



**GUIDELINES**

**FOR CONSTITUTIONS AND BYLAWS**

**OF**

**LUTHERAN CONGREGATIONS**



# GUIDELINES FOR CONSTITUTIONS AND BYLAWS OF LUTHERAN CONGREGATIONS

## PREFACE

Congregations, the basic units of The Lutheran Church—Missouri Synod, join together to form the Synod and relate to one another through it (Bylaw 1.3.1)<sup>1</sup>. Together they establish the requirements of membership in the Synod (Constitution Art. VI)<sup>2</sup>. Thus, while congregations of the Synod are self-governing (Art. VII), they commit themselves to fulfill not only membership requirements but to act in accordance with the entire Constitution and Bylaws of the Synod, under which they have agreed to live and work and which the congregations alone have the authority to amend through conventions (Bylaws 1.3.4 and 1.3.4.1)<sup>3</sup>.

In order to assist congregations in the development and preparation of their constitutions and bylaws by the inclusion of the requirements necessary for membership in The Lutheran Church—Missouri Synod, the Commission on Constitutional Matters has from time to time issued guidelines for the preparation and review of such documents. This sixth revised edition of the guidelines has been prompted by recurring questions and issues raised by district constitution committees and by recent convention actions.

The Holy Scriptures do not prescribe a form of polity for a local congregation. Congregations are free to structure themselves in such manner that they believe will be most effective for carrying out the Great Commission of our Lord in a manner that is in harmony with Holy Scripture, the Confessions, and the teachings and practices of the Synod. In determining a congregation's polity, much will depend upon its size, ethnic background, sociological setting—whether rural, urban, or suburban—and other pertinent factors.

Because of its unique needs or setting, a congregation may decide to consider alternate forms of organization. However, in those cases in which a congregation decides to adopt a different type of organization than that described in the following guidelines, the topics that are referenced should still be given serious consideration.

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<sup>1</sup> “Individual Christians are joined together in a worshiping and serving community, the congregation. Congregations, the basic units of the Synod, have joined together to form the Synod and relate to one another through it” (Bylaw 1.3.1).

<sup>2</sup> “Conditions for acquiring and holding membership in the Synod are the following:

1. Acceptance of the confessional basis of Article II.
2. Renunciation of unionism and syncretism of every description, such as:
  - a. Serving congregations of mixed confession, as such, by ministers of the church;
  - b. Taking part in the services and sacramental rites of heterodox congregations or of congregations of mixed confession.
  - c. Participating in heterodox tract and missionary activities.
3. Regular call of pastors, teachers, directors of Christian education, directors of Christian outreach, directors of family life ministry, directors of parish music, deaconesses, certified lay ministers, and parish assistants and regular election of lay delegates by the congregations, as also the blamelessness of the life of such.
4. Exclusive use of doctrinally pure agenda, hymnbooks, and catechisms in church and school.
5. A congregation shall be received into membership only after the Synod has convinced itself that the constitution of the congregation, which must be submitted for examination, contains nothing contrary to the Scriptures or the Confessions.
6. Pastors, teachers, directors of Christian education, directors of Christian outreach, directors of family life ministry, directors of parish music, deaconesses, certified lay ministers, or candidates for these offices not coming from recognized orthodox church bodies must submit to a colloquium before being received.
7. Congregations and individuals shall be received into membership at such time and manner, and according to such procedures, as shall be set forth in the Bylaws to this Constitution” (Constitution, Art. VI).

<sup>3</sup> “Congregations together establish the requirements of membership in the Synod Constitution, Art. VI). In joining the Synod, congregations and other members obligate themselves to fulfill such requirements and to diligently and earnestly promote the purposes of the Synod by word and deed. Members agree to uphold the confessional position of the Synod (Constitution, Art. II) and to assist in carrying out the objectives of the Synod (Constitution, Art. III), which are the objectives of the members themselves. Thus, while congregations of the Synod are self-governing (Constitution, Art. VII), they, and also individual members, commit themselves as members of the Synod to act in accordance with the Constitution and Bylaws of the Synod under which they have agreed to live and work together and which the congregations alone have the authority to adopt or amend through conventions” (Bylaws 1.3.4 & 1.3.4.1).

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### I. GENERAL PRINCIPLES

A. Because member congregations share in the mission of the Synod articulated in its mission statement, “*In grateful response to God’s grace and empowered by the Holy Spirit through Word and Sacraments, the mission of The Lutheran Church—Missouri Synod is vigorously to make known the love of Christ by word and deed within our churches, communities, and world,*” it is beneficial that congregations organize themselves and their ministries in an effective manner as provided in their constitutions and bylaws.

B. Among the responsibilities of membership, the Constitution (VI 5)<sup>4</sup> and Bylaws of the Synod require member congregations to submit their constitutions and bylaws for review by their district’s constitution committee when applying for membership in the Synod (Bylaw 2.2.1)<sup>5</sup>. Congregations which revise their constitutions and bylaws must also submit these proposed changes for review by their district’s constitution committee (Bylaw 2.4.1)<sup>6</sup>. Upon favorable action by the district board of directors, the congregation shall be

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<sup>4</sup> “A congregation shall be received into membership only after the Synod has convinced itself that the constitution of the congregation, which must be submitted for examination, contains nothing contrary to the Scriptures or the Confessions\” (Constitution, Art. VI 5).

<sup>5</sup> “To apply for membership in the Synod a congregation shall have an approved constitution and bylaws.

(a) The congregation shall submit its constitution and bylaws to the appropriate district president, who shall refer such to the standing committee of the district....

(b) The Constitution Committee shall examine the constitution and bylaws to ascertain that they are in harmony with Holy Scriptures, the Confessions, and the teachings and practices of the Synod in order that any necessary changes may be made by the congregation before the application is acted upon” (Bylaw 2.2.1).

<sup>6</sup> “A congregation desiring to retain membership in The Lutheran Church—Missouri Synod shall continue to have a constitution and bylaws approved by the Synod. (a) A member congregation which revises its constitution or bylaws or adopts a new

notified that the changes are acceptable to the Synod, and the congregation may proceed with formal adoption of the revised constitution and/or bylaws, and remain a member in good standing of the Synod.

C. While the requirements for membership in the Synod are established by the Synod for all congregations, differences exist between the congregations of the Synod in size, opportunity, location, and other factors that any attempt to formulate a single example of a constitution and bylaws to suit the needs of every congregation would be ill-advised. As long as the constitution and bylaws of a congregation do not contradict the Constitution, Bylaws, and Resolutions of the Synod, the congregation is free to organize as it wishes. Therefore, in general the organization of a congregation is a matter of self-determination, so long as its constitution and bylaws are in harmony with Holy Scripture, the Confessions, and the teachings and practices of the Synod and are not in violation of governmental laws for not-for-profit charitable organizations.

D. When examining constitutions and bylaws, district constitution committees will ascertain whether the documents honor those basic principles for constitutions and bylaws that are enumerated in these guidelines. When appropriate, the wording of the Constitution and Bylaws of the Synod should be advocated for the sake of promoting unity and harmony in the Synod. Congregations may note that under Bylaw 2.3.1 (a)<sup>7</sup>, constitutions of member congregations are not to deny membership or other congregational privileges to any Christian because of race or ethnic origin. It may also be wise to include a statement prohibiting sexual harassment.

E. While these guidelines intend to foster unity in the Synod, it is understood that such unity is grounded primarily in the common confession and mission of the Synod (Constitution Art. II; Bylaw 1.1.1)<sup>8</sup> and in the mutually agreed-upon conditions of membership and objectives of the Synod (Constitution, Art. VI; Bylaw 1.3.4)<sup>9</sup>.

## II. FORMAT OF THESE GUIDELINES

A. No section regarding the articles of incorporation of member congregations is included in these guidelines. Suffice it to say that these articles should be brief, including only the essential subjects required by the laws of the state in which a congregation is located. An attorney familiar with such matters should be consulted. If necessary, names of attorneys can be obtained from district officials.

B. In the third section of these guidelines, subjects are identified that ordinarily should be addressed in the constitutions of member congregations of The Lutheran Church—Missouri Synod. Instructive comments are offered under each subject, followed by one or more sample paragraphs.

C. In the fourth section of these guidelines, subjects are identified that may be addressed in the bylaws of member congregations of The Lutheran Church—Missouri Synod. Instructive comments are offered under each subject, followed by one or more sample paragraphs. More latitude is granted to congregations in their bylaws to allow for differences in size, location, and other circumstances.

D. “Brief but adequate” should be the watchword when congregations develop or amend their constitutions and bylaws. Brevity enables congregations later to develop additional structures and programs (e.g., ad hoc committees) to meet specific needs and goals without the need repeatedly to go through the time-consuming process of amending their governing instruments.

E. It is the goal of this process and the hope of the Commission in providing these guidelines that congregations of our beloved Synod will be assisted in carrying out ever more effectively the great mission which our Lord

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constitution or bylaws shall, as a condition to continued eligibility as a member of the Synod, submit such revised or new constitution and/or bylaws to the district president....(d) Upon favorable action by the district board of directors, the congregation shall be notified that the changes are acceptable to the Synod and that the congregation is entitled to continue to function as a member of the Synod in good standing under the new or changed constitution or bylaws” (Bylaw 2.4.1).

<sup>7</sup> “(a) It shall be the policy of the Synod to decline membership to congregations whose constitutions deny membership or other congregational privileges to any Christian because of race or ethnic origin” (Bylaw 2.3.1).

<sup>8</sup> “Committed to a common confession and mission, congregations of The Lutheran Church—Missouri Synod join with one another in the Synod to support one another and to work together in carrying out their commonly adopted objectives....” (Bylaw 1.1.1).

<sup>9</sup> See footnote 5.

Jesus Christ has given to His church on earth: to make disciples of all nations, sharing with their communities and the world the good news of salvation and to nurture the faith of those who already believe, by teaching them to observe all that He has commanded.

### III. GUIDELINES FOR CONSTITUTIONS

The following are subjects that ordinarily should be addressed in a congregation's constitution. Instructive comments are provided together with sample paragraphs. For ease of reference, a numeral and decimal numbering system is also recommended.

#### 1.0 NAME

Legal counsel should be consulted to make certain that this paragraph follows the requirements for ecclesiastical corporations established by the state in which the congregation is located. In addition, 1995 Synod convention Res. 3-13A resolved that "all congregations and mission stations in our Synod boldly profess in their official title and/or name that they are 'Lutheran.'"<sup>10</sup>

*Example:*

"The name of this congregation shall be [Name] Lutheran Church of [City,] [County,] [State]."

#### 2.0 MISSION

In the constitution of a Christian congregation it is desirable to state the mission or purpose for which it exists. Such a paragraph should contain the fundamental purposes included in the following example.

*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 nurture the faith of its members, 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 to human need, and to achieve its 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."

#### 3.0 CONFESSIONAL STANDARD

The Lutheran Church—Missouri Synod requires that its member congregations accept the confessional standard of the Synod. It is recommended that Article II of the Synod's Constitution be adapted for inclusion in congregations' constitutions. A congregation's confessional standard cannot go beyond that of the Synod.<sup>11</sup>

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<sup>10</sup> "WHEREAS, We have been called Lutheran since the formation of our Synod (and since reformation times) and are thankful for our doctrinal background and heritage; and  
WHEREAS, The name Lutheran clearly identifies what the member congregations and The Lutheran Church—Missouri Synod believe, teach and confess; and  
WHEREAS, Basic Christian honesty and integrity require that no deception of any sort be used in declaring the truth of the Gospel before all the world, as St. Paul declares: 'Rather we have renounced secret and shameful ways; we do not use deception, nor do we distort the Word of God. On the contrary, by setting forth the truth plainly we commend ourselves to every man's conscience in the sight of God' (2 Cor. 4:2); therefore be it  
*Resolved*, That all congregations and mission stations in our Synod boldly profess in their official title and/or name that they are 'Lutheran'; and be it further  
*Resolved*, That all congregations and mission stations of our Synod state in their materials (bulletins, newsletters, etc.) that they belong to The Lutheran Church—Missouri Synod; and be it finally  
*Resolved*, That all LCMS congregations gladly proclaim our great doctrinal heritage to a world that needs the clear proclamation of the truth." (1995 Res. 3-13A, "To Use the Name Lutheran")

<sup>11</sup> Historically, The Treatise on the Power and Primacy of the Pope is not listed in Article II of Synod's constitution, but it is included in the Book of Concord of 1580, and is therefore one of the confessional writings of the Synod. Because it is not listed separately in Synod's constitution, it does not have to be listed separately by a congregation, but a congregation may chose to do so.

*Example:*

“This congregation accepts without reservation:

- 3.1 The Scriptures of the Old and the New Testament as the written Word of God and the only rule and norm of faith and practice.
- 3.2 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.”

#### 4.0 SYNODICAL MEMBERSHIP

Although not essential, since membership in the Synod is not determined by a statement in a congregation’s constitution, congregations may wish to include mention of their membership in the Synod. If a congregation wishes to include mention of membership in the Synod the following may be used.

*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 as set forth in this constitution.”

#### 5.0 MEMBERSHIP

Synod congregations often distinguish between three types of congregational membership<sup>12</sup>: baptized, communicant, and voting<sup>13</sup>. Voting membership may be open to all communicant members but may also be limited to males only<sup>14</sup>. Care should be taken that the age at which individuals may hold voting membership conforms to any requirements of state law. Many congregations restrict voting membership to persons who have reached the age of legal majority. This is especially important when decisions involving contracts and other legal matters are made. Again, membership in organizations whose principles and conduct conflict with the Word of God shall be prohibited (Bylaw 3.9.6.3.1 [a])<sup>15</sup>. Also, congregations are not to deny membership or other congregational privileges to any Christian because of race or ethnic origin (Bylaw 2.3.1 [a])<sup>16</sup>.

*Example:*

“This congregation distinguishes between three types of congregational membership.

5.1 The membership of this congregation includes the following:

- 5.1.1 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 into communicant membership.
- 5.1.2 Communicant members are those baptized members who have been instructed and are familiar with the contents of Luther’s Small Catechism, have been confirmed in the Lutheran faith, and accept the confessional standard of Section \_\_\_\_\_ of this Constitution.

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<sup>12</sup> Some congregations include a fourth category: “Guest Members.” 1989 Res. 5-19 encouraged such a category for congregations with many seasonal members, “which could include such basic rights and privileges as reception of the sacraments, pastoral care, congregational concern, use of their time, talents, and treasures in the service of the Lord, and attendance and participation in voters’ assemblies as advisory or associate members” (1989 Convention Proceedings, p. 140).

<sup>13</sup> Variations often occur in the last two categories. Some congregations distinguish between communicant and confirmed members due to the practice of early communion, in which case further definitions will be necessary.

<sup>14</sup> 1969 Res. 2-17 concluded that “Scripture does not prohibit women from exercising the franchise in congregational and synodical assemblies,” at the same time concluding that “the Synod itself and the congregations of the Synod are at liberty to alter their policies and practices in regard to women’s involvement in the work of the church” (1969 *Convention Proceedings*, p. 88).

<sup>15</sup> “(a) Pastors and congregations alike must avoid membership or participation in any organization that in its objectives, ceremonies, or practices is inimical to the Gospel of Jesus Christ or the faith and life of the Christian church....” (Bylaw 3.9.5.3.1).

<sup>16</sup> “(a) It shall be the policy of the Synod to decline membership to congregations whose constitutions deny membership or other congregational privileges to any Christian because of race or ethnic origin” (Bylaw 2.3.1 [a]).

- 5.1.3. Voting members are communicant members who have reached the age of \_\_\_\_\_ years.
- 5.2 The members of this congregation are received in the following manner:
  - 5.2.1 Baptized members are received through the Sacrament of Holy Baptism or through the consent of one or both parents in the case of children who have been baptized in another Christian congregation.
  - 5.2.2 Adult members are received through the rite of confirmation and Sacrament of Holy Baptism as appropriate, through transfer from a sister congregation, or through profession of faith or reaffirmation of faith.
  - 5.2.3 Eligible communicant members may be received as voting members upon application for such privilege upon approval of the voters assembly.
  - 5.2.3 (Alternate) All communicant members who have reached the age of \_\_\_\_\_ are voting members.
- 5.3 Members of this congregation shall conform their entire lives to the authority of God's Word and to that end shall 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. Membership in organizations whose principles and conduct conflict with the Word of God is prohibited.
- 5.4 Membership in this congregation shall be terminated as follows:
  - 5.4.1 Membership shall be terminated by transfer to a sister congregation, by joining a congregation outside the fellowship of this congregation, by excommunication or self-exclusion, or by death.
  - 5.4.2 Communicant members who conduct themselves in an un-Christian manner shall be admonished according to Matthew 18:15.20 and the congregation's stated and adopted guidelines<sup>17</sup>. If they remain impenitent after proper admonition, they shall be excommunicated. Each case of excommunication or self-exclusion shall be presented to the voters assembly for a decision. A two-thirds majority vote of the voters assembly shall be required."

## 6.0 CALLED CHURCH WORKERS

Member congregations of the Synod are required to call and be served only by ordained ministers who are members of the Synod, candidates for the pastoral ministry who have satisfied the qualifications and requirements for assignment of first calls by Synod, or ordained ministers who are members in good standing of church bodies that have been formally recognized to be in altar and pulpit fellowship with the Synod when agreements for such calls are in place (Bylaw 2.5.2)<sup>18</sup>. They may also only call commissioned workers who are members of the Synod, candidates of LCMS colleges and universities who have satisfied the qualifications and requirements for assignment of first calls by the Council of Presidents, commissioned ministers who are members in good standing of church bodies that have been formally recognized to be in altar and pulpit fellowship with the Synod when agreements for such calls are in place<sup>19</sup> (Bylaw 2.5.3)<sup>20</sup>. This article

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<sup>17</sup> 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.

<sup>18</sup> "Congregations that are members of the Synod shall call and be served only by (1) ordained ministers who have been admitted to their respective ministries in accordance with the rules and regulations set forth in these Bylaws and have thereby become members of the Synod; (2) candidates for the pastoral ministry who have satisfied the qualifications and requirements for assignment of first calls by the Council of Presidents acting as the Board of Assignments; or (3) ordained ministers who are members in good standing of church bodies that have been formally recognized to be in altar and pulpit fellowship with the Synod when agreements for such calls are in place." (Bylaw 2.5.2)

<sup>19</sup> Ordained and commissioned ministers include pastors and all other church workers rostered by The Lutheran Church—Missouri Synod. Commissioned ministers include teachers, directors of Christian education, directors of Christian outreach, directors of family life ministry, directors of parish music, deaconesses, parish assistants, and certified lay ministers.

establishes how the congregation extends such calls and should indicate who is eligible to be called, the manner of removal from office, and how vacancies in called positions are to be handled (Bylaw 2.5.1)<sup>21</sup>. The example below reflects the way this is done in most congregations.

*Example:*

“The voters assembly of this congregation shall have the exclusive right to call ordained ministers. The right to call commissioned ministers also belongs to the congregation and ordinarily shall not be delegated to a smaller body and never to an individual.

- 6.1 The pastoral office shall be conferred only upon ordained ministers who are members of The Lutheran Church—Missouri Synod, candidates for the pastoral ministry who have satisfied the qualifications and requirements for assignment of first calls by Synod, or ordained ministers who are members in good standing of church bodies that have been formally recognized to be in altar and pulpit fellowship with the Synod when agreements for such calls are in place.
- 6.2 Only those commissioned ministers shall receive a call who adhere to the confessional standard set forth in this constitution, who are qualified for the work of the ministry to which they are called, and who have been endorsed by and are members of The Lutheran Church—Missouri Synod, who are candidates of LCMS colleges and universities who have satisfied the qualifications and requirements for assignment of first calls, and who are commissioned ministers in good standing from church bodies that are in altar and pulpit fellowship with The Lutheran Church—Missouri Synod.
- 6.3 The right of calling ordained or commissioned ministers shall be vested in the voters assembly and shall not be delegated otherwise.
- 6.4 Called ordained or commissioned ministers may be removed from office in Christian and lawful order by a two-thirds majority ballot vote of the voters assembly for one of the following reasons: persistent adherence to false doctrine, scandalous life, willful neglect of the duties of office, the inability to perform those duties, or domineering in office.
- 6.5 When a vacancy occurs in an office of an ordained or commissioned minister, the congregation shall notify the president of the district to receive assistance in temporarily filling the vacancy and to receive his counsel in calling a new pastor, teacher, or other church worker (Bylaw 2.5.1).”

## 7.0 AUTHORITY OF AND WITHIN THE CONGREGATION

At times there is lack of clarity in a congregation regarding the extent of the authority within the congregation to make certain decisions. It is therefore wise to include an article that will obviate this difficulty. The following is one possible model.

*Example:*

“The voters assembly shall be the governing body of this congregation and shall be empowered to administer and manage all its affairs.

- 7.1 The establishment and conduct of all organizations and societies within the congregation or related directly to the congregation shall be subject to the overall authority and general oversight of the voters assembly.
- 7.2 All matters before the voters assembly shall be decided by a majority vote unless otherwise specified by this constitution or bylaws. Matters of doctrine and conscience shall be decided only on the basis of the Word of God.”

## 8.0 MEETINGS

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<sup>20</sup> “Congregations that are members of the Synod shall call only (1) commissioned ministers who have been admitted to their ministries in accordance with the rules and regulations set forth in these Bylaws and have thereby become members of the Synod; (2) candidates of LCMS colleges and universities who have satisfied the qualifications and requirements for assignment of first calls by the Council of Presidents acting as the Board of Assignments; and (3) commissioned ministers (or those holding positions comparable to commissioned ministers) who are members in good standing of church bodies that have been formally recognized to be in altar and pulpit fellowship with the Synod when agreements for such calls are in place.” (Bylaw 2.5.3)

<sup>21</sup> “Congregations shall seek the counsel of their respective district presidents when calling ordained or commissioned ministers” (Bylaw 2.5.1).



Constitutions of congregations should establish how the meetings of the voters assembly or governing entities will be called and how a quorum will be determined. Not requiring a specific number of voting members in attendance permits a meeting to be valid so long as it has been properly called.

*Example:*

“Meetings of the voters assembly shall be held as determined in the bylaws.

8.1 Announcements of regular meetings shall be made in the services of the two previous Sundays.

8.2 Announcements of special meetings shall be made in the services of the two previous Sundays or in the services of the previous Sunday when accompanied by notification by mail. Such special meetings may be called at the request of the pastor, chairman, church council, or ten (10) voting members.

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

## 9.0 OFFICERS AND BOARDS

Congregations are at liberty to determine their own organizational and operational structures consistent with local and state requirements for not-for-profit corporations. Constitutions should establish only those offices, boards, and other committees that form the essential framework of the congregation. (The Synod encourages every congregation to include in its organizational structure a board or committee for stewardship [Bylaw 2.2.1 (a) (1)]<sup>22</sup>.

Description of duties in the constitution should be limited to basic responsibilities, with detail to be provided in the bylaws or in job descriptions. This will allow congregations or other authorized entities within congregations to create (and to dissolve) additional offices and committees and determine their responsibilities as necessary. As previously noted, many organizational structures are possible. Two examples, one involving a coordinating church council and the second that of a board of directors, are provided.

In accordance with the teachings of The Lutheran Church—Missouri Synod women are not to be placed in offices which call upon them to carry out the specific functions of the pastoral office.

*Example:*

“This congregation shall have the following officers and boards in addition to any which the congregation shall establish from time to time. The officers and the chairpersons of the boards, and the pastor as an advisory member, shall constitute the membership of the church council. Those officers identified by state law shall serve as legal representatives of the congregation.

9.1 The officers of this congregation shall be:

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

9.1.2 A vice-chairman, who shall serve in the chairman's absence or inability to act, . . .

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

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

9.1.5 A financial secretary, who shall be responsible for the receipt of all contributions and shall deposit the same in an account established in the name of the congregation.

9.2 The boards of this congregation shall be:

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

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

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

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<sup>22</sup> “(1) Every congregation is encouraged to include in its organizational structure an elected or appointed board or committee for stewardship. (2) This board or committee shall be responsible for carrying on an adequate stewardship program in a manner prescribed by the congregation” (Bylaw 2.2.1 [a]).

- 9.2.4 A board for evangelism, consisting of . . . , which shall lead the members of the congregation in outreach into the community.
- 9.2.5 A board for stewardship, consisting of . . . , which shall be charged with the teaching and promoting proper stewardship of time, talents, and treasures.
- 9.2.6 . . .
- 9.3 Any officer or board member who fails to carry out his or her duties of office or who fails to perform the responsibilities of confirmed membership (see paragraph 5.3 above) may be removed from office by the voters assembly by a two-thirds majority ballot vote, in Christian and lawful order. Matthew 18 should be followed under such circumstances.”

— or —

*Example:*

“This congregation shall have the following officers, board, and committees in addition to any which the congregation shall establish from time to time.

- 9.1 The voters assembly shall elect a president, a vice-president, a secretary, and a treasurer, who shall be the officers of the congregation. The voters assembly shall also elect three other voting members, who with the four officers and the senior pastor shall comprise the board of directors of the congregation. [The pastor may be a non-voting, ex officio, member of the board.] The nomination and election of officers and board members shall be as specified in this constitution and accompanying bylaws.
- 9.2 The board of directors shall have the authority to develop and implement policies, procedures, and ministries as necessary to execute the vision and plans approved by the voters assembly.
- 9.3 The officers of the congregation shall serve as the executive committee of the board of directors.
- 9.4 This congregation shall have such committees as are necessary to assist the called workers, elected leaders, and members of the congregation in carrying out its mission and ministry. Committees of the congregation may include the following.
  - 9.4.1 A shepherding committee to assist and support the work of the pastor, consisting of...
  - 9.4.2 An education committee to assist and support the work of the teaching staff of the congregation, consisting of...
  - 9.4.3 A stewardship committee to carry on an on-going stewardship program for the congregation, consisting of...
  - 9.4.4 An evangelism and outreach committee to assist the congregation in carrying out the mission of the congregation, consisting of...
  - 9.4.5 An annually convened nominating committee consisting of...
  - 9.4.6 A long range planning committee consisting of at least...
  - 9.4.7 A call committee, convened as necessary, consisting of...
  - 9.4.8 Such other committees as are necessary to assist the called workers, elected leaders, and members of the congregation in carrying out its mission and ministry.
- 9.5 Any officer or board or committee member who fails to perform the duties of office or the responsibilities of confirmed membership may be removed from office by the voters assembly by a two-thirds majority ballot vote, in Christian and lawful order. Matthew 18 should be followed under such circumstances.”

## 10.0 DIVISION

It is an unhappy fact of life that disagreements occur in Christian congregations, and that at times the end result is not reconciliation but a parting of the ways. It is best to set down the principles far in advance that will govern such a situation if it should occur. Congregations should consult with local and state laws when making decision regarding disposal of properties. While the following example suggests reversion of properties to the district, the congregation is at liberty to determine the recipients of its properties.

*Example:*

“If at any time a division of the congregation should take place for any reason, the following principles will govern.

- 10.1 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.
- 10.2 In the event that the congregation dissolves, all property shall be disposed of by the final voters assembly for the payment of debts and all just claims against the congregation, and any and all surplus and all rights connected therewith shall be conveyed to and become the property of the \_\_\_\_\_ District of The Lutheran Church—Missouri Synod.”

## 11.0 AMENDMENTS

Constitutions should provide a method for their own amendment. A device called an "unalterable article" has been used in the past, but legally there are no unalterable articles. There can be, however, articles in congregations' constitutions that are more difficult to amend. Congregations may therefore wish to provide for two separate procedures for amending.

Congregations which revise their constitutions must submit these proposed changes for review by their district's constitution committee. Upon favorable action by the district board of directors, the congregation shall be notified that the changes are acceptable to the Synod, and the congregation may proceed with formal adoption of the revised constitution and remain a member in good standing of the Synod.

*Example:*

“This constitution may be amended in the following manner.

- 11.1 Amendments to the provisions of this constitution not identified in the following paragraph shall be submitted in writing at a meeting of the voters assembly and announced to the congregation by public posting and/or mail to all communicant members prior to the meeting at which the proposed amendment will be acted upon. A two-thirds affirmative vote of the voters present shall be required for adoption.
- 11.2 Amendments to Articles \_\_\_\_\_ shall not destroy their essential meaning. Amendments shall be submitted in writing at a meeting of the voters assembly and made public to the congregation by public posting and/or by mail to all communicant members. Notice of the discussion of such amendments shall be given prior to two regular voters assemblies when the proposed action will be discussed. Notice that action will be taken on proposed amendments shall be provided to all voting members prior to the meeting when a vote will be taken. The date of approval shall be referenced in any amendment adopted.
- 11.3 The revised constitution shall, as a condition of continued membership in good standing in The Lutheran Church—Missouri Synod, be submitted to the president of the district for review by the district's constitution committee and favorable action by the district's board of directors before being adopted by the congregation.

## IV. GUIDELINES FOR BYLAWS

The following are subjects that ordinarily can be addressed in a congregation's bylaws. Instructive comments are provided together with sample paragraphs.

### 1.0 PROCEDURES FOR CALLING MINISTERS OF RELIGION

Congregations should be specific in setting forth in their bylaws the procedures to be followed when calling ordained and commissioned ministers.

*Example:*

“When this congregation calls a minister of religion, ordained or commissioned, the following procedure shall be followed:

- 1.1 When a pastor or commissioned minister is to be called, every member of the congregation shall be provided opportunity to suggest one or more names for consideration.
- 1.2 A call committee shall be appointed [or an existing board or committee designated] to serve as a screening committee and shall submit all suggested names to the district president for information and

evaluation. The committee shall then present to the congregation by public announcement its proposed list of candidates and their biographical sketches.

- 1.3 At a voters meeting called for the purpose of calling a new pastor or commissioned minister, the proposed list may be amended by a two-thirds vote of the assembly. When possible, information regarding additional candidates shall be provided by the district president and/or his representative at the meeting.
- 1.4 Ballot voting shall continue until a majority [or two-thirds] vote determines the disposition of the call.”

## 2.0 CHURCH COUNCIL OR BOARD OF DIRECTORS

Even though it is not absolutely necessary for congregations to have a church council or board of directors, as the case may be, experience has shown this to be beneficial. The makeup and responsibilities of this leadership group are decided by each congregation. Two examples are provided.

*Example:*

“The church council shall provide direction to the congregation on behalf of the voters assembly.

- 2.1 The church council shall consist of the congregation’s president, vice-president, secretary, treasurer, financial secretary, and the chairmen of its boards. [The pastor may be an advisory or voting member.] The chairman and secretary of the congregation shall also serve as the chairman and secretary of the church council.
- 2.2 The church council shall meet a minimum of four times a year. Special meetings may be called by the chairman, the pastor, or any three members of the council by providing notice at least 24 hours prior to the meeting. A majority of the voting members of the council shall constitute a quorum.
- 2.3 The principal duty of the church council shall be to coordinate the program and activities of the various departments of the congregation. It shall also have the power to act on behalf of the congregation between meetings of the voters assembly within limitations established by the voters assembly, which actions shall be reported to the next meeting of the voters assembly.”

— or —

*Example:*

“The officers of the congregation along with three other elected at-large members and the administrative pastor (who shall be a non-voting member) shall comprise the board of directors, which shall provide direction to the congregation on behalf of the voters assembly.

- 2.1 The board of directors shall have the authority to develop and implement policies, procedures, and ministries as necessary to execute the vision and plans approved by the voters assembly. Written policies and procedures shall be made available to voting members upon request. The board of directors shall have no authority beyond that which has been conferred upon it by the constitution, its bylaws, or the voters assembly, and authority delegated to the board of directors may at any time be altered or revoked by the voters assembly. The board of directors shall normally meet in regular session at least quarterly.
- 2.2 The officers of the congregation shall serve as the executive committee of the board of directors, which shall have the authority to administer all property belonging to the congregation, make contracts, accept and receive grants and bequests, sign documents, appear in court, review the constitution and bylaws, report to the congregation when appropriate, and take other such action as may be authorized by the church council. The committee shall meet at least monthly.
- 2.3 This congregation shall have such committees as are necessary to assist the called workers, elected leaders, and members of the congregation in carrying out its mission and ministry. These committees may be authorized or created by staff members subject to review by the board of directors, unless a different method of authorization and/or membership selection is required by action of the voters assembly. The committees shall meet on an as needed basis.”

## 3.0 NOMINATIONS, ELECTIONS, AND TERMS OF OFFICE

Specific procedures for the nomination and election of officers and board members should be included in the bylaws. Provisions and procedures should also be provided for the appointment of additional officers and board

members. Congregations may or may not wish to include provisions restricting the holding of more than one office, providing for term limits, avoiding conflicts of interest, and/or providing for or prohibiting absentee ballots.

*Example:*

“The procedure for the nomination and election of elected and appointed officers and board members shall be as follows.

- 3.1 A nominating committee appointed by the church council (or board of directors) shall present a slate of candidates for each elected and appointed office. The slate shall normally provide two names [or: one name] for each office. In the case of elected positions, additional nominations may be made from the floor. No person shall be nominated without his or her consent.
- 3.2 A majority of the votes cast shall be required for all elections. Candidates receiving the lowest number of votes shall be eliminated in each succeeding ballot.
- 3.3 All officers shall be elected for a term of \_\_\_\_\_. Other members of the church council and of boards and committees 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 [or: the church council shall appoint] a successor to fill the unexpired term from a list of candidates provided by the nominating committee. Service for more than one-half of a term shall constitute a full term.”

#### 4.0 OFFICIAL DUTIES

In addition to the basic duties provided in the constitution, the congregation may want to detail responsibilities further in the bylaws or in policy manuals, which must be in harmony with the Constitution and Bylaws of the Synod. Congregations may wish to include provisions regarding the following: retention of the minutes and records of the secretary as property of the congregation; bonding of the treasurer; some form of financial review or audit; and the release of mailing lists. The Treasurer’s Manual provided to all congregations of the Synod is a helpful resource. If such details are not included in the bylaws, provision may be made for such in job descriptions developed by the church council or board of directors and, if desired, approved by the voters assembly. In such case, a paragraph such as the following would be helpful in the bylaws.

*Example:*

“Officers and members of boards and committees shall perform the duties as provided in the constitution. The congregation shall also have the right to detail and expand upon those responsibilities by the development of job descriptions developed by the church council [board of directors] and approved by the voters assembly.”

#### 5.0 MEETINGS

The frequency and any other expectations of the meetings of the voters assembly should be specified in the bylaws of the congregation. Many states require at least one such meeting annually.

*Example:*

“The voters assembly shall meet . . .”

#### 6.0 RULES OF ORDER

In order that all things may be done decently and in order, the rules governing the conduct of the meetings should be established in the bylaws.

*Example:*

“In addition to principles laid down in Scripture and in the constitution and bylaws of this congregation, accepted parliamentary procedures such as Robert’s Rules of Order shall be followed.”

#### 7.0 AMENDMENTS

It is essential that provision be made in the bylaws for amending the bylaws. Congregations which revise their bylaws must also submit these proposed changes for review by their district's constitution committee. Upon favorable action by the district board of directors, the congregation shall be notified that the changes are acceptable to the Synod, and the congregation may proceed with formal adoption of the revised bylaws, and remain a member in good standing of the Synod.

*Example:*

“These bylaws may be amended in a properly convened meeting of the voters assembly.

7.1 Amendments shall be adopted by a majority of all votes cast, 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 revised bylaws shall, as a condition of continued membership in good standing of The Lutheran Church—Missouri Synod, must be submitted to the president of the district for review by the district's constitution committee and favorable action by the district's board of directors before being adopted by the congregation.”