

**CONSTITUTION  
EMMANUEL LUTHERAN CHURCH  
ASHEVILLE, NORTH CAROLINA**

**PREAMBLE**

We, the members of Emmanuel Lutheran Church, located at Asheville, North Carolina, accept and subscribe to the following Constitution and By-Laws, in accordance with which all spiritual and material affairs of our congregation shall be governed.

**ARTICLE I: NAME**

The name of this congregation shall be:

Emmanuel Lutheran Church of Asheville, North Carolina

**ARTICLE II: STATEMENT OF PURPOSE**

It is the will of our Lord Jesus Christ that we should preach the Gospel to all people. So that we might carry out Christ's mission for His Church, our purpose at Emmanuel Lutheran Church is to:

- ...tell others of God's love in Christ.
- ...serve others as God has served us.
- ...grow in Christian knowledge and keep each other strong in faith.
- ...rejoice with one another over Christ's meaning in our lives and offer praise to God for His love and forgiveness.
- ...unite in worship and the sharing of God's Word and Sacraments.
- ...manage, both as individuals and as a group, our lives and resources in such a way that we serve God's mission and purpose for us.

**ARTICLE III: CONFESSION**

This congregation acknowledges and accepts all the Canonical Books of the Old and New Testament as the revealed and inerrant Word of God, 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. These are: The Three Ecumenical Creeds; (Apostles, Nicene, and Athanasian), The Unaltered Augsburg Confession, The Apology of the Augsburg Confession, The Smalcald Articles, The Catechisms of Martin Luther, and the Formula of Concord.

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

**ARTICLE IV: SYNODICAL AFFILIATION**

This congregation shall be affiliated with the Lutheran Church-Missouri Synod and the District in which it is geographically located as long as the Confessions and Constitution

of said Synod and District are in accord with the Confessional basis and Constitution of this congregation as laid down in Article III.

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

## **ARTICLE V: MEMBERSHIP**

The membership of this congregation includes the following:

A. Baptized Membership. Baptized members are those who are baptized, with water, in the name of the Triune God and are under the spiritual care of this congregation.

B. Confirmed Membership. Confirmed membership may be held only by those who:

1. Are baptized in the name of the Triune God.
2. Have declared their acceptance of the Confessions of this congregation as contained in Article III of this Constitution.
3. Have been received into membership through the rite of confirmation, by transfer from a partner congregation, by profession of faith or by reaffirmation of faith.
4. Lead a Christian life and remain faithful to the responsibilities of membership as contained in the By-Laws of this congregation.
5. Guard against teachings of secret societies or any other organizations conflicting with the Word of God and the conduct of a Christian life.  
(II Corinthians 6:14-18)

C. Membership privileges and terminations:

The membership privileges of each confirmed member shall remain in force so long as each member shall maintain eligibility according to the five points in Section B of this article and shall meet the requirement stated in the By-Laws. A member who voluntarily severs connection with this congregation, or who has been released according to the provisions of the By-Laws, shall be deemed to have terminated membership in this congregation along with all rights and privileges of such membership.

## **ARTICLE VI: ORGANIZATION**

A. Governing body: The Voting Membership shall be the governing body of this congregation and shall be empowered to administer and manage all its affairs.

B. Voting Membership: Only confirmed members, who have attained the age of eighteen (18) years, and who have qualified according to the membership provisions of the By-Laws, shall be received as Voting Members of this congregation.

C. Rights and Powers of the Congregation: This congregation, through its Voting Membership, shall have final authority to govern and direct all of its external and internal

affairs in pursuing the congregation's mission. To pursue that mission in a responsible and effective manner, the congregation will establish a Board of Directors.

This congregation and the Board of Directors will be guided by the Constitution and By-Laws and neither shall be empowered to decide anything contrary to the Confessions of The Lutheran Church (Article III).

The Voting Membership shall be the final governing body and shall decide all spiritual and material matters by a simple majority vote of the qualified Voting Members present at a properly convened meeting of the Voters' Assembly, except as otherwise provided in this Constitution and its associated By-Laws for dealing with certain and specific matters. Absentee ballots or voting by proxy are not permitted in any action requiring a vote of the Voting Members.

The Board of Directors, acting on behalf of the congregation, shall have the authority to manage the affairs of the congregation as a not for profit corporation according to the laws of the state of North Carolina and to carry out the responsibilities and duties conferred upon them by the Constitution and By-Laws, and the resolutions of this congregation.

D. Right of Calling: The right of calling Ministers of Religion, Ordained and Commissioned, who are eligible for a Divine Call shall be vested in the congregation, through the Voting Membership, and shall never be delegated to a smaller body or individual.

E. Removal from Office: The Voting Members of the congregation, acting in a Christian and lawful manner and according to the appropriate Synod and District procedures, may remove a called worker from office for one or more of the following reasons: persistent adherence to false doctrine (Article III), living a scandalous life, or the inability to perform or willful neglect of duties.

## **ARTICLE VII: MINISTERS OF RELIGION ORDAINED AND COMMISSIONED**

The pastoral office of this congregation, as well as that of other called ministers of religion, shall be conferred only upon such ministers whose beliefs are in accord with the confessional standards of this congregation (Article III) and who have been approved by the Lutheran Church-Missouri Synod as being qualified ministers of religion, ordained or commissioned.

## **ARTICLE VIII: BOARD OF DIRECTORS**

A. Designation: The Board of Directors of this congregation, consisting of nine (9) members shall be elected from the voting membership according to the provisions set forth in the By-Laws of this constitution. The Senior Pastor and the Principal shall serve as ex-officio members of the Board of Directors.

B. Officers: The Board of Directors shall select one of its members as the Chair, Vice-Chair, and Secretary. Emmanuel's Board of Director's Chair and the Secretary shall serve as the congregation's Legal Trustees. The Board of Directors will select and appoint the Treasurer and Financial Secretary from the voting membership.

C. Duties and Powers: The Board of Directors and the Pastor shall be responsible and accountable to the congregation for the leadership and administrative management of the congregation's mission and ministries as set forth in the Constitution and By-Laws, and resolved by the Voters' Assembly.

### **ARTICLE IX: PROPERTY RIGHTS**

This congregation may receive, acquire, hold title to, and manage such real estate and other property as it may deem necessary to accomplish its purpose as a congregation and may sell or dispose of such real estate and other property or any part thereof; and this congregation shall have all the rights and powers that are granted by the laws of the state of North Carolina to religious organizations.

Should a separation in the congregation occur, despite all efforts to resolve the differences in peace and love, the entire property of the congregation and all rights connected therewith shall remain with those members who continue to adhere to the confessional basis as set forth in Article III of this Constitution. In the event the congregation should disband, the property and all rights connected therewith shall be transferred to the Southeastern District of the Lutheran Church-Missouri Synod.

### **ARTICLE X: BY-LAWS AND AMENDMENTS**

A. Amendments to this Constitution may be adopted by the Voting Members of the congregation at the annual Voters' Assembly or at a meeting specifically called for that purpose provided that the proposed amendment(s) does not conflict with Article III of this Constitution, the proposed amendment(s) has been submitted in writing at a previous meeting and that a two-thirds majority of the Voting Members present affirm the adoption.

B. The By-Laws associated with this Constitution may be changed or amended according to the provisions established therein. If a conflict should exist between the By-Laws and the Constitution, the provisions of the Constitution shall prevail.

Approved by the congregation: June 23, 2002

**BY-LAWS  
EMMANUEL LUTHERAN CHURCH  
ASHEVILLE, NORTH CAROLINA**

**ARTICLE I: MEMBERSHIP**

**A. Baptized Membership**

1. Reception: Baptized members are received through the Sacrament of Holy Baptism, or, if previously baptized with water, “in the Name of the Father, and of the Son, and of the Holy Spirit,” and are under the spiritual care of this congregation.
2. Duties and Privileges: Baptized members are called to grow in faith by:
  - a. Attending worship services and Christian education programs.
  - b. Conforming their lives to their baptismal vow.
  - c. Attending confirmation classes and receiving instruction for Holy Communion.
3. Termination: Baptized members who fail to be confirmed by age nineteen (19) will have their names removed from the active baptized membership list. A record of their baptism shall be maintained in the Parish Register.

**B. Confirmed Membership**

1. Reception: All adults who desire confirmed membership in this congregation must notify the Pastor who will inform them of the membership requirements as stated in Article V of the Constitution.
  - a. Profession of faith/Adult confirmation: Those who are not familiar with the teachings and confessions of the Lutheran Church shall be required to attend a course of instruction and to make an affirmation of faith before the congregation during worship services.
  - b. Transfer: Those who desire a transfer from other Lutheran congregations shall submit a letter of transfer from their previous congregation.
  - c. Reaffirmation of faith: For those whose membership in a Lutheran congregation has lapsed, a reaffirmation of faith through pastoral counseling and/or a period of instruction may be arranged by the Pastor.
2. Duties and Privileges: It shall be the duty of all confirmed members of this congregation to:
  - a. Attend Divine Services regularly.
  - b. Lead Christian lives and not live in a persistent, public manner which is offensive to the example and witness of the Christian faith.
  - c. Contribute regularly and faithfully, as God has prospered them, towards the building of Christ’s Kingdom in the congregation and throughout the world.
  - d. Grow in knowledge and understanding of the Word of God through personal study and by participating in the Christian education programs offered by the congregation.
  - e. Devote their time and talents to extending the Kingdom of God.

- f. Permit themselves to be fraternally admonished and corrected when they have erred.
- g. Accord honor and love to the Pastor(s) and all professional staff members in their ministry of God's Word, supporting their ministry with diligence and faithful prayers, helping them in the discharge of their duties, and providing for their needs according to the congregation's ability.

### 3. Membership Termination:

- a. Transfer: Confirmed members in good standing may be transferred to a sister congregation upon their request.
- b. Joining Other Churches: Confirmed members who join a congregation outside our fellowship thereby terminate their membership in this congregation.
- c. Whereabouts Unknown: Confirmed members whose whereabouts cannot be established after a period of one year shall have their names removed from the membership list.
- d. Out of Town: Confirmed members who move out of the area will remain on the church roster in an inactive, out of town status for a period of one year. Those confirmed members in the military service or away in college and those who make a special request, may be retained on the active membership list.
- e. Inactivity: Confirmed members who fail to worship and commune for a period of two consecutive years, despite attempts by the Pastor and congregational leaders to effect reconciliation and restore them to active membership, shall be considered to have removed themselves from membership.
- f. Forced Removal (Excommunication): Any confirmed member who persists in living in a manner that openly defies the teachings of the Holy Scriptures and the Lutheran Confessions shall be admonished by the Pastor and the congregational leaders. After all efforts toward repentance and reconciliation have been exhausted and repeated admonitions have failed, the member shall be excommunicated.
- g. Rights and Restoration: Persons who have been removed from membership for any reason have forfeited all rights as members of this congregation and all claims upon the property of the congregation. Restoration of membership, under the provisions of the Constitution and By-Laws, may take place upon the recommendation of the Pastor.

### C. Voting Membership.

Any confirmed member who has attained the age of 18 years shall be eligible to vote on congregational matters during special and annual Voters' Assembly meetings.

## **ARTICLE II - CALLING MINISTERS OF RELIGION ORDAINED OR COMMISSIONED**

### **A. Call Procedure.**

As soon as a vacancy in the office of the Pastor or other commissioned Minister of Religion occurs, the Board of Director's Chair, on behalf of the congregation, will contact the District President and the Circuit Counselor and request the approved and most current procedure for calling a new Pastor or other Ministers of Religion.

The Call Committee, appointed by the Chair of the Board of Directors, will then receive nominations from the congregation for the vacant called position and will publish the list of nominees so that any proper objections may be raised. The congregation's list of nominees will be forwarded to the District President for recommendations, a revised list will be published, and a special congregational meeting will be convened in accordance with established criteria for special meetings. The Call Committee may choose to interview and introduce candidates prior to this Call meeting.

Within the context of worship and with the Circuit Counselor or his representative present, election of a new Pastor or other Called Minister of Religion shall take place. Voting shall be by secret ballot, and, when more than one candidate is being considered, the candidate receiving the least number of votes will be dropped and the voting shall continue until two-thirds of the voters present vote for one candidate. A unanimous vote shall then be encouraged. As soon as possible after the election, the elected candidate will be notified via telephone and the proper call documents will be forwarded.

The Board of Directors, in conjunction with the appropriate Ministry Coordinators, the Call Committee and, when proper, the Circuit Counselor shall secure the services of a vacancy Pastor or an interim substitute for other vacant Called Ministry positions. The Board of Directors shall ensure that all necessary Pastoral care and services of Word and Sacrament properly continue.

### **B. Procedures for Securing Lay Teachers and other Parish Workers**

Negotiations for contracting Lay Teachers for the Christian Day School shall be delegated to the School Administration which shall have the authority to establish salaries and contract duties for such workers.

Negotiations for contracting other workers in the parish shall be the responsibility of the Board of Directors or their designated representative.

### **C. Responsibilities of Ministers of Religion - Ordained or Commissioned**

Each Office is a servant ministry conferred by God, through the call of the congregation. Upon being installed, the individual is expected and obligated to perform the duties as specified in their call documents and outlined in the Policy Manual of this congregation.

#### D. The Congregation's Responsibility

Members of the congregation obligate themselves to receive Pastors and all Ministers of Religion, and other Parish Workers as servants of Jesus Christ, and to ...

- ...give them the love, honor, and respect as the Scriptures prescribe.
- ...encourage them with gracious words, supportive actions, and faithful prayers.
- ...provide for their needs according to the abilities of the congregation.

#### E. Removal from Office

Any Called Pastor or other Minister of Religion and other Parish Workers may be removed from office or position by the congregation in Christian and lawful order for one of the following reasons:

1. Persistent adherence to false teachings contrary to the Confessional Standard of this congregation.
2. Living a scandalous life.
3. Failure to fulfill assigned responsibilities due to neglect or incompetence, thus violating the requirement or intent of the call and/or the job description.
4. Inability to perform assigned responsibilities due to physical or mental health.

Charges on any of these counts shall be carefully investigated by the Board of Directors, in the case of a Pastor or other Called Minister of Religion, by the School Administration in the case of a lay teacher or teaching assistant, and by the Board's designated representative in the case of other church workers. Acting with love and respect and after hearing from all concerned, every effort should be made to resolve the charges according to Scriptural guidelines. If, after a fair and careful review of all the facts, the charges are substantiated and removal from office is justified, the individual will usually be given an opportunity to resign. Should this opportunity be refused, the matter of removal will be taken to the congregation at a special Voters' Assembly for action.

The Circuit Counselor and District President shall be consulted and have full knowledge of removal procedures when they are preferred against a Called Pastor or any other Called Minister of Religion, and a two-thirds majority vote of the voting members present at a special Voters' Assembly will be required to dismiss any Called Minister of Religion, ordained or commissioned.

Should charges be brought against a Lay Teacher, teaching assistant, or other parish workers, the Board of Directors or their designated representative will investigate and take appropriate action. The Board of Directors shall ensure that progressive disciplinary steps have been followed, whenever appropriate, according to the Personnel Policy Guidelines.

## G. Change in Office

Alterations in program or financial circumstances may result in the elimination of a called office or position. Any such actions affecting a Called Pastor or other Minister of Religion must be mandated by the Voters' Assembly and will require a two-thirds majority vote of the voting members present. Position changes affecting non-called workers and other staff may be implemented by the Board of Directors or their designated representative.

## **ARTICLE III - THE VOTERS' ASSEMBLY**

### A. Meetings

1. Two regular meetings of the Voters' Assembly shall be held during each church year; whenever possible the annual meeting will be held in the first week of June and a mid-year "State of the Church" meeting will be held in January.
2. Special meetings of the Voters' Assembly may be called by the Board of Directors and/or its Chair, the Pastor, or by written request of at least twelve eligible voting members of the congregation.
3. Every meeting shall be communicated to members in writing and by announcements at least seven days prior to the date of the meeting. When such prior notice has been given, the meeting shall be valid and legal.
4. All members present at a validly called meeting shall constitute a quorum.
5. In all meetings, decisions shall be made by a majority of the votes cast unless specifically stated otherwise in the Constitution and By-Laws.
6. In questions of parliamentary procedures not covered by this Constitution and By-Laws, Robert's Rules of Order shall be used as a guide so that a God-pleasing decision can be reached.
7. The order of business for meetings of the Voters' Assembly shall be determined by the Pastor and the Board of Directors Chair.

### B. Authority of the Voters' Assembly

The following matters shall be vested in the Voters' Assembly and shall never be delegated to another smaller body or individual:

1. The calling of Ministers of Religion - Ordained or Commissioned.
2. Removal from office of Ministers of Religion - Ordained or Commissioned.
3. Adoption of the annual church and school Ministry plans and associated budgets and budget revisions.
4. Any single, non-budgeted, expenditure in excess of \$5,000.
5. Cumulative, non-budgeted expenditures in excess of five percent (5%) of the annual church or school operating budget.
6. Any sale or disposal of church property valued in excess of \$5,000.
7. Approval of any land purchases or real estate transactions.
8. Approval of major building and renovation plans and all loan agreements and/or financing arrangements.

9. Election of the Board of Directors.
10. Adoption of resolutions to the District or Synod.

## **ARTICLE IV - THE BOARD OF DIRECTORS**

### A. Purpose:

Emmanuel's Board of Directors represents the congregation and ensures that the mission plans determined by the congregation are accomplished.

### B. Duties:

The Board of Directors shall:

1. Provide assistance and support to the Pastor in all matters concerning the spiritual well-being of the congregation.
2. Watch over the doctrine, and administration of the office of the Pastor(s) and all Called Staff.
3. Monitor the well-being of the Pastor(s) and all Ministers of Religion, as well as all other church and school staff members, providing for their care as needed, and seeking guidance from the Circuit Counselor and/or the District President whenever it seems necessary and appropriate.
4. Participate with the Pastor(s), the Principal, and others, in developing a visionary plan for the mission of the church.
5. Supervise the Senior Pastor and ensure proper supervision of all staff, enabling them to accomplish the ministry goals determined by the congregation.
6. Create the necessary ministry groups to achieve the mission, selecting the Ministry Coordinators, and appointing the Treasurer and Financial Secretary. All positions and ministry programs will be evaluated annually and, when necessary, personnel and program changes may be initiated in order to meet the congregation's ministry goals.
7. Designate a member of the Board of Directors for each Ministry group. They will act as the liaison between the Ministry groups and other Board members and will assist the Ministry Coordinators in carrying out their responsibilities.
8. Oversee the development of an annual financial operating plan for the church and school that embodies and supports the proposed ministry plan and present the recommended plan to the Voters' Assembly at the annual meeting.
9. Conduct the church and School's business according to the confines of the annual financial ministry plan.
10. Serve as the Governing Board and Officers for the Emmanuel Lutheran Church Endowment Fund and the Special Gifts and Memorials Fund according to the guidelines set forth in the addendum to the By-Laws.
11. Record and keep a set of minutes for each meeting which shall become a part of the permanent records of the congregation.

### C. Organization:

The Board of Directors shall consist of nine members elected from the voting membership. The Board will select one of its members as the Chair, Vice-Chair, and Secretary. The Board shall appoint the Treasurer and the Financial Secretary of the congregation. The Senior Pastor and the Principal shall serve as ex-officio members of the Board of Directors.

The Board of Directors shall normally meet once each month with an agenda to be planned by the Chair. Additional meetings may be called when necessary and all meetings will be announced as open to the congregation unless sensitive and/or personal matters are on the agenda. A quorum shall consist of at least five (5) members.

## **ARTICLE V - ELECTION OF BOARD OF DIRECTORS**

A. Eligibility: All confirmed members, who qualify as voting members shall be eligible to serve on Emmanuel's Board of Directors.

### B. Nominating Procedure:

1. At the April meeting of the Board of Directors a nominating committee of three persons shall be appointed by the Chair, who, together with the Senior Pastor, shall constitute the Nominating Committee.
2. The Nominating Committee shall prepare a list of candidates drawn from the confirmed members of the congregation
3. Any confirmed member of the congregation may submit names for inclusion on the nominations list and the Nominating Committee will place such names in nomination along with candidates already chosen.
4. At the annual meeting, nominations may be received from the floor.

The Nominating Committee shall contact all nominees, including those submitted by the congregation within the time allowed by the Committee, advise them of the duties of the Board of Directors, and submit their names only if they have agreed to serve.

Nominations from the floor shall be accepted only if the nominee is aware of the duties of the Board of Directors and has agreed to serve.

### C. Election Procedure:

At the annual Voters' Assembly the voting membership shall elect, by ballot and simple majority, the members of the Board of Directors.

The newly elected Board of Directors shall hold their first meeting immediately after the Voters' Assembly or within one week's time to elect the Chair, Vice-Chair, and Secretary and set a regular meeting time. The Board will assume their duties on July first, the

beginning of Emmanuel's fiscal church year.

D. Terms of Office:

The term of office for members of the Board of Directors shall be for two years, and, if reelected, they may serve a second consecutive term. The term of office for the Chair, Vice-Chair, and Secretary shall be for two years and they may not serve a second term in the same position.

E. Vacancies on the Board of Directors:

Vacancies on the Board of Directors shall be filled by appointments by the Chair until the next annual Voters' Assembly meeting.

#### **ARTICLE VI - POLICIES AND PROCEDURES**

This congregation shall maintain Policies and Procedures including Personnel Policy Guidelines that are consistent with fulfilling the mission purposes and ministry objectives outlined in this Constitution and By-Laws. The Policies and Procedures may be updated or changed by the Board of Directors whenever appropriate so long as the changes are consistent with the ministry goals of the congregation and meet the legal requirements of the State and Federal guidelines.

#### **ARTICLE VII - AMENDMENTS**

These By-Laws may be changed or amended by a two-thirds majority of the votes cast in a meeting of the Voting Membership, provided that the proposed amendment has been presented, in writing, to the Voters prior to the meeting at which the proposed amendment will be acted upon.

Approved by the congregation: June 23, 2002