** Persons removed from membership under C8.05.02 shall be retained on a responsibility list of the congregation, the pastor and the council for one year as an object of Christian nurture and concern as provided for members in C4.02.

## **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 legally called for that purpose. Before a call is issued, the officers, or a committee elected by this congregation 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 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 council, administer discipline.
  - c. Every pastor shall:
    - 1) strive to extend the Kingdom of God in the community, in the nation, and abroad;
    - 2) 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
    - 4) endeavor to increase the support given by the congregation to the work of the churchwide organization of the Evangelical Lutheran Church in America (ELCA) and of the Virginia\_ Synod of the ELCA.
- \*C9.04.** The specific duties of the pastor, compensation, and other matters pertaining to the service of the pastor shall be included in a letter of call, which shall be attested by the bishop of the synod.
- \*C9.05.**
- a. The call of a congregation, when accepted by a pastor, shall constitute a continuing mutual relationship and commitment, which, except in the case of the death of the pastor, shall be terminated only following consultation with the synodical bishop and for the following reasons:
    - 1) mutual agreement to terminate the call or the completion of a call for a specific term;
    - 2) resignation of the pastor, which shall become effective, unless otherwise agreed, 30 days after the date on which it was submitted;
    - 3) inability to conduct the pastoral office effectively in the congregation in view of local conditions, without reflection on the competence or the moral and spiritual character of the pastor;
    - 4) the physical or mental incapacity of the pastor;
    - 5) disqualification of the pastor through discipline on grounds of doctrine, morality, or continued neglect of duty;
    - 6) the dissolution of the congregation; or
    - 7) suspension of the congregation as a result of discipline proceedings.
  - b. When allegations of physical or mental incapacity of the pastor or ineffective conduct of the pastoral office have come to the attention of the bishop of the synod, the bishop in his or her sole discretion may, or when such allegations have been brought to the synod's attention by an official recital of allegations by the Congregation Council or by a petition signed by at least one-third of the voting members of the congregation, the bishop shall, investigate such conditions personally in company with a committee of two ordained ministers and one layperson.
  - c. In case of alleged physical or mental incapacity, competent medical testimony shall be obtained. When such disability is evident, the bishop of the synod with the advice of the committee shall declare the pastorate vacant. Upon the restoration of a disabled pastor to health, the bishop of the synod shall take steps to enable the pastor to resume the ministry, either in the congregation last served or in another field of labor.
  - d. In the case of alleged local difficulties that imperil the effective functioning of the congregation, all concerned persons shall be heard, after which the bishop of the synod together with the committee described in \*C9.05.b. shall decide on the course of action to be recommended to the pastor and the congregation. If they agree to carry out such recommendations, no further action shall be taken by the synod. If either party fails to assent, the congregation may dismiss the pastor at a legally called meeting after consultation with the bishop, either (a) by a two-thirds majority vote of the voting members present 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 \*C9.05.b. or d., it should become apparent that the pastoral office cannot be conducted effectively in the congregation(s) 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(s) without prejudice and with pay provided through a joint synodical and churchwide fund and with housing provided by the congregation(s).
- \*C9.06.** At a time of pastoral vacancy, an interim pastor 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.
- C9.09.01.** The term of an associate pastor shall be co-terminus with the pastor.
- \*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. 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 a call may also be terminated before its expiration in accordance with the provisions of \*C9.05.a.
- \*C9.12.** The 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 become a member of this congregation 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.** The pastor(s) 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 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.
- C9.21.** Under special circumstances, subject to the approval of the synodical bishop and the concurrence of this congregation, an ordained minister of a church body with which the Evangelical Lutheran

Church in America officially has established a relationship of full communion may serve temporarily as pastor of this congregation under a contract between the congregation and the ordained minister in a form proposed by the synodical bishop and approved by the congregation.

## **Chapter 10.**

### **CONGREGATION MEETING**

- C10.01.** The annual meeting of this congregation shall be held at a time specified in the bylaws.
- C10.01.01.** The Annual Congregational Meeting shall be held in the month of May, if practical, at a time and location determined by the Congregation Council.
- C10.01.02.** The roster of voting members will be reviewed by the council prior to the regular annual congregation meeting and each special congregation meeting. The official roster of voting members will be available at each meeting of this congregation.
- C10.01.03.** Standing committees as defined by the Council, the Pastor, the Council President, the Treasurer, Financial Secretary, and Audit Committee shall furnish a report to the Council Secretary for the annual meeting. The reports will be provided allowing the Secretary time to provide for the preparation of a consolidated annual report for publication and presentation to each voting member to be either mailed with the notice of the meeting (per C10.03.), or to be available at the annual meeting for each voting member. Each report will include at least activities during the year and other items as required by the Council. The Treasurer will provide a summary of financial information for the last fiscal year and current year to date.
- C10.01.04.** The agenda for congregation meetings will be prepared by the pastor and the president and approved by the council and will be presented to the voting members with the notice of the meeting.
- C10.01.05.** Nominations may be made from the floor for any election held in a meeting of this congregation provided that the nominees are present at the meeting to deliver both qualifications and acceptance or that such qualifications and acceptance are presented in writing to the secretary before the call to order.
- C10.02.** A special Congregation Meeting may be called by the pastor, the Congregation Council, or the president of this congregation, or shall be called by the president of the congregation upon the written request of at least ten voting members or 10% of the voting members, whichever is greater. 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 the preceding two consecutive weeks of regular worship services or by mail to all voting members at least 10 days in advance of the date of the meeting. The posting of such notice in the regular mail, with the regular postage affixed or paid, sent to the last known address of such members shall be sufficient.
- C10.04.** At least 10 voting members or 15% of the voting members, whichever is greater, shall constitute a quorum.
- C10.05.** Voting by proxy or by absentee ballot shall not be permitted.
- C10.06.** All actions approved by this congregation shall be by majority vote of those voting members present and voting, except as otherwise provided in this constitution or by state law.
- C10.07.** Except as otherwise provided in this constitution, *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, vice president, and secretary. The treasurer and financial secretary are members *ex officio* in that they may participate in council meetings with voice and not vote.

- a. Duties of the officers shall be specified in the bylaws.
- b. The officers shall be voting members of the congregation.
- c. The Congregation Council elects its officers, the president, vice president, and secretary from the elected membership of the Congregation Council.

**C11.01.01.** The duties of the president:

- a. Preside at all congregational meetings ~~of this congregation,~~ and the council, and other meetings as specified in the Policy and Procedures Manual. ~~and the executive committee.~~
- b. Coordinate the work of all of the committees of this congregation and of the council.
- c. Carry out the will of this congregation as provided by this constitution and its bylaws and the standing resolutions of this congregation.
- d. Deliver an annual report to this congregation.
- e. Execute letters of call.
- f. Sign all checks in the absence of the treasurer and assistant treasurers.
- g. Perform other duties as assigned by the Policy and Procedures Manual.

**C11.01.02.** The duties of the vice president:

- a. Perform the duties of the president in the president's absence, incapacity or at the president's request.
- b. Act as parliamentarian at congregation and council meetings.
- c. Perform other duties as assigned by the Policy and Procedures Manual.

**C11.01.03.** The duties of the secretary:

- a. Record proceedings of this congregation and the council and distribute copies of council minutes to members and to standing committee chairs.
- b. Provide official church correspondence as required in this constitution.
- c. Maintain and safeguard all official congregation documents to include membership records, keeping a roster of voting members available at each congregation meeting, maintaining a roster of officers, council members and committee members.
- d. Maintain a register of congregation and council resolutions and policies.
- e. See that the Policy and Procedures Manual is kept up to date.
- f. Provide for the compilation and preparation of a consolidated annual report for publication and distribution to each voting member at the annual meeting.
- g. Perform other duties as assigned by the Policy and Procedures Manual.

**C11.01.04.** The duties of the treasurer:

- a. Supervise the financial records and securities of this congregation.
- b. Render a monthly statement of income and expense to the council.
- c. Sign all checks for monthly disbursements. The president of this congregation will sign checks in the absence of the treasurer and assistant treasurers.
- d. Deliver an annual financial report to this congregation at the annual meeting.
- e. Serve as a member of the finance committee with vote.
- f. Develop financial policies and procedures for cash management, annual budgeting, fund accounting and annual audit.
- g. Perform other duties as assigned by the Policy and Procedures Manual.

**C11.01.05.** The duties of the assistant treasurer:

- a. The council may appoint one or more assistant treasurers for terms of one year.
- b. An assistant treasurer shall perform the duties of the treasurer as delegated by the treasurer and agreed to by the council.
- c. An assistant treasurer may serve as a member of the finance committee with vote.
- d. Perform other duties as assigned by the Policy and Procedures Manual.

**C11.01.06.** The duties of the financial secretary:

- a. Direct the counting, depositing and recording of all contributions, fees, gifts and bequests received.
- b. Reconcile deposits to contributors records.
- c. Issue quarterly statements to contributors.
- d. Serve as a member of the finance committee with vote.
- e. Prepare an annual report to this congregation.
- f. Maintain the confidentiality of individual contribution records.
- g. Monitor cash management policies and procedures and make recommendations for changes.
- h. Perform other duties as assigned by the Policy and Procedures Manual.

**C11.01.07.** The duties of the assistant financial secretary:

- a. The council may appoint one or more assistant financial secretaries for terms of one year.
- b. An assistant financial secretary shall perform the duties of the financial secretary as delegated by the financial secretary and agreed to by the council.
- c. An assistant financial may serve as a member of the finance committee with vote.
- d. Perform other duties as assigned by the Policy and Procedures Manual.

**C11.02.** The officers shall be elected by the Congregation Council by written ballot or voice-vote from the council's own membership and shall serve for one year or until their successors are selected. The term shall begin at the first council meeting after the Annual Congregational meeting.

**C11.02.01.** At the first Council meeting after the annual meeting, to be held within 30 days after the annual meeting, the previous Council president, or vice-president, if the president is not available, or the secretary, if both the previous president and vice-president are not available, will have the authority only to open the meeting with the first order of business being the election of the new Council president. Once the president is elected, the new president will conduct the remainder of the meeting, to include election of other officers. In case neither the previous president, vice-president, or secretary, are available to open the meeting, then the pastor will open and conduct the meeting to elect the president as described above.

**C11.03.** No officer shall hold more than one office at a time. No elected officer shall be eligible to serve more than two consecutive terms in the same office.

**Chapter 12.**

**CONGREGATION COUNCIL AND TRUSTEES**

**C12.01.** The voting membership of the Congregation Council shall consist of the pastor(s) the officers of the congregation, and not more than 8 nor fewer than 5 members of the congregation. Any voting member of the congregation may be elected, subject only to the limitation on the length of continuous service permitted in that office. 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. Consistent with the laws of the state in which this congregation may be incorporated, the congregation may adopt

procedures for the removal of a member of the Congregation Council in other circumstances.

**C12.02.** The members of the Congregation Council except the pastor(s) shall be elected by written ballot or voice-vote to serve for three years or until their successors are elected. Such members shall be eligible to serve no more than two full terms consecutively. Their terms shall begin at the close of the annual meeting at which they are elected with tenure so arranged that one-third of the terms expire annually. Newly elected Congregation Council members shall be installed at a worship service prior to the date they assume office and within 30 days of the annual meeting election.

**C12.03.** Should a member's place on the Congregation Council be declared vacant, the Congregation Council shall elect, by majority vote, a successor until the next annual meeting. Individuals who have served less than one-half of a regular term shall be eligible for nomination and possible election to a full 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. This includes maintaining the Policy and Procedures Manual throughout the year.
- d. To maintain supportive relationships with the pastor(s) and staff and help them annually to evaluate the fulfillment of their calling or employment.
- e. To be examples individually and corporately of the style of life and ministry expected of all baptized persons.
- f. To promote a congregational climate of peace and goodwill, and, as differences and conflicts arise, to endeavor to foster mutual understanding.
- g. To arrange for pastoral service during the sickness or absence of the pastor.
- h. Provide for the services of an interim pastor in consultation with the bishop should the office of pastor be vacant.
- i. To emphasize partnership with the synod and churchwide organization 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.
- j. To recommend and encourage the use of program resources produced or approved by the Evangelical Lutheran Church in America.
- k. To supervise the rosters of baptized, confirmed and voting members.
- l. To provide for implementation of new members and the divesture of departing members of this congregation.
- m. To seek out and encourage qualified persons to prepare for the ministry of the Gospel.
- n. Exercise general oversight of the spiritual life, mission and ministry of this congregation that all may be done according to the word of God and this constitution and its bylaws.

**C12.04.01.** The Council, within 60 days after the annual meeting, will review all policies and procedures in its Policy and Procedures Manual, to include financial policies and procedures. The council will provide guidance and changes to the Policies and Procedures Manual as necessary for the operation of the church during the year.

**C12.04.02.** The Policies and Procedures Manual will contain, as a minimum:

- a. Specific administrative practices and procedures for the operation of the church.
- b. A process for evaluation of performance of employees.

**Const./Bylaws/Cont.Res. December 7, 2008 Approved First Read by Congregation**

- c. Job descriptions and duties of employees and committees.
- d. Specific financial practices and procedures for the financial operation of the church.
- e. Record by name term expiration dates on council members, trustees, and other members.

**C12.04.03.** The Policy and Procedures Manual may not conflict with any part of this Constitution.

**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 Commonwealth of Virginia, 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 10% of the current year's budget for items not included in the budget.
- d. The Congregation Council shall prepare an annual budget for adoption by this congregation, shall supervise the expenditure of funds in accordance therewith following its adoption, and may incur obligations of no more than 10% over the current year's budget unless approved by a Congregational 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.
- 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.

**C12.06.** The Congregation Council shall see that the provisions of this constitution, are carried out.

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

**C12.08.** The council shall be responsible for the appointment and supervision of the salaried lay workers of this congregation including the following duties:

- a. Secure necessary staff other than the pastor and set salaries.
- b. Review staff salaries annually, including the pastor, using synod and ELCA guidelines.
- c. Develop and maintain written personnel policies for all staff and provide procedures for staff support and performance evaluation.

**C12.09.** The Congregation Council shall submit a comprehensive report to this congregation at the annual meeting as detailed in C10.01.03.

**C12.11.** The Council shall normally meet once a month for its regular meeting. The dates, time and place of the monthly meetings of the Council shall be set by the Council. Special meetings of the Council may be called by the pastor, the president, or at least one-half of the members of the Council.

**C12.11.01.** Notice of all regular Council meetings shall be given to each member of the Council and pastor at least seven days in advance of the meeting. Notice of Special meetings should be given to each member of the Council and pastor normally at least 24 hours in advance of the meeting.

**C12.12.** A quorum for the transaction of business shall consist of a majority of the members of the Congregation

- Council, including the pastor or interim pastor, except when the pastor or interim pastor requests or consents to be absent and has given prior approval to the agenda for a particular regular or special meeting, which shall be the only business considered at that meeting. Chronic or repeated absence of the pastor or interim 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.
- C12.13.** The property of this congregation shall be held in trust by three trustees elected by this congregation and appointed by the court according to the law of the Commonwealth of Virginia.
- C12.14.** Each trustee shall be a voting member and of legal age.
- C12.15.** The trustees shall be elected by written ballot at a legally called meeting of this congregation.
- C12.16.** Following election, the officers shall recommend to the court that the person so elected be appointed trustee.
- C12.17.** The trustees shall serve for a term of ten (10) years, beginning at the adjournment of the meeting at which elected without limit as to number of consecutive terms
- C12.18.** A trustee shall act in accordance with the direction of this congregation.
- C12.19.** The office shall be declared vacant upon: the death, resignation, failure to continue as a voting member, or failure to act in accordance with the directions of this congregation, on the part of the person serving as trustee. When there is a vacancy in the office of trustee, this congregation shall elect a replacement trustee for a ten year term.

### **Chapter 13.**

#### **CONGREGATION COMMITTEES**

- C13.01.** A Nominating Committee shall be elected by this congregation at the annual meeting. The committee shall consist of at least three but not more than six voting members of this congregation, two of whom normally shall be outgoing members of the council. Members shall serve for a term of one year and are eligible to serve consecutive terms. The pastor shall convene the committee and preside over the election of a chair who will call and preside at subsequent meetings.
- C13.01.01.** The nominating committee shall;
- a. Provide nominees for: the offices of council member and trustee when needed for the annual meeting; members of the nominating and audit committees; and other offices which may be specified by this constitution, bylaws or resolution of this congregation.
  - b. Nominate one or more candidates for each office to be filled: determine the qualifications of each nominee for the office and prepare a resume; and secure the consent of each candidate to serve the full term of office if elected.
  - c. Provide the names of the nominees and a brief resume to the secretary for distribution to this congregation with the notice of meetings at which the election is to be held.
  - d. Provide nominees when requested by the pastor, the president or the council as needed to make appointments or to fill a vacancy.
- C13.02.** An *Audit Committee* of three voting members shall be elected by the Congregation Council. Audit Committee members shall not be members of the Congregation Council. Term of office shall be three years, with one member elected each year. Members shall be eligible for reelection.
- C13.02.01.** The audit committee shall: (a) Audit the financial books of record prior to the annual meeting and at least once during the year without prior announcement. (b) Follow the written audit procedures adopted by the council. (c) Report findings to the council in writing immediately after each audit and in writing in the annual report signed by each member of the committee. (d) Receive the bank

statement and the canceled checks directly from the bank each month and reconcile them with the check book kept by the treasurer.

- C13.03.** Mutual Ministry Committee.--A Mutual Ministry Committee of six voting members may be appointed at the pastor's request, jointly by the president and the pastor. (a) Term of office shall be two years, (b) three members to be appointed each successive year. (c) Committee members will hold no other office in this congregation during their term.
- C13.03.01.** The Mutual Ministry committee shall: (a) Meet regularly with the pastor and on the call of the pastor or the president. (b) Not elect a chair or secretary and shall retain no minutes and make no official reports. (c) Provide support for the pastor as specified in the letter of call. (d) Be a sounding board for feedback from members of this congregation to the pastor communicating both positive and negative feelings. (e) Recommend and advocate, informally, needed actions and changes.
- C13.04.** When a pastoral vacancy occurs, a *Call Committee* of six voting members shall be elected by this congregation. Term of office will terminate upon installation of the newly called pastor.
- C13.05.** Other committees of this congregation may be formed, as the need arises, by decision of the Congregation Council.
- C13.06.** Duties of committees of this congregation shall be specified in the Policy and Procedures Manual (C12.04.02).
- C13.07.** The pastor(s) of this congregation shall be *ex officio* a member of all committees and boards of the congregation except the Call Committee. The president of this congregation shall be *ex officio* a member of all committees and boards of the congregation, except the Nominating Committee.

#### **Chapter 14.**

##### **ORGANIZATIONS WITHIN THE CONGREGATION**

- C14.01.** All organizations of the congregation shall exist to aid it in ministering to the members of this congregation and to all persons who can be reached with the Gospel of Christ. As outgrowths and expressions of this congregation's life, the organizations are subject to 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.
- 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.

#### **Chapter 15.**

##### **DISCIPLINE OF MEMBERS AND ADJUDICATION**

- \*C15.01.** Denial of the Christian faith as described in this constitution, conduct grossly unbecoming a member of the Church of Christ, or persistent trouble-making in this congregation are sufficient cause for discipline of a member. Prior to disciplinary action, reconciliation will be attempted following Matthew 18:15-17, proceeding through these successive steps: a) private admonition by the pastor, b) admonition by the pastor in the presence of two or three witnesses, and c) citation to appear before the Congregation Council. If, for any reason, the pastor is unable to administer the admonitions required by a. and b. hereof, the president (if not the pastor) or vice president shall administer such admonitions.
- \*C15.02.** The process for discipline of a member of the congregation shall be governed as prescribed by the chapter on discipline in 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 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 charges shall accompany the written citation to the accused. A member charged with the offense shall appear before the Congregation Council after having received a written citation, 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. **C15.02.01** Failure to Appear.--Should the member disregard the notice and make no effort to defend or repent of the offenses, the council shall proceed with the hearing and reach its conclusions in the absence of the member.
- \***C15.03.** 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 prove ineffectual, the council shall impose one of the following disciplinary actions:
- censure before the council or congregation;
  - suspension from membership for a definite period of time; or
  - exclusion from membership in this congregation.
- Disciplinary actions b. and c. shall be delivered to the member in writing.
- \***C15.04.** 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.
- \***C15.05.** 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.
- \***C15.06.** 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**
- \***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 chair 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.**

### **BYLAWS**

- \***C16.01.** This congregation may adopt bylaws. No bylaw may conflict with this constitution.
- \***C16.02.** Bylaws may be adopted or amended at any legally called meeting of this congregation with a quorum present by a majority vote of those voting members present and voting.
- \***C16.03.** Changes to the bylaws may be proposed by any voting member provided, however, that such additions or amendments be submitted in writing to the Congregation Council at least 60 days before a regular or special Congregation Meeting called for that purpose and that the Congregation Council notify the congregation's members by mail of the proposal with the council's

recommendations at least 30 days in advance of the Congregation Meeting.

**C16.03.01.** Amendments to the bylaws shall be effective upon approval by this congregation unless a later date is specified in the amendment resolution.

**\*C16.04.** Approved changes to the bylaws shall be sent by the secretary of this congregation to the synod.

## **Chapter 17.**

### **AMENDMENTS**

**\*C17.01.** 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 may be proposed by at least 10 voting members or 15% of the voting members, whichever is greater, or by the Congregation Council. Proposals must be filed in writing with the Congregation Council 60 days before formal consideration by this congregation at a regular or special Congregation Meeting called for that purpose. The Congregation Council shall notify the congregation's members by mail of the proposal together with the council's recommendations at least 30 days in advance of the meeting.

**\*C17.02.** An amendment to this constitution, proposed under \*C17.01., shall:

- a. be approved at a legally called Congregation Meeting according to this constitution 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<sup>1</sup> and noted in the constitution.

**\*C17.03.** 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 Virginia Synod of the ELCA.

**\*C17.04.** This constitution may be amended to 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 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, together with the council's recommendations, at least 30 days prior to the meeting. Upon the request of 10 voting members or 15% of the voting members, whichever is greater, 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. Such provisions shall become effective immediately following a vote of approval.

**C17.05.** This constitution may be amended to bring any section into conformity with the requirements of the Code of Virginia as it relates to incorporation of churches by the Congregational Council mailing to all members a notice of the amendments and the reasons for their necessity. In the absence of objections received within 30 days of the notice by 10 voting members or 15% of the voting members, whichever is greater, of the congregation, the proposed amendments shall be considered as adopted. In the event of objections, a congregation meeting shall be called within 60 days to consider these amendments. At that congregation meeting, a simple majority vote of those present

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<sup>1</sup> Such an effective date must be stated in relation to the requirements of \*C17.03. to allow time for synodical review of the amendment.

and voting shall approve these amendments. Following the adoption of the amendment, the secretary of the congregation shall submit a copy thereof to the synod. This provision (C17.05) shall remain in effect only until January 1, 2011.

**Chapter 18.**

**CONTINUING RESOLUTIONS**

- \***C18.01.** The congregation in a legally called meeting or the Congregation Council may enact continuing resolutions. Such continuing resolutions may not conflict with the constitution or bylaws of this congregation.
  
- \***C18.02.** 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.

**Chapter 20.**

**TRANSITIONAL PROVISION**

**C20.01.** The former constitution dated January 19, 1992, including Continuing Resolutions from May 15, 2005, May 20, 2007, and April 10, 2008 are repealed and the proposed constitution and bylaws substituted therefore under the amendment provisions of the former constitution.**C20.01.01.** Under the provisions of the former constitution the proposed constitution is effective upon ratification without change by a two-thirds majority at the second reading at the annual congregation meeting in May, 2009.

**C20.01.02.** The respective terms of incumbent council members, officers, committee chairs and committee members at the effective date of the new constitution are hereby extended from June 30, 2009 to December 31, 2009.

**C20.01.03.**The Congregation Council is hereby authorized to resolve any questions of interpretation resulting from the implementation of the new constitution.

**C20.01.04.** The provisions of this chapter terminate two years after the effective date of the new constitution.