

SYNODICAL GUIDELINES . . . FOR THE CONSTITUTION AND BYLAWS OF A LUTHERAN CONGREGATION

DISTRIBUTED BY THE TASK FORCE ON CONSTITUTIONAL MATTERS OF THE NORTHWEST DISTRICT OF THE LUTHERAN CHURCH—MISSOURI SYNOD.

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INTRODUCTION

These guidelines are distributed by the Northwest District's Task Force on Constitutional Matters for the assistance of congregations formulating a new constitution/bylaws or revising an existing document. The suggested articles are part of the document, "Guidelines for Constitutions", including "Guidelines for Bylaws", as approved by the Synodical Commission on Constitutional Matters in its meeting of May, 2000. These guidelines also reflect actions taken at the 2004 St. Louis Synodical Convention.

Congregations wishing to become members of the Lutheran Church—Missouri Synod are to have their constitutions approved by a properly appointed group of the District and Synod.

Furthermore, it is required that congregations who revise existing constitution and bylaws must also have approval before the amendments can become operative.

The Synod's Commission on Constitutional Matters has ruled that the bylaws adopted by the congregation are to be included in this process.

The attached Synodical guidelines provide guidance in the congregational formation of its Constitutions and Bylaws.

GENERAL PRINCIPLES

Congregations that are preparing new or revised constitutions/bylaws, or are amending their current document, should follow the attached guidelines. Congregations are encouraged also to note the following items from the District's Task Force on Constitutional Matters:

Brevity. Governing instruments (constitution, bylaws, articles of incorporation) should be as brief as possible.

Reference System. These guidelines follow the use of the Roman numeral for the Constitution and the Arabic numeral system for the Bylaws.

Articles of Incorporation. While some congregations combine the articles of incorporation with the constitution, these should be separate documents. Articles of Incorporation are the legal statements required by the state for incorporation, whereas the constitution serves an expanded purpose for the congregation and synod. State law requires that every amendment to the articles of incorporation be reported to the state.

Therefore, it is advised that the constitution be separated from the articles of incorporation.

Relation of Constitution to Bylaws. The constitution is the document that sets forth the fundamental purposes of the congregation and includes the basic form of organization and general principles. The Bylaws contain the organizational details. The bylaws are generally more easily modifiable than the constitution. If ambiguity between constitution and bylaws exist, the constitution governs.

Examination of Constitution and Bylaws. The District Task Force on Constitutional Matters, as required by Synod's Bylaws, reviews the new or revised constitution and bylaws of the congregation. It reviews the constitution and bylaws as a single document, in accordance with the ruling by Synod, and submits its recommendation to the District Board of Directors for action.

Type of Church Government. The majority of congregations of the Synod have a church-council type of government, which is the type represented by the attached examples of constitution and bylaws. A growing number of congregations choose to follow a more centralized board-of-directors type of government. The board-of-directors type of government is said to be more efficient administratively, but it tends to put more distance between the individual church member and the congregational government.

The Synod does not mandate the form of church government that a congregation adopts.

1. GUIDELINES FOR CONSTITUTIONS

The following are subjects that should ordinarily be addressed in a congregation's constitution. Instructive comments are provided together with a sample paragraph which need not be regarded as mandatory.

It should be noted that for ease of reference the task force recommends the use of roman numerals for constitutions and modern Arabic numeral and decimal numbering system for bylaws.

ARTICLE I NAME

Legal counsel should be consulted to make certain that this paragraph follows the requirements set forth by the state for ecclesiastical corporations. It is desirable that the name Lutheran appear in the name of the congregation (see Resolution 3-13A of Synod's 1995 convention, *Proceedings*, p. 125).

Example:

The name of this congregation shall be Trinity Lutheran Church of [City,] [County,] [State]. (Lutheran is required in name.)

ARTICLE II MISSION

In the constitution of a Christian organization it is desirable to have a paragraph stating the mission or purpose for which the organization exists. This can be stated in different ways so long as it contains all the fundamental purposes stated in the example below.

Example:

The purpose of this congregation shall be to give honor and glory to the Triune God, to carry out His will, to proclaim the Gospel of Jesus Christ to all the world, to manifest the unity of our faith in Jesus Christ as God and Savior, to foster Christian fellowship and love, to extend a helping hand in human need, and to achieve our objectives by the preaching of the Word of God, by the administration of the sacraments, and by the religious instruction of all its members according to the confessional standard of the Evangelical Lutheran Church. (Strongly recommended for existing congregations. Required for new congregations.)

ARTICLE III CONFESSIONAL STANDARD

The Synod requires that its member congregations accept the Synod's confessional standard. At the same time the congregation's own standard *must not go beyond* the Synod's confessional standard. The best procedure would be to adapt Article II of the Synod's own Constitution to the congregation's constitution.

Example:

This congregation accepts without reservation:

A.1 The Scriptures of the Old and the New Testament as the written Word of God and the only rule and norm of faith and of practice;

A.2 All the Symbolical Books of the Evangelical Lutheran Church as a true and unadulterated statement and exposition of the Word of God, to wit: the three Ecumenical Creeds (the Apostles' Creed, the Nicene Creed, the Athanasian Creed), the Unaltered Augsburg Confession, the Apology of the Augsburg Confession, the Smalcald Articles, the Large Catechism of Luther, the Small Catechism of Luther, and the Formula of Concord.
(This is required to be a member of Synod.)

ARTICLE IV MEMBERSHIP

The Synod distinguishes between three types of membership: baptized, communicant, and voting. In the last named category options are recognized, allowing voting membership to be limited to males only or open to all communicant members. Most congregations restrict voting membership to persons who have reached the age of legal majority. Care should be taken that the age at which individuals may hold voting membership conforms to any requirements of state law. This is especially important with reference to decisions involving contracts and other legal matters. Care should also be taken to prohibit membership in organizations whose principles and conduct conflict with the Word of God.

Example:

A.1 Membership

The membership of this congregation includes the following:

A.1.1 *Baptized* members are all who have been baptized in the name of the Triune God and who are under the spiritual care of the pastor of this congregation, including the children who have not yet been confirmed.

A.1.2 *Communicant* members are those baptized members who have been in the Lutheran faith, accept the confessional standard of Article III of this constitution, are familiar with the contents of *Luther's Small Catechism*, and are not members of organizations whose principles and conduct conflict with the Word of God.

A.1.3. *Voting* members are communicant members who have reached legal age, have been received by the voters assembly, and have signed the constitution of the congregation.

A.1 is required.

A.2 Reception

Baptized and communicant members are received through the Sacrament of Holy Baptism, through the consent of one or both parents in the case of children who have been baptized in another Christian congregation, through the rite of confirmation, through transfer from a sister congregation, or through profession of faith or reaffirmation of faith.

The reception shall be approved by the voter's assembly. Eligible communicant members may be received as voting members upon application for such privilege, upon approval by the voter's assembly, and upon signing the constitution.

A.3 Duties

Members of the congregation shall conform their entire lives to the rule of God's Word and to that end make diligent use of the means of grace, exercise faithful stewardship of God's many gifts and talents, impart and accept fraternal admonition as the need of such admonition becomes apparent, and be readily available for service in the kingdom of Christ within and beyond the congregation.

A.4 Termination

A.4.1 Membership shall be terminated by transfer to a sister congregation, by death, by joining a congregation outside the fellowship of this congregation, by excommunication, or by self-exclusion. In cases of excommunication or self-exclusion, each case shall be presented individually to the voter's assembly for a decision.

A.4.2 Communicant members who conduct themselves in an un-Christian manner shall be admonished according to Matthew 18:15-20. If they remain impenitent after proper admonition, they shall be excommunicated. In all disciplinary cases, the congregation will follow its stated and adopted guidelines.¹

ARTICLE V CALLED CHURCH WORKERS

Since the congregation is applying for membership in the Synod or already is a member of the Synod, it is obliged to call only ordained and commissioned workers² who are members of the Synod. This article states who extends calls and should indicate who may be called, removal from office, and what to do in case of a vacancy.

Example:

A.1 This congregation has the exclusive right to call ordained and commissioned ministers. The pastoral office shall be conferred only on such a pastor or candidate who professes and adheres to the confessional standard set forth in this constitution, who is qualified for his work, who has been endorsed by the Synod, and who is a member of the Synod. [The same shall apply to all commissioned ministers.]

A.2 Any ordained or commissioned minister may be removed from office by the voters assembly by a two-thirds majority ballot vote, in Christian

¹ The matter of termination of membership is of great importance since it involves the larger subject of Church Discipline. It is therefore advisable that congregations prepare and adopt separate guidelines to address this topic, especially keeping in mind the following:

1. Be consistent in applying discipline.
2. Carefully follow disciplinary guidelines.
3. Do not allow unsubstantiated charges to be circulated by the church.
4. Base decisions on clearly stated biblical grounds.
5. Guidelines should state the desired outcome of church discipline, to call a fellow Christian to repentance.

² The terminology "ordained and commissioned ministers" is used to include all church workers rostered by the Synod. In addition to Pastors and Teachers, Directors of Christian Education, Directors of Christian Outreach, Deaconesses, Parish Assistants and Certified Lay Ministers are also included.

and lawful order, for one of the following reasons: persistent adherence to false doctrine, scandalous life, willful neglect, or inability to perform the duties of the office.

A.3 In case of a vacancy in the office of an ordained or commissioned minister, the congregation shall notify the president of the District so that he may assist in temporarily filling the vacancy and also give assistance in regard to the calling of a new pastor or teacher. (Required. Congregation may use three-fourths instead of two-thirds if they desire.)

ARTICLE VI AUTHORITY OF THE CONGREGATION

At times conflict arises within a congregation regarding the extent of the authority of the voters assembly of the congregation with reference to societies and organizations within the congregation or related directly to the congregation. It is therefore wise to include an article designed to obviate this difficulty. (Required.)

Example:

A.1 The voters assembly shall be the governing body of this congregation and shall be empowered to administer and manage all its affairs. The establishment and conduct of all organizations and societies within the congregation or related directly to it shall be subject to the approval and supervision of the voters assembly.

A.2 All matters shall be decided by a majority vote of the voters assembly unless otherwise specified by this constitution or bylaws, including matters of doctrine and conscience which shall be decided only on the basis of the Word of God.

A.3 The right of calling ordained or commissioned ministers shall be vested in the voters assembly and shall not be delegated otherwise.

ARTICLE VII OFFICERS AND BOARDS

The constitution, as well as the bylaws, should designate only those officers, boards, and committees which form the essential framework of the congregation. This will enable the congregation to create (or to terminate) at will other offices and committees as necessary either on an ongoing basis or to meet certain temporary conditions. The congregation may wish to review the structure of the Synod in establishing its boards, to include such boards as stewardship, social ministry, youth, etc., in addition to those listed below.

Example:

This congregation may have the following officers and boards in addition to any which the congregation shall authorize from time to time:

A.1 Officers

A.1.1 A chairman, who shall conduct the meetings of the voters assembly,

A.1.2 A vice-chairman, who is to fill the role in the chairman's absence or inability to act . . .

A.1.3 A secretary, who shall keep the minutes of the voters' meetings, . . .

A.1.4 A treasurer, who shall be responsible for the financial records of the congregation, . . .

A.1.5 A financial secretary who shall oversee the receipt of all monies and deposit the same in an account established in the name of the congregation.

A.1.6 The chairman, Vice-chairman, secretary, and treasurer shall serve as the legal officers of the congregation.

A.1.7 Lay ministers performing pastoral functions within the congregation shall be male.

A.2 Boards

A.2.1 A board of elders, consisting of . . . , which shall assist the pastor in the spiritual life of the congregation.

A.2.2 A board of trustees, consisting of . . . , which shall be responsible for the physical properties of the congregation.

A.2.3 A board for Christian education, consisting of . . . , which shall be responsible for the nurture and Christian growth of the members of the congregation.

A.2.4 A board for evangelism, consisting of . . . , which shall lead the members of the congregation in outreach to others in the community.

A.2.5 A board for stewardship consisting of . . . , which shall be charged with the stimulation of the people to a proper stewardship of time, talents and treasures.

A.2.6...

A.3 Removal from Office

A.3.1 Any officer or board member may be removed from office by the voters assembly by a two-thirds majority ballot vote, in Christian and lawful order, for one of the following reasons: persistent adherence to false doctrine, scandalous life, willful neglect, or inability to perform the duties of the office.

ARTICLE VIII SYNODICAL MEMBERSHIP

The congregation should designate its membership in the Synod.

Example:

This congregation shall be a member of The Lutheran Church-Missouri Synod as long as the Synod conforms to the congregation's confessional standards set forth in this constitution as determined by a majority vote of the congregation at a meeting called for that purpose. (Required)

ARTICLE IX DIVISION

It is an unhappy fact of life that disagreements do occur even in Christian congregations, and that at times the result is not reconciliation but a parting of the ways. It is best to set down the principles far in advance which shall govern such a situation if it should ever arise.

Example:

A.1 If at any time a division should take place for any reason, the property of the congregation and all benefits connected therewith shall remain with those communicant members who continue to adhere in confession and

practice to the confessional standards set forth in this constitution, as determined by the dispute resolution process described in the Bylaws of the Synod.

A.2 In the event the congregation should dissolve, the property and all rights connected therewith must be transferred to a not-for-profit entity. In light of our “walking together” the property is normally transferred to that District of the Synod in which the congregation held membership at the time of dissolution. (Required)

ARTICLE X MEETINGS

It is best to set forth the manner in which meetings are to be called.

Example:

Regular meetings of the voter’s assembly shall be held as determined in the bylaws. Announcement of the meeting shall be made in the services of the two previous Sundays. Special meetings require announcement in services in the two previous Sundays or notification by mail and announcement in the services of one previous Sunday. Such special meetings may be called at the request the pastor, chairman, church council, or ten (10) voting members.

ARTICLE XI QUORUM

Instead of the traditional approach of setting a percentage of members who must be present for a meeting to be valid, the Commission prefers the method of permitting a meeting to be valid if it has been properly called.

Example:

All members present at a properly called meeting shall constitute a quorum.

ARTICLE XII LIMITATIONS ON HOLDING OFFICE

In congregations that have woman suffrage and in which women hold office, in conformity with the Synod's position to date (2004), a paragraph should be inserted indicating the limitations on holding offices that shall apply as adopted by the Synod (1969 Res. 2-17; 1971 *Workbook*, p. 244; 1981 Res. 3-11; 1995 Res. 3-06A; 2004 Res. 3-08A, *Quotation from CTCR document “The Service of Women in Congregational and Synodical Offices*)

The constitution include the provision in regards to the service of women to include all things other than “*those functions that are distinctive to the public exercise of the ministry of Word and sacrament*”. *This provision is interpreted as Word and Sacrament ministry is carried out under the supervision of the pastoral office.*

ARTICLE XIII AMENDMENTS

Every constitution should provide a method for its own amendment. In the past the Synod has usually resorted to a device called "unalterable article." Legally there are no unalterable articles. There are, however, certain articles in a congregation's constitution

which should be more difficult to amend than others. The Commission recommends that this concern be taken care of by having two separate procedures for amendment.

Example:

A.1 Amendments to provisions of this constitution except Section _____

(1) _____ may be adopted at a regular voters' meeting, except as hereinafter provided:

A.1.1 That the proposed amendment has been submitted in writing at a previous meeting of the voters assembly and published by posting in a conspicuous place in the church or by mail to all communicant members of the congregation prior to the meeting at which the proposed amendment will be acted upon;

A.2.2 That an affirmative vote of a two-thirds majority of the voters present is secured.

B.2 In addition to the above requirements, proposals to amend Sections _____ (1)_____ shall require that previous notice of such amendment and discussion of the same shall be presented at two regular meetings of the voters assembly before the meeting at which the proposed amendment is to receive action. Due notice of the fact that a vote will be taken shall be given to all voting members of the congregation. Any changes in these articles shall not destroy the essential meaning of the same. Whether or not this has occurred shall be decided, if challenged, by a decision by the dispute resolution process described in the Bylaws of the Synod.

B.1.1 The date of adoption shall be included in the amendment.

B.1.2 The amendment shall not be implemented until approved by the Board of Directors of the Northwest District of the Lutheran Church – Missouri Synod. (Required)

(1) Here shall be listed articles on subjects which in these *Guidelines* are detailed in Articles II, III, V, VIII, XIII ...

2. GUIDELINES FOR BYLAWS

BYLAW 1.0 PROCEDURES FOR CALLING ORDAINED AND COMMISSIONED MINISTERS

A congregation should be quite specific in setting forth the procedures to be followed in the calling of ordained and commissioned ministers.

Example:

1.1 When a pastor or a teacher is to be called, every member of the congregation shall have the privilege of making one or more nominations. The congregation shall also ask the President of the synodical District for recommendations.

In the case of a pastoral call the Board of Elders may serve as the screening committee, and in the case of the calling of a teacher the Board of Education may perform that function.

1.2 In the screening process the respective board or committee shall submit all names to the respective District President for information and evaluation. After receiving information and recommendations from the District President, the respective board or committee shall present to the congregation by means of a public announcement, at least _____ preferred candidates, together with a biographical sketch of each.

1.3 At the voters meeting, called for the purpose of electing a new pastor or teacher, the preferred list may be amended by means of a two-thirds vote of those present. At that point the voters assembly shall be asked to agree to be satisfied with whatever selection is finally made by the congregation.

1.4 Balloting shall proceed by means of a secret ballot vote. A majority is needed in order to determine the disposition of the call.

BYLAW 2.0 CHURCH COUNCIL [*Board of Directors*]

Even though it is not absolutely necessary for a congregation to have a church council [Board of Directors], experience has shown this to be beneficial. The exact makeup of the council can be determined by the congregation.

Example:

2.1 Membership

The church council shall be the board of directors and shall consist of the president, the vice-president, the secretary, the treasurer of the congregation, the financial secretary, the Board of Christian Education, the Board of Evangelism, the Board of Stewardship, . . . , and . . . [perhaps members at large]. The pastor shall be an advisory [or voting] member of the church council. The chairman and secretary of the congregation shall serve as chairman and secretary of the church council.

2.2 Meetings

The church council shall preferably meet monthly in regular sessions and at least quarterly. Special meetings may be called by the chairman [or

pastor] or any three members of the church council by sending a notice which shall be delivered to the residence of each member at least 24 hours in advance. A majority of the voting members of the council shall constitute a quorum.

2.3 Duties

It shall be the principal duty of the church council to coordinate the program and activities of the various departments of the congregation. It shall have power to act in behalf of the congregation between meetings of the voters assembly.

BYLAW 3.0 NOMINATIONS AND ELECTIONS

Specific procedures for the nomination and election of officers and board members should also be included in the bylaws. If certain officers or board members are to be appointed, provisions for such appointment must be made in the bylaws.

Example:

3.1 A nominating committee, chosen by the church council, shall present a slate of candidates for all elected offices. The slate shall normally consist of two names for each office. Additional nominations may be made from the floor. No person shall be nominated without his or her consent.

3.2 All officers shall be elected by a majority ballot vote and voting shall continue until a clear majority has been established after candidates receiving the lowest number of votes have been eliminated in each succeeding ballot.

3.3 The officers are elected for a term of _____. The other members of the church council and the members of all boards shall be elected or appointed for a term of _____.

3.4 Officers and board members shall be inducted into office in a public service of the congregation.

3.5 In case of a vacancy in an elective office, the voters assembly shall elect a successor to fill the unexpired term.

BYLAW 4.0 OFFICIAL DUTIES

In addition to the duties listed in the constitution itself, the congregation will want to make provision for detailing responsibilities as they are needed from time to time. Such detailing need not be included in the bylaws, but provision for this should be made in a job description.

Example:

Officers and members of boards shall perform the duties prescribed in the constitution. The congregation shall also have the privilege from time to time of detailing and enlarging these responsibilities by majority vote of the voters assembly. It may also call such other boards and committees into being as it may need from time to time.

BYLAW 5.0 MEETINGS

The frequency of the meetings shall be specified.

Example:

The voters assembly shall meet . . .

BYLAW 6.0 RULES OF ORDER

This should be provided for so that everything is done "decently and in order."

Example:

In addition to principles laid down in Scripture, the latest edition of *Robert's Rules of Order* shall be followed.

BYLAW 7.0 AMENDMENTS

Again, provision should be made for amending the bylaws.

Example:

7.1 These bylaws may be amended in a properly convened meeting of the voters assembly by a majority of all voting members present, provided the proposed change has been announced in a previous meeting or has been submitted in writing at least two weeks prior to the meeting to all communicant members.

7.2 The date of adoption shall be included in the amendment.

7.3 The amendment shall not be implemented until approved by the Board of Directors of the Northwest District of the Lutheran Church Missouri Synod.

2. ALTERNATIVES

Since the Scriptures prescribe no particular form of polity for a church body or for a local congregation, congregations are free to structure themselves in such a way as to carry out the Great Commission of our Lord most effectively. When considering congregational structure, much depends on the size of the congregation, the ethnic mix of its membership, as well as sociological—whether rural, urban, or suburban—and other pertinent factors.

Alternate forms of organization may therefore be reviewed and applied. However, in those instances in which congregations wish to develop a type of organization different from that which is described in the foregoing constitution and bylaw proposals, the basic principles enunciated in these guidelines should still be maintained.