

CONSTITUTION & BYLAWS

St. Martin's Ev. Lutheran Church
Austin, Texas

Amended Special Congregational Meeting August 24, 2008
Approved by Southwestern Texas Synod Council October 18, 2008

**CONSTITUTION
ST. MARTIN'S EVANGELICAL LUTHERAN CHURCH
OF
AUSTIN, TEXAS**

Amended August 24, 2008 by special called Congregation Council meeting and approved at the October 18, 2008 Southwestern Texas Synod Council Meeting.

PREAMBLE

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

Chapter 1.

NAME AND INCORPORATION

C1.01. The name of this congregation shall be St. Martin's Evangelical Lutheran Church of Austin, Texas.

C1.02. For the purpose of this constitution and the accompanying bylaws, the St. Martin's Evangelical Lutheran Church of Austin, Texas congregation is hereinafter designated as "this congregation."

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

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 revealed 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 Word of God and the authoritative source and norm of its proclamation, faith, and life; and these scriptures are our source, authority, rule and guide in all matters of faith and practice. To this Word we humbly submit ourselves in all things.

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

C2.05. This congregation accepts the Unaltered Augsburg Confession as a true witness to the Gospel, acknowledging as one with it in faith and doctrine all churches that likewise accept the teachings of the Unaltered Augsburg Confession.

C2.06. This congregation accepts the other confessional writings in the Book of Concord, namely, the Apology of the Augsburg Confession, the Smalcald Articles and the Treatise, the Small Catechism, the Large Catechism, and the Formula of Concord, as further valid interpretations of the faith of the Church.

C2.07. This congregation confesses the Gospel, recorded in the Holy Scriptures and confessed in the ecumenical creeds and Lutheran confessional writings, as the power of God to create and sustain the Church for God's mission in the world.

Chapter 3.

NATURE OF THE CHURCH

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

C3.02. The Church 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.

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. This church, 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, the Church 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 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 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.

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 by Chapter 9;
- b. terminate the call of a pastor as provided in Chapter 9;
- c. call or terminate the appointment 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 officers and Congregational Council, and require them to carry out their duties in accordance with the constitution, bylaws, continuing resolutions and manual of operations 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 Southwestern Texas Synod of the Evangelical Lutheran Church in America.

Chapter 6.

CHURCH AFFILIATION

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

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

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

- a. This congregation agrees to be responsible for its life as a Christian community.
- b. This congregation pledges its financial support and participation in the life and mission of the Evangelical Lutheran Church in America.
- c. This congregation agrees to call pastoral leadership from the clergy roster of the Evangelical Lutheran Church in America in accordance with its call procedures except in special circumstances and with the approval of the bishop of the synod.
- d. This congregation agrees to consider associates in ministry for appointment to other staff positions in this 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; or
- b. this congregation ceases to exist; or
- 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; or
- 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 properly 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 affiliation, 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 affiliation shall be sent to the synodical bishop, at which time the relationship between this congregation and ELCA shall be terminated.

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

C6.06. If this congregation is considering relocation, it shall confer with the bishop of the synod 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 Southwestern Texas 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 properly 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 Southwestern Texas Synod.

C7.04. If a two-thirds majority of the voting members of this congregation present at a properly 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 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 maintained 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 year.

d. Associate members are persons holding membership in other Christian congregations who wish to retain such membership but desire to participate in the life and mission of this congregation. They have all the

privileges and duties of membership except voting rights and eligibility for elected offices or membership on the council of this congregation.

C8.03. All applications for confirmed membership shall be submitted to and shall require the approval of the pastor(s).

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;
- c. support the work of this congregation and of the Evangelical Lutheran Church in America through contributions of their time, abilities, and financial support as biblical stewards; and
- d. present their children to the Lord in holy baptism as early as possible, bring their children to Sunday school regularly, and, when their children reach the appropriate age, have them instructed in preparation for confirmation.

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

- a. death;
- b. resignation in accordance with the bylaws;
- c. transfer or release in accordance with the bylaws;
- d. disciplinary action by the council; or
- e. removal from the roll due to inactivity as defined in the bylaws.

Such persons who have been removed from the roll of members shall remain persons for whom the church has a continuing pastoral concern.

Chapter 9.

THE PASTOR

C9.01. Authority to call a pastor shall be in this congregation by at least a two-thirds majority ballot vote of members present and voting at a meeting properly called for that purpose. Before a call is issued, the officers, or the call committee of this congregation 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 person who has been recommended for it by the synodical bishop may be called as a pastor of this congregation.

C9.03. Consistent with the faith and practice of the Evangelical Lutheran Church in America, every ordained minister shall preach the Word, administer the sacraments, conduct public worship, provide pastoral care, and shall speak publicly to the world in solidarity with the poor and oppressed, calling for justice and proclaiming God's love for the world. Each ordained minister with a congregational call shall, within the congregation, offer instruction, confirm, marry, visit the sick and distressed, and bury the dead; supervise all schools and organizations of this congregation; shall install regularly elected members of the council and with the council administer discipline. Every pastor shall seek out and encourage qualified persons to prepare for the ministry of the Gospel and strive to extend the Kingdom of God in the community, in the nation, and abroad; shall impart knowledge of this church and its wider ministry through distribution of its periodicals and other publications; and shall endeavor to increase the support given by the congregation to the work of the Evangelical Lutheran Church in America and of the synod of the ELCA.

C9.04. The specific duties of the pastor(s), compensation, and other matters pertaining to the service of the pastor shall be included in a letter of call.

C9.05.

a. The call of this 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 of years;
- 2) resignation of the pastor;
- 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 this congregation

b. In the case of alleged physical or mental incapacity of the pastor or ineffective conduct of the pastoral office in view of local conditions, it shall be the responsibility of the bishop of the synod, when such difficulties are personally known or have been brought to the synod's attention by an official recital of allegations by the council, or by a petition signed by at least one-third of the voting members of this congregation, to investigate such conditions personally in company with a committee of two ordained ministers and two laypersons, all appointed by the bishop of the synod.

c. In case of alleged physical or mental incapacity, competent medical testimony shall be obtained unless the pastor refuses to allow either medical examination or medical testimony. 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 this congregation or in another field of labor.

d. In the case of alleged local conditions which imperil the effective functioning of this 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 this congregation. If they agree to carry out such recommendations, no further action shall be taken by the synod. If either party fails to assent, the congregation may dismiss the pastor by a two-thirds majority vote of the voting members present at a properly called and conducted meeting after consultation with the bishop.

e. The foregoing procedure shall never be invoked when questions of doctrine, morality, or continued neglect of duty are involved, all such cases being treated as disciplinary matters.

f. If, in the course of the proceedings, it should become apparent that the pastoral office cannot be conducted effectively in this congregation by the ordained minister due to local conditions, the bishop of the synod may temporarily suspend the pastor from service in this congregation without prejudice and with pay provided through a joint churchwide/synod fund and with housing provided by this congregation.

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

C9.07. During the period of service, an interim pastor shall have the rights and duties 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 the council. The interim pastor and any ordained pastor providing assistance shall refrain from exerting influence in the selection of a pastor.

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

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

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

C9.11. The pastor(s) shall keep accurate parochial records of all baptisms, confirmations, marriages, burials, communicants, members received, members dismissed, and members excluded from the congregation and shall submit a summary of such statistics annually to the synod.

C9.12. 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.

Chapter 10.

CONGREGATION MEETING

C10.01. The annual meeting of this congregation shall be held at a time specified in the bylaws.

C10.02. A special Congregation Meeting may be called by the senior pastor, the council, or the president of this congregation, or shall be called at the written request of twenty-five of the voting members. The call for each special meeting shall specify the purpose for which it is to be held and no other business shall be transacted. The meeting will be held within 30 days of the time the notice is received by the council.

C10.03. Notice of all meetings of this congregation shall be given at the services of worship on the preceding two consecutive Sundays and by mail to all confirmed 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. Voting members shall constitute a quorum.

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

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

C10.07. Robert's Rules of Order, latest edition, shall govern parliamentary procedure of all meetings of this congregation if such procedure is not specifically covered by this constitution and bylaws.

Chapter 11.

OFFICERS

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

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

b. All nominees to be officers shall be voting members of this congregation and active members for at least one year prior to the date of election. Officers should be examples of the style of life and ministry expected of all baptized persons. Employees of this congregation or persons expected to be employees of this congregation may not be nominated or appointed as officers of this congregation.

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

C11.02. This congregation shall elect its officers at its annual meeting, and they shall be the officers of the council. Each newly elected officer shall be installed and begin his/her term in accordance with the bylaws.

C11.03. No officer shall hold more than one office at a time. No elected officer shall serve successive terms in the same office.

Chapter 12.

CONGREGATION COUNCIL

C12.01. The Congregation Council, called in this constitution and bylaws the council, shall have general oversight of the life and activities of this congregation, and in particular its worship life, to the end that everything be done in accordance with the Word of God and the faith and practice of the Evangelical Lutheran Church in America. The duties of the Congregation Council shall include the following:

a. To lead this congregation in stating its mission, to do long-range planning, to set goals and priorities, and to evaluate its activities in light of its mission and goals.

b. To seek to involve all members of this congregation in worship, learning, witness, service, and support.

c. To oversee and provide for the administration of this congregation, to enable it to fulfill its functions and perform its mission.

d. To maintain supportive relationships with the pastor(s) and staff and help them annually to evaluate the fulfillment of their calling, appointment, or employment.

e. To be examples individually and corporately of the style of life and ministry expected of all baptized people.

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 services during the sickness or absence of the pastor.

h. To emphasize partnership with the synod and churchwide units of the Evangelical Lutheran Church in America as well as cooperation with other congregations, both Lutheran and non-Lutheran, subject to established policies of the synod and the Evangelical Lutheran Church in America.

i. To recommend and encourage the use of program resources produced or approved by the Evangelical Lutheran Church in America.

C12.02. The voting membership of the council shall consist of the pastor(s), the officers of this congregation, six council members elected at large and the Chair of the Lutheran School Board.

C12.03. Any voting member of this congregation who has been an active member for at least one year prior to the date of election may be elected to the council of this congregation. Council members should be examples of the style of life and ministry expected of all baptized persons. Employees of this congregation or persons expected to become employees of this congregation may not be nominated or appointed to become members of the council of this congregation.

C12.04. The President shall declare a member's place on the council vacant if:

a. the member ceases to be a voting member of this congregation;

b. the member is absent from three successive regular meetings of the council without cause; or

c. the council has determined that the member has been incapacitated.

C12.05. Council members shall be elected at the annual business meeting of this congregation. Each at large council member shall serve for two years and shall not be eligible to succeed himself/herself after serving one full term. Each newly-elected council member shall be installed in accordance with the bylaws. The normal term of a council member shall expire upon the installation of his/her duly-elected successor.

C12.06. Should a member's place on the council be declared vacant, the nominating committee shall make recommendations for the filling of such vacancy to the council who shall immediately elect, by majority vote, a successor to fill the vacancy until the next annual business meeting at which time a successor shall be elected to fill any unexpired term. However, if the position of the president-elect becomes vacant, it shall be filled by the same process as a normal election for that position except that the election shall take place at a special congregational meeting called for that purpose. All such successors shall meet the requirements prescribed in Chapter C12.03.

C12.07. The council shall be responsible for submitting reports of the decisions, activities and programs of this congregation to the membership on a regular basis as well as a yearly report at the annual business meeting.

C12.08. The council shall meet regularly once a month on a date to be set by themselves. Special meetings may be called by the pastor(s) or president. Special meetings shall be called at the request of at least one-half of its members. Notice of each special meeting shall be given to all voting members of the council.

C12.09. A quorum for the transaction of business shall consist of a majority of the members of the council.

Chapter 13.

CONGREGATION COMMITTEES

C13.01. The officers of this congregation and the senior pastor shall constitute the Executive Committee. They shall be responsible for the proper handling of all legal business of this congregation. The Executive Committee shall also serve as a Staff Support Committee.

C13.02. A Nominating Committee of five voting members of this congregation, two of whom, shall be outgoing members of the council, shall be selected by the president for a term of one year. Members of the Nominating Committee are not eligible for consecutive reelection.

C13.03. An Audit Committee of three voting members shall be appointed by the congregation president. Audit Committee members shall not be members of the council. Term of office will be three years, with one member appointed each year. Members shall be eligible for reappointment.

C13.04. When a pastoral vacancy occurs, a Call Committee consisting of at least five voting members shall be appointed by the congregation president. Term of office will terminate at installation of the newly-called pastor.

C13.05. Other congregation committees and special task forces may be formed as the need arises, by decision of the council.

C13.06. Duties of congregation committees shall be specified in the manual of operations. Duties and terms of special task forces shall be specified by the council by resolution.

C13.07. The pastor(s) and the president of this congregation are ex officio members of all committees, except the Audit Committee and the Call Committee, with only one pastor and the president being able to vote on any action to be taken by a committee.

Chapter 14.

ORGANIZATIONS WITHIN THE CONGREGATION

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

C14.02. Special interest groups within this congregation, 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 council.

Chapter 15.

DISCIPLINE OF MEMBERS

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 council.

C15.02. A member charged with the offense shall appear before the council having received a written notice, specifying the exact charges that have been made against the member, at least 10 days prior to the meeting.

C15.03. Should the allegations be sustained by a two-thirds majority vote of the council, 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.

C15.04. The member against whom disciplinary action has been taken by the 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 council upon receipt of:

- a. evidence that injustice has been done or
- b. evidence of repentance and amendment.

Chapter 16.

BYLAWS

C16.01. This congregation shall adopt bylaws. No bylaw may conflict with this constitution, but in case of conflict, the constitution shall take precedence. The bylaws should include but not be limited to details concerning termination of membership, congregational meetings, elections, and duties of officers and council members.

C16.02. Bylaws may be adopted or amended at any properly called and conducted meeting of this Congregation.

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 council at least 60 days before a regular or special congregation meeting called for that purpose and that the council notify the members of the proposal with its recommendations at least 30 days in advance of the congregation meeting.

C16.04. Approved changes to the bylaws shall be sent to the Synod.

Chapter 17.

AMENDMENTS

C17.01. Amendments to this constitution may be proposed by at least twenty-five voting members or by a majority vote of the council. Proposals must be filed in writing with the council 60 days before formal consideration by this congregation at its regular or special meeting called for that purpose. The council shall notify the members of the proposal with the its recommendations at least 30 days in advance of the meeting.

C17.02. A proposed amendment to this Constitution shall:

a. be approved at a properly called meeting according to this constitution by a two-thirds majority vote of those present and voting and

b. have the effective date included in the resolution and noted in the constitution

C17.03. Any amendments to this constitution shall be sent by the secretary of this congregation to the synod. The amendment(s) shall become effective upon the date included in the resolution unless within 120 days from the date of the receipt of the notice by the synod, it 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 Southwestern Texas Synod. If in conflict, any amendment(s) and any action(s) taken on them are void.

Chapter 18.

MANUAL OF OPERATIONS

C18.01. The council shall maintain a manual of operations to describe the functions of the various committees or organizations of this congregation.

C18.02. The manual of operations shall be enacted or amended by a majority vote of all voting members of the council.

Approved at the Special Called Congregation Meeting, August 24, 2008.

BYLAWS

ST. MARTIN'S EVANGELICAL LUTHERAN CHURCH OF AUSTIN, TEXAS

Section I. Congregational meetings.

Regular congregational business meetings shall be held annually on the third Sunday in January. Time of day and place shall be determined by the council no later than their preceding December meeting.

Section II. Elections.

A. Officers, council and Lutheran School Board members.

Officers, council members and Lutheran School Board members of the congregation shall be elected at the annual business meeting of this congregation, as provided in Section II.C. Each newly elected officer, council member and Lutheran School Board member shall be installed and begin his/her term on the first Sunday of February or as soon thereafter as possible. The normal term of any officer, council member or Lutheran School Board member shall expire upon the installation of his/her duly-elected successor.

B. Nominations.

At least one nomination for each office to become vacant is to be made by the Nominating Committee at the annual business meeting. All members of this congregation shall have the privilege of making suggestions to the chairperson of the Nominating Committee or to make nominations from the floor; provided, however, that no name shall be submitted for nomination either by the Nominating Committee or from the floor without the prior consent of the nominee who shall promise to serve in the Spirit of Christ, if elected. The Nominating Committee shall make arrangements for the printing of any necessary ballots.

C. Order of election.

The order of election shall be:

1. the president-elect, secretary and treasurer, each to serve for two years, the secretary to be chosen in even-numbered years, the treasurer in odd-numbered years and the president-elect each year, with the president-elect becoming president at the end of his/her first year in office and serving as president for the remaining year of her/his term;
2. six council members, each to serve for a term of two years, three council members to be chosen in even-numbered years, and three council members to be chosen in odd-numbered years; and
3. six members of the Lutheran School Board, each to serve for a term of two years, three members to be chosen in even-numbered years and three members to be chosen in odd-numbered years. At the first meeting of the Lutheran School Board each year, the Board shall choose a Chair, who shall be the seventh member of the council.

D. Appointment to the Endowment Fund Board.

1. A majority of the Endowment Fund Board shall fill vacancies on the Board, with the consent of the council.
2. A term of office shall be for a period of five years. A Board member may serve successive terms as long as the member is re-elected by the Endowment Fund Board and approved by the council.
3. The Board shall be comprised of a minimum of six members and a maximum of nine; the number of members to be fixed according to the Bylaws of the Board.

Section III. Duties of officers, council members and board members.

A. Special duties of the officers, council members and board members.

The officers, council members and board members of this congregation are expected to set an example to other members by regular participation in divine services, are to be "doers of the Word and not hearers only," and are to participate regularly in the Lord's Supper.

B. Special duties of the council.

1. The council shall be responsible for management of the business and fiscal affairs of this congregation. It shall have powers and be subject to the obligations that pertain to such boards under the laws of the State of Texas, except as otherwise provided herein.

2. The 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. The council will prepare a budget each year, which shall be presented to the congregation for adoption at the annual business meeting.

3. The council shall see that the provisions of this constitution, its bylaws, and its manual of operations are carried out.

4. The officers and other council members shall assist in the administration of Holy Communion as the pastors may direct.

5. The council shall establish a Lutheran School Board and standing committees to assist the council, the pastors and the congregation in the congregation's mission to share God's love through Worship, Witness, Learning, Service and Support. The duties of the Lutheran School Board and the standing committees shall be specified in the manual of operations. At the first meeting of the new Council each year, the Executive Committee shall appoint one or more council members to serve as ex officio members of each standing committee.

6. The council may establish such other committees and special task forces as are required to fulfill the mission of the congregation. Duties of the committees shall be specified in the manual of operations. Duties and terms of special task forces shall be specified in the resolution creating the task force.

7. The council shall adopt any policies that are necessary and convenient for the operations of this congregation. Such policies shall be included in the manual of operations.

C. Special duties of the officers.

1. The officers with the senior pastor shall be responsible for the legal affairs of this congregation.

2. President. The president shall preside at all meetings of this congregation and of the council, and shall perform all other duties and exercise such authority as ordinarily falls to such office.

3. President-elect. During the first year of the term for which he/she was elected, the president-elect shall act in the capacity of a vice-president, performing all duties of the president in the latter's absence and otherwise assisting the president in every possible way. He/she shall automatically succeed to the presidency after serving one year as president-elect, or in the event of a vacancy in the president's office. If he/she assumes the office of the president due to a vacancy, he/she shall serve out the previous president's term as well as the one year term for which he/she was elected.

4. Secretary. The secretary shall be responsible for keeping and preserving a record of all meetings of this congregation and of the council, and is to act as custodian of all official documents and to perform all such other duties as ordinarily falls to his/her office.

5. Treasurer. The treasurer shall receive all monies belonging to this congregation and be responsible therefor, and he/she shall administer the same only under the direction of the council. At the annual meeting of this congregation and at such other times as this congregation or the council shall demand, he/she shall submit an exact report of the receipts and disbursements of all funds under his/her supervision and control. The treasurer shall also be the custodian of and be responsible for the safekeeping of all bonds, notes and other financial papers of this congregation.

D. Special duties of the Board of Directors of St. Martin's Endowment Fund.

a. They shall elect a president, vice-president, secretary and treasurer of the Endowment Fund from their number.

b. They shall be responsible for the management and control of the property and affairs of the Endowment Fund and shall have such other rights, powers and duties as are usually incident to the office of Director of a non-profit corporation under the laws of Texas.

c. They shall meet at such times as are required or authorized by the Bylaws of the Endowment Fund, and their secretary shall submit a copy of their minutes to the president, the council and the pastors.

d. They shall make an annual report at the business meeting of this congregation.

Section IV. Termination of Membership.

The membership of any member may be terminated by one of the following actions.

A. Resignation.

Members of this congregation may resign their membership by giving due notice of their intention to a pastor who shall bring the matter to the attention of the council together with the pastor's recommendation. The council, acting in Christian charity and wisdom, is hereby authorized to act upon the request.

B. Transfer.

Upon their request, members of this congregation may transfer to another congregation and be released from membership in this congregation in order to join another congregation. The pastor is hereby authorized to furnish letters of transfer or release.

C. Death.

No council action is required for the transfer of members to their heavenly home.

D. Inactivity.

The council may remove members from the membership rolls of this congregation because of inactivity.

1. Inactivity is to be defined as having neither worshiped or communed for twelve (12) consecutive months. Members may restore their active membership by worshiping or communing.

2. Inactive members may not be removed from the membership rolls until this congregation has made every effort to restore them to active membership through prayer and personal visits.

E. Temporary separation.

A member who is temporarily removed from our midst shall not by that fact be considered to have forfeited his/her membership.

F. Expulsion.

For disciplinary reasons, a member may be either suspended for a definite time or excluded from membership. (Procedures are specified in the Constitution, Chapter 15.)

5/17/05; 10/5/05; 8/24/08

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