

**RESTATED CONSTITUTION
OF
ST. PAUL
LUTHERAN CHURCH
AURORA, IL**

In the name of the Father and of the Son and of the Holy Spirit. Amen.

PREAMBLE

It is the will of our Lord Jesus Christ that His disciples should preach the Gospel to the whole world and make disciples (*Mark 16:16, Matthew 28:18-20, Acts 1:8*). In order that Christ's mission for his Church might be carried out according to His will, He has commanded that Christians unite in worship (*Hebrews 10:24-25*), practice fellowship with one another (*Acts 2:42*), witness to all mankind (*Acts 1:8*), help each other grow in the Word (*Ephesians 4:11-14*), serve the needs of all mankind in Christian love (*Ephesians 4:7-16, Mark 10:42-44, John 13:35, Galatians 6:10*), care for His world and use His gifts well (*Genesis 1:28-29, 2 Corinthians 8:1-15*), administer the Office of the Keys as His Church (*John 20:21-23, Matthew 18:15-20*), and maintain decency and order (*I Corinthians 14:40*) in the Church.

Therefore, we, the members of St. Paul Lutheran Church, Aurora, IL adopt and subscribe to this Constitution (hereinafter the "Constitution"), by which all spiritual and material affairs of the Congregation shall be conducted.

**ARTICLE I
NAME**

The name of this church shall be St. Paul Lutheran Church, Aurora, IL (hereinafter the "Congregation").

**ARTICLE II
CONFESSIONAL STANDARD**

This Congregation accepts in all its parts the canonical books of the Old and New Testaments as the inspired, revealed and inerrant Word of God, and the only rule and norm of faith and of practice and all the Symbolical Books of the Evangelical Lutheran Church, contained in the Book of Concord of the year 1580, as the correct presentation and true exposition of Christian Doctrine drawn from the

Holy Scriptures, namely:

1. The Three Ecumenical Creeds. (The Apostolic, the Nicene, and the Athanasian);
2. The Unaltered Augsburg Confession;
3. The Apology of the Augsburg Confession;
4. The Smalcald Articles;
5. Luther's Large Catechism;
6. Luther's Small Catechism;
7. The Formula of Concord.

No doctrine or practice in conflict, or inconsistent with the above norms of faith and life shall be taught or tolerated in this Congregation.

ARTICLE III SYNODICAL MEMBERSHIP

This Congregation shall be a member of The Lutheran Church—Missouri Synod, as long as the confessional standard and constitution of said Synod are in accordance with this Constitution.

This Congregation shall, to the best of its ability, collaborate with said Synod and assist it in effecting all sound measures intended for the building up of the Kingdom of God.

ARTICLE IV MEMBERSHIP

A. ***Baptized Membership*** in this Congregation is limited to those who are baptized in the Name of the Father, Son, and Holy Spirit and are under the Congregation's pastoral care.

B. ***Communicant Membership*** in this Congregation may be held only by those who:

1. Are baptized in the Name of the Triune God;
2. Have declared their acceptance of the Confessional Standard of this Congregation as contained in Article II of this Constitution.
3. Have been accepted into communicant membership in accordance with the Bylaws of this Congregation and remain faithful to the responsibilities of membership as contained in such Bylaws;
4. Do not live in manifest works of the flesh (*Galatians 5:19-21*), but lead a Christian life (*Galatians 5:22-25*); and
5. Are not members of any organization in conflict with Article II

Communicant membership shall remain in force so long as each member shall maintain his or her eligibility according to the five points in Section B of this Article and shall meet the requirements stated or implied in the Bylaws.

- C. ***Voting Membership*** is limited to those communicant members in good standing who are 18 years and older and who qualify under requirements set forth in the Bylaws.
- D. Women may serve this Congregation in any capacity which does not call upon them to carry out the specific functions of the pastoral office.
- E. Any member who voluntarily severs his or her connection with this Congregation, or who has been released or transferred, or who has been excommunicated or has excluded himself or herself according to the provisions of the Bylaws, shall be deemed to have terminated his or her membership in this Congregation along with all rights and privileges of such membership.

ARTICLE V ORGANIZATION AND AUTHORITY

- A. ***The Congregation*** is organized as a religious corporation. The Congregation shall have ultimate power to manage and administer its internal and external affairs.

The Congregation shall delegate its power to a Board of Directors except in the following designated areas:

1. The formal act of calling and/or removing of a Pastor or of a Called Worker;
2. The purchase, lease, mortgage, sale or other disposition of real estate, or a capital purchase with a value that exceeds 5% of the total budgeted expenses for the then current fiscal year;
3. The incurrence of indebtedness secured by real estate or personal property or indebtedness with a term of more than one year;
4. The election or removal of the members of the Board of Directors.
5. The annual review and ratification of the Ministry Plan and budget as recommended by the Board of Directors.
6. The excommunication of a member of the Congregation;
7. The expansion, merger or dissolution of the Congregation; and
8. The amendment of this restated Constitution and restated Bylaws.

Any right or power delegated to the Board of Directors shall be subject to review, revision or revocation by the Congregation as it sees fit.

- B. **The Board of Directors** shall exercise only such powers that are delegated to it by the Congregation. The Board of Directors shall delegate its powers to such officers, boards and committees to accomplish the Biblical mission of worship, witness, fellowship, service, education and stewardship as well as the managing of physical and financial assets, caring for members and administering the affairs of the Congregation as required by the Bylaws. Such officers, boards and committees, however, shall have no authority beyond that which has been conferred upon them, and such conferred power may be altered or revoked by the Board of Directors. Any right or power delegated by the Board of Directors shall be subject to review, revision or revocation by the Congregation.
- C. **The Officers** of the Congregation shall consist of the Chair, the Vice-Chair, Secretary and the Treasurer. Such officers shall be members of the Board of Directors and elected in accordance with the Bylaws.

The privilege of serving in an elected position in the Congregation is reserved for those who are communicant members with an evidenced understanding of Article IV, B shown through their attendance at worship, the Lord's Table and by their financial support. In unusual circumstance, this may be waived by decision of the Congregation.

- D. **The Pastor(s)** shall be an ex-officio member of all boards and committees, and shall be notified of, and may attend any or all meetings.

ARTICLE VI PASTORS AND CALLED WORKERS

Only candidates who are certified by The Lutheran Church—Missouri Synod, profess acceptance of, and pledge faithful adherence to Article II of this Constitution shall be elected and called to serve as Pastor(s) or as Called Worker(s).

In the absence of adequate cause for dismissal or release, as defined in the Bylaws of the Congregation, the tenure of office of a called or elected Pastor or Called Worker shall be the remainder of his or her term (as defined within his or her call), or until the Lord calls the individual into another field of service within or outside of the Ministry.

ARTICLE VII PROPERTY RIGHTS

- A. If at any time, an irreconcilable difference should take place within this Congregation, such that a separation of the Congregation is being considered, the advice of the officers of District and Synod shall be sought. If, despite all efforts to reconcile differences in peace and love, a division into factions of the Congregation occurs, the property of the Congregation and all benefits therewith connected shall remain with those members who continue to adhere in confession and practice to Articles II, III, IV and VI of this Constitution.

- B. In all disagreements not related to doctrine, the majority of the voting members of the congregation retain the full right to hold and use the property.

- C. In the event the Congregation shall totally disband, the property and all rights connected herewith shall be transferred to The Lutheran Church—Missouri Synod District of which the Congregation is a member. This shall be in affect after any and all debts are paid and upon acceptance by the District.

ARTICLE VIII INDEMNIFICATION

To the fullest extent permitted by law, the Congregation shall indemnify any individual who was or is a party, or threatened to be made a party, to any proceeding other than a proceeding by or in the right of the Congregation, because he or she was a member of the Board of Directors, officer, pastor, called worker or employee of the Congregation, against liability and/or expenses incurred in the proceeding if: (a) he or she conducted himself or herself in good faith; (b) he or she reasonably believed (i) in the case of conduct in his or her official capacity, that his or her conduct was in the best interests of the Congregation, and (ii) in all other cases, that his or her conduct was at least not opposed to the best interests of the Congregation; and (c) in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

ARTICLE IX BYLAWS

The Congregation shall adopt such Bylaws as may be required for the accomplishment of its Christian mission as stated in the Preamble. The Bylaws

may be amended as provided therein.

ARTICLE X AMENDMENTS

- A. Articles I, V, IX and X may be amended by the voting members of the Congregation at a regular or special meeting by two-thirds majority of the votes cast. The intention to amend the Constitution shall be announced, and the amendments proposed shall be made available to the Congregation assembled for worship for two (2) consecutive weeks prior to the date upon which the amendment is presented for action.

- B. Articles II, III, IV, VI, VII and VIII may be amended by the voting members of the Congregation at a regular or special meeting by three-fourths majority of the votes cast. The intention to amend the Constitution shall be announced, and the amendments proposed shall be made available to the Congregation assembled for worship for two (2) consecutive weeks prior to the date upon which the amendment is presented for action.

- C. The revised constitution, as a condition of membership in the Lutheran Church—Missouri Synod, shall be submitted to the president of the District for review by the Polity Commission, and favorable action by the District's board of directors before being placed into practice by the Congregation.

This Amended and Restated Constitution was approved by the Voters Assembly of St. Paul Lutheran Church, Aurora, IL on the _____ day of _____, 2007 and ratified by the Voters Assembly on the _____ day of _____, 2007.

Dated this _____ day of _____, 2007

Jack Meyer, Chair

Attest:

Keith Mack, Secretary

The Lutheran Church—Missouri Synod, Northern Illinois District Board of Directors, approved the above Constitution and Bylaws.

Dated this _____ day of _____, 2007
