

**RESTATED ARTICLES OF INCORPORATION AND CONSTITUTION
FOR
TRINITY LUTHERAN CHURCH OF AVOCA, IOWA
(ADOPTED JULY 27, 2014)**

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.

Article 1.

NAME AND INCORPORATION

C1.01. The name of this congregation shall be TRINITY LUTHERAN CHURCH OF AVOCA, IOWA.

C1.02. For the purpose of this constitution and any accompanying bylaws, the congregation of Trinity Lutheran Church of Avoca, Iowa, is hereinafter designated as "this congregation."

C1.03. This congregation shall be incorporated under the laws of the State of Iowa.

C1.04 The physical address of this congregation shall be: 301 North Chestnut Street, Avoca, Iowa 51521. The registered agent at this location is: The Reverend Matthew Bahnfleth.

Article 2.

CONFESSION OF FAITH

This congregation incorporates Article 2 of the constitution of the North American Lutheran Church, hereinafter designated as the NALC, confessing:

C2.01. The Triune God – Father, Son, and Holy Spirit

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

C2.03 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, "according to which all doctrines should and must be judged." (Formula of Concord, Epitome, Part I)

C2.04 The Apostles', Nicene, and Athanasian Creeds as true declarations of the faith of the Church.

C2.05 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 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 The Gospel, recorded in the Holy Scriptures and confessed in the ecumenical creeds and Lutheran confessional writings, as the power of God to create and sustain the Church for God's mission in the world.

C2.08 This congregation honors and accepts The Common Confession (2005), attached as Appendix A hereto, as a summary of teachings otherwise affirmed in the Lutheran Confessions.

Article 3.

NATURE OF THE CHURCH

C3.01. The Church is the universal assembly of all believers among whom the Gospel is preached in its purity and the holy sacraments are administered according to the Gospel. (Augsburg Confession VII)

C3.02. 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.

C3.03. 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.

C3.04 This congregation exercises ministry within the mission of the NALC. This congregation embodies the Church in its community and, for the sake of mission, lives in cooperative partnership with other congregations and within the other structures of the NALC. This congregation shall share responsibility for the decision-making processes of the NALC.

Article 4.

STATEMENT OF PURPOSE

C4.01. The hearers of the Gospel are a people, called and sent by God, Father, Son, and Holy Spirit, to be a community of faith, hope and love, who witness to Christ and His coming Kingdom before all the world.

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

- a. Give honor and glory to the Triune God, worshipping Him in proclamation of the Word and administration of the sacraments and through lives of prayer, praise, thanksgiving, witness, obedience and service.
- b. Carry out Christ's Great Commission by proclaiming to all the world the Gospel of justification by grace through faith alone, according to the apostolic witness in Holy Scripture and in accordance with the Lutheran Confessions,
- c. Preserve and transmit the Gospel faithfully to future generations.
- d. Foster Christian fellowship and love, and extend a helping hand to humans in need.
- e. Manifest the unity of our faith in Jesus Christ as God and Savior, and join with other Christians in prayer and action.

f. Nurture its members in the Word of God so as to grow in faith and hope and love, and to develop a sense of Christian vocation in daily life.

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

- a. Provide services of worship at which the Word of God is rightly preached and the sacraments are rightly 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. Encourage its members to provide appropriate financial support for the congregation's ministry and the ministry of other parts of the NALC.
- h. Foster and participate in relationships with other congregations and structures of the NALC.
- i. Foster and participate in ecumenical relations consistent with NALC policy.

C4.04. This congregation shall develop an organizational structure to be described in the bylaws. The Church 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 Church Council.

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

Article 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 Congregational Meeting called and conducted as provided in this constitution and bylaws.

C5.03. Only such authority as is delegated to the Church 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 Article 9;
- b. terminate the call of a pastor as provided in Article 9;
- c. appoint or terminate the service of commissioned lay leaders.
- d. approve the annual budget;
- e. acquire real and personal property by gift, devise, purchase, or other lawful means;
- f. hold title to and use its property for any and all activities consistent with its purpose;
- g. sell, mortgage, lease, transfer, or otherwise dispose of its property by any lawful means;
- h. elect its Church Council, boards, and committees, and require the members of the council, boards, and committees to carry out their duties in accordance with the constitution, bylaws, and continuing resolutions.

i. adopt amendments to this constitution as provided in Article 18, and amendments to the bylaws, as specified in Article 17.

j. establish or terminate a relationship with a church body.

C5.04. This congregation may select voting members of this congregation to serve as lay delegates and alternates to represent it at meetings of any conferences, convocations, and other meetings where this congregation is entitled to such representation.

Article 6.

CHURCH AFFILIATION

C6.01. This congregation is an interdependent part of the NALC or any successor and is subject to the disciplinary rules of the NALC.

C6.02. This congregation subscribes to the constitution of the NALC and will act in accordance with it.

C6.03. This congregation will conduct its ministry in a manner consistent with its membership in the NALC:

a. This congregation is responsible for its life as a Christian community.

b. This congregation pledges its participation in the life and mission of the NALC, including the prayerful consideration of appropriate financial support.

c. This congregation shall call pastors who are members of the NALC or otherwise are authorized by the NALC to serve.

d. This congregation shall appoint commissioned lay leaders who are members of the NALC or otherwise are authorized by the NALC to serve.

C6.04. Affiliation with the NALC may be terminated as follows:

a. This congregation dissolves.

b. This congregation ceases to exist.

c. This congregation is removed from membership in the NALC according to the procedures for discipline of the NALC.

d. This congregation, at a legally called and conducted special meeting, approves by at least a two-thirds majority of those present and voting a resolution directing that this congregation withdraw from the NALC. If this congregation adopts a resolution withdrawing from the NALC, all provisions of this constitution binding this congregation to the NALC shall be immediately ineffective. The congregation shall promptly deliver a copy of the withdrawal resolution to the NALC general secretary.

Article 7.

PROPERTY OWNERSHIP

C7.01. This congregation is an independent legal entity with rights to purchase, hold, and convey real and personal property in accord with applicable law. The NALC shall have no right to or interest in the property of this congregation unless this congregation expressly conveys such a right or interest to the NALC. If this congregation dissolves, its property shall be distributed in accord with applicable law and with the congregation's governing documents.

Article 8.

MEMBERSHIP

C8.01. Members of this congregation shall be those baptized persons (a) who are on the roll of this congregation at the time that this constitution is adopted or who are admitted thereafter, and (b) 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 who have communed and made a contribution of record during the current or preceding calendar year. 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. They have all the privileges and duties of membership except voting rights and eligibility for elected offices or membership on the Church Council of this congregation.

C8.03. All applications for confirmed membership shall be submitted to and shall require the approval of the Church 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 NALC, and their ministries and structures through contributions of 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 Church 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.

Article 9.

THE PASTOR

C9.01. Authority to call a pastor shall be in this congregation by at least a two-thirds majority vote of members present and voting at a meeting legally called for that purpose.

C9.02. Consistent with the faith and practice of the NALC,

- a. Every ordained minister shall:
 - 1) preach the Word;
 - 2) administer the sacraments;
 - 3) conduct public worship;
 - 4) provide pastoral care;
 - 5) serve as the chief evangelist in his or her ministry, and
 - 5) proclaim God's love to 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 Church Council; and
 - 4) with the Church 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; and
 - 3) impart knowledge of the NALC and its wider ministry through public provision of information, distribution of publications and other appropriate means,

C9.03 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.

C9.04.

- 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 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; or
 - 6) the dissolution of the congregation.
- b. If the Church Council determines that it may be appropriate to end a call for one of the reasons set out in sub-section (a), the Council shall consult with the pastor regarding the

matter in accord with Biblical principles. If the Church Council and pastor do not reach agreement, the Congregation shall inform the Bishop of the NALC, who shall consult with the Church Council and the pastor and shall attempt to reach an agreed resolution. If the Bishop fails to facilitate an agreed resolution, the Church Council may terminate the pastor's call by a vote of two-thirds of all members of the Church Council. In all events, the Church Council can suspend a pastor with pay by majority vote if the Church Council determines that such suspension is necessary to protect the congregation and all whom it serves.

C9.05. At a time of pastoral vacancy, an interim pastor may be appointed by the Church Council.

C9.06. 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 Church Council. The interim pastor and any ordained pastor providing assistance shall refrain from exerting influence in the selection of a pastor.

C9.07. This congregation shall make satisfactory settlement of all financial obligations to a former pastor before calling a successor. A pastor shall make satisfactory settlement of all financial obligations to this congregation.

C9.08. 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 and the Church Council. As occasion requires, the documents may be revised through the same consultation process.

C9.09. The congregation may depart from the requirements in section 9.04(a) by calling a pastor for a term of years. Details of such a call shall be in a writing that sets forth the purpose and conditions involved. Such call may be terminated before its expiration in accordance with the provisions in section 9.04(a) and 9.04(b).

C9.10. 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 Church Council; 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.

C9.11. The parochial records of this congregation shall be maintained by the pastor and shall remain the property of the congregation.

Article 10.

CONGREGATIONAL MEETING

C10.01. The annual meeting and any other regular meetings of this congregation shall be held at times set by the congregation in bylaws or in other resolutions.

C10.02. A special Congregational Meeting may be called by the pastor, the Church Council, or the president of this congregation, and shall be called by the president of the congregation upon the written request of fifty (50) voting members. The call for each special meeting shall specify the purpose for which it is to be held and no other business shall be transacted.

C10.03. Notice of all meetings of this congregation shall be given at the services of worship on the preceding two consecutive Sundays and by mail or e-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, or sent to the last known e-mail address of such members, shall be sufficient.

C10.04. Thirty-five (35) voting members shall constitute a quorum.

C10.05. Voting by proxy or by absentee ballot shall not be permitted.

C10.06. All actions approved by the congregation shall be by majority vote of those voting members present and voting, except as otherwise provided in this constitution or by applicable law.

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

Article 11.

OFFICERS OF THE CONGREGATION

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

a. Duties of the officers shall be specified in the bylaws.

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

c. Officers of this congregation shall serve similar offices of the Church Council and shall be voting members of the Church Council, except as noted in section C12.01.

d. If the Church Council elects its officers, the president, vice president, and secretary shall be selected from the elected membership of the Church Council. If the treasurer is not elected from the elected membership of the Church Council, the treasurer shall have voice but not vote at the meetings of the Church Council.

C11.02. The officers identified in this Article 11 shall be elected by the Church Council by written ballot and shall serve for one year or until their successors are elected. Their terms shall begin at the close of the meeting at which they are elected.

C11.03. No officer shall hold more than one office at a time.

C11.04. If any elected office enumerated in this Article 11 becomes vacant, the Church Council shall elect a replacement as soon as practicable to serve the remainder of the unexpired term. The time served under this section C11.04 shall not count for purposes of term limits.

Article 12.

CHURCH COUNCIL

C12.01. The voting membership of the Church Council shall consist of the officers of the congregation, and five (5) other members of the congregation. If the treasurer is not elected from the membership of the Church Council, the treasurer shall have voice but not vote. 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 Church 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 Church Council without cause. Consistent

with the laws of the state in which this congregation is incorporated, the congregation may adopt procedures for the removal of a member of the Church Council in other circumstances.

C12.02. The members of the Church Council except the pastor(s) shall be elected by written ballot at the annual meeting of the congregation in January on dates and times set forth by the Church Council as specified in the bylaws. They shall serve terms of three years or until their successors are elected. Their terms shall begin at the close of the meeting at which they are elected. Newly elected Church Council members shall be installed at worship on the first Sunday following the annual meeting at which they were elected. Members shall be eligible to serve no more than two full terms consecutively.

C12.03. Should a member's place on the Church Council be declared vacant, the Church Council shall elect, by majority vote, a successor until the next annual meeting.

C12.04. The Church 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, the Lutheran Confessions and the faith and practice of the NALC. The duties of the Church 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 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 foster resolution of such conflicts according to Biblical principles.
- g. To arrange for pastoral service during the sickness or absence of the pastor.
- h. To emphasize partnership with the NALC as well as cooperation with other Christian congregations, both Lutheran and non-Lutheran.
- i. To seek out and encourage qualified persons to prepare for the ministry of the Gospel.

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

a. The Church 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 Iowa, except as otherwise provided herein.

b. The Church 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 Church Council may enter into contracts of up to \$25,000.00 for items not included in the budget.

d. The Church Council shall prepare an annual budget for adoption by this congregation, shall supervise the expenditure of funds in accordance therewith following its adoption. Obligations of more than \$25,000.00 for items not included in the budget must be approved by the congregation at a specially called Congregational Meeting.

e. The Church 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 designated recipients.

f. The Church Council shall be responsible for this congregation's investments and its total insurance program.

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

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

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

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

C12.10. The Church Council shall normally meet once a month. Special meetings may be called by the pastor or the president, and shall be called by the president 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.

C12.11. A quorum for the transaction of business shall consist of a majority of the members of the Church Council. In addition, the pastor or interim pastor must be present, 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, or with the consent of the Bishop or Dean. In such a circumstance, the Church Council may not conduct any business beyond that which was included on the agenda as approved by the pastor, interim pastor, Bishop or Dean, as applicable. 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 Church Council.

Article 13.

COMMITTEES OF THE CONGREGATION

C13.01. The officers of this congregation and the pastor shall constitute the **Executive Committee**.

C13.02. A **Nominating Committee** of six voting members of this congregation, two of whom, if possible, shall be outgoing members of the Church Council, shall be elected at the annual meeting for a term of one year. Members of the Nominating Committee are not eligible to serve consecutive terms.

C13.03 An **Audit Committee** of three voting members shall be elected by the Church Council. Audit Committee members shall not be members of the Church Council. Term of office shall be three years, with one member elected each year. Members shall be eligible for reelection.

C13.04 A **Mutual Ministry Committee** of six voting members may be appointed jointly by the president and the pastor. Term of office shall be two years, with three members to be appointed each successive year.

C13.05. When a pastoral vacancy occurs, a **Call Committee** of no more than ten voting members shall be elected by this congregation. Term of office will terminate upon installation of the newly called pastor.

C13.06. Other committees of this congregation may be formed, as the need arises, by decision of the Church Council.

C13.07. Duties of committees of this congregation shall be specified in the bylaws or continuing resolutions.

C13.08. The pastor (or senior pastor) of this congregation shall be *ex officio* a member of all committees and boards of the congregation. The president of this congregation shall be *ex officio* a member of all committees and boards of the congregation, except the Nominating Committee.

Article 14.

ENDOWMENT FUND

C14.01 The permanent Endowment Fund established on behalf of the congregation shall be governed by the Continuing Resolutions adopted by this congregation on July 8, 1984, and by any subsequent amendments to that Continuing Resolution adopted by a legally called meeting of this congregation.

Article 15.

ORGANIZATIONS WITHIN THE CONGREGATION

C15.01. All organizations within this congregation shall exist to aid it in ministering to the members of this congregation and to all persons who can be reached with the Gospel of Christ. As outgrowths and expressions of this congregation's life, the organizations are subject to its oversight and direction. This congregation at its annual and semi-annual meeting shall determine their policies, guide their activities, and receive reports concerning their membership, work, and finances.

Article 16.

DISCIPLINE OF MEMBERS AND ADJUDICATION

C16.01. Denial of the Christian faith as described in this constitution or the constitution of the NALC, conduct grossly unbecoming a member of the Church of Christ, or persistent trouble-making in this congregation are sufficient cause for discipline of a member. Prior to disciplinary action, reconciliation will be attempted following Matthew 18:15-17, proceeding through these successive steps: a) private admonition by the pastor, b) admonition by the pastor in the presence of two or three witnesses, and c) citation to appear before the Church Council. If, for any reason, the pastor is unable to administer the admonitions required by a. and b. hereof, the president or vice president shall administer such admonitions.

C16.02. 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 Church 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 Church Council. The written charges shall accompany the written

citation to the accused. The written citation that specifies the time and place of the hearing before the Church Council and requests the presence of a member charged with an 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 Church Council may proceed with the hearing and may pass judgment in the member's absence.

C16.03. Members of the Church Council who participate in the preparation of the written charges or who present evidence or testimony in the hearing before the Church 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 Church 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:

- a. censure before the 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.

C16.04. The member against whom disciplinary action has been taken by the Church Council shall have the right to appeal to a Congregational Meeting, which may revise or overturn the Church Council's decision by a majority vote. Any such vote will be by secret ballot.

C16.05. Disciplinary actions may be reconsidered and revoked by the Church Council upon receipt of (a) evidence that injustice has been done or (b) evidence of repentance and amendment.

Article 17.

BYLAWS

C17.01. This congregation may adopt bylaws. No bylaw may conflict with this constitution.

C17.02. 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.

C17.03. Changes to the bylaws may be proposed by any voting member provided, however, (a) that such additions or amendments be submitted in writing to the Church Council at least 60 days before a regular or special Congregational Meeting called for that purpose and (b) that the Church Council notify the members of the proposal with any recommendations regarding the disposition of the proposal at least 30 days in advance of the Congregational Meeting.

Article 18.

AMENDMENTS

C18.01. Amendments may be proposed by at least fifty (50) voting members or by the Church Council. Proposals must be filed in writing with the Church Council 60 days before a regular or special Congregational Meeting called for that purpose. The Church Council shall notify the members of the proposal with the council's recommendations regarding disposition of the proposal at least 30 days in advance of the meeting.

- C18.02.** An amendment to this constitution, shall:
- a. be approved at a legally called Congregational Meeting according to this constitution by a simple majority vote of those present and voting;
 - b. be ratified without change at the next annual Congregational 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.

Article 19.

CONTINUING RESOLUTIONS

C19.01. This congregation in a legally called Congregational Meeting or the Church Council may enact continuing resolutions. Such continuing resolutions may not conflict with the constitution or bylaws of this congregation.

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

Article 20.

INDEMNIFICATION

C20.01. 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 Church 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.

Article 21.

TERM

C21.01 The term of this corporation is perpetual.

I certify this to be a true and correct copy of the Restated Articles of Incorporation and revised Constitution as amended and approved by this congregation at its Annual Meeting on January 22nd, 2023.

Signed: _____ Date: _____

Amber Johnson, Secretary (Congregational Officer)
Trinity Lutheran Church