

GUIDELINES
For Constitutions and Bylaws
For
Congregations of The Kansas District
The Lutheran Church – Missouri Synod.

Rationale:

Many Pastors and Congregations ask why they should be concerned about updating their existing Constitution and Bylaws. The Lutheran Church-Missouri Synod lists the following in its Handbook from 2.4:

2.4 Continued Eligibility of Congregations:

2.4.1 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 desires to revise its constitution and/or bylaws shall, as a condition of continued eligibility as a member of Synod, submit a proposed revision constitution and/or revised bylaws to the district president.

b. The district president shall refer such to the district constitution committee for review to ascertain that the provisions are in harmony with the Holy Scripture, the Confessions, and the teachings and practices of the Synod.

c. Upon advice of the constitution committee and recommendation by the district president, the district board of directors shall determine if the changes are acceptable to the Synod.

d. 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/or bylaws and remain a member in good standing of the Synod.

e. Upon formal adoption of the proposed revised constitution and bylaws, the congregation shall provide to the district a dated copy of the action taken, accompanied by a copy of the dated revised constitution and bylaws.

f. Until a congregation formally adopts a revised constitution and/or bylaws using this process, the Synod shall consider the existing constitution and bylaws to be in effect for all purposes.

2.4.2 A copy of the signed constitution shall be forwarded to the secretary of the district. Acceptance by the district board of directors shall be reported to the next regularly scheduled convention of the district.

Kansas District Guidelines:

Along with the guidelines from The Synod, these guidelines from the Kansas District are to be used by congregations within the Kansas District to assist them in updating their existing constitutions and bylaws.

If the congregation is reviewing its current documents or is writing its first constitution and bylaws and is seeking membership within the Lutheran Church – Missouri Synod, it will be helpful to use the Synod’s publication “GUIDELINES FOR CONSTITUTIONS AND BYLAWS OF LUTHERAN CONGREGATIONS.”

Part I. General Guidelines – Getting Started.

A. Appoint a committee within your congregation to review/revise your existing constitution and bylaws. Plan on taking some time! Understand your current documents so you understand what needs to be changed.

B. Once you have completed your updates and **before** you present them to your Voter’s Assembly for approval, send an electronic copy to the following:

President Peter K. Lange at kspres@kslcms.org He will then forward copies to each member of the District Constitution and Bylaws Committee for review. Please send your copy in **WORD** format and not in PDF format. (PDF formats will be returned.) This makes for easier review and correction.

Part II. General Guidelines – Grammar.

A. Avoid the following frequently noted errors or undesirable terms:

1. Avoid the use of the word “Synodical” when possible. Use “Synod wide” or “Synod” or “of the Synod” in its place.
2. Reference to the “Synod” is always to be preceded by the article “the.”
3. The proper name of the Synod is “The Lutheran Church – Missouri Synod” using an “em” dash. The proper abbreviation The Synod is LCMS.
4. If you have any questions on grammar please reference Synod’s publication “LCMS Official Stylebook” found on line.

B. Consider using the decimal and parenthetical numbering system as used in the Synod’s Handbook.

Part III. General Principals – Name changes:

As of Synod’s Convention of 2013 there is a name change for Circuit Counselor. The new terminology to be used in constitution and bylaws is: “Circuit Visitor”.

There is also a name change for those who are teachers, DCEs, DCO's etc. The current designation is now "Commissioned Minister."

Part IV. General Principals – Content of Documents:

Bear in mind that congregation documents and policies may go beyond the Synod's constitution, bylaws, resolutions, etc., **but they must not contradict them.**

YOUR CONGREGATION'S CONSTITUTION.

Note: The first three Articles need to appear in order. After that articles may appear in any order.

Article I. Name:

* Be sure the name and location of the congregation are clearly stated, including the use of the term "Lutheran" as approved by the 1995 Synod Convention – Resolution 3-13A.

* If this is an updated constitution the name of the congregation must appear exactly as it is in the previous document. To change the name in any way will mean that change must be made to all previous legal documents, including Articles of Incorporation for the State of Kansas.

* "Brief but adequate" should be the watchword when congregations develop or amend their Constitution and bylaws. Brevity enables the congregation to later develop additional structures and programs (i.e.: ad hoc committees) to meet specific needs and goals without the need to repeatedly go through the process of amending their governing instruments.

Article II. Mission Statement:

In the constitution of a Christian congregation it is desirable to state the mission or purpose for which it exists. Congregations are encouraged to develop their own special mission statement to fit their specific ministry. The follow illustration is from the Synod:

"The purpose of the 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 objective 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."

Article III. Confessional Standard:

The Lutheran Church – Missouri Synod requires that its member congregations accept **without reservation** the confessional standard of the Synod. It is recommended that Article II of the Synod’s Constitution be adopted for inclusion in this section. A congregation’s confessional standard cannot go beyond that of the Synod.

Article. Relationship to Synod:

Although not essential, a congregation may wish to clarify its relationship to the Synod. The following illustration may be used:

“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.”

Article. Membership.

* This article states the different types of membership in the congregation, It should clearly state the requirements for: Baptized, Communicant, Voting, etc. membership.

* Care should be taken that the age at which individuals may hold office as a Voting Member conforms to any requirements of Kansas Law. Kansas Law requires that an individual who signs legal documents must be age 18 – the age of legal majority.

* This section states how members are received into the congregation, i.e.: Baptism, Confirmation, Transfer, Reaffirmation of Faith, etc.

* This section can state how Voter’s Membership is determined.

* This section can state the responsibilities members have toward the congregation and work of the Lord, i.e.:

- conform life to the authority of God’s Word.
- diligent use of the Means of Grace.
- stewardship and support of the congregation.

* This section can state the ways membership in the congregation can be terminated, i.e.: transfer, release of membership, excommunication, and self-exclusion. NOTE: It is advisable to stay away from requiring a unanimous decision since one “no” vote can derail the entire process. A 2/3rds, 3/4ths, or even 7/8th affirmative vote is acceptable.

* Only the Voters’ Assembly can release Communicant Members from the congregation in cases of excommunication or self-exclusion.

Article. Called Workers:

* This section describes those who are eligible to serve as an Ordained Minister or as a Commissioned Minister(s) of the congregation. NOTE: The correct terminology to use is “Commissioned Minister.”

* This section can state how a Called Worker and/or any officer of the congregation may be removed from office. Synod guidelines are:

- persistent adherence to false doctrine
- scandalous life style
- willful neglect of duty
- inability to fulfill duty.

* It is best to stay away from requiring a unanimous vote to remove from office since one “no” vote can derail the entire process. A 2/3rds, 3/4ths, or even a 7/8ths majority vote to remove a Called Worker or officer of the congregation is acceptable.

Article. Procedures for Calling Ordained and Commissioned Ministers:

* Proper wording for this article is:

“The right of calling Ordained and Commissioned Ministers shall be vested in the congregation through the Voter’s Assembly and shall never be delegated to a smaller body or to an individual.

Only such men shall be called as Pastor, and only such men and women shall be called as Commissioned Ministers who accept all the books of the Old and New Testaments as the inspired Word of God, who are in full agreement with the Confessional Standard (Constitution Article III), and who have the qualifications for such calls according to the standards and teachings of The Lutheran Church – Missouri Synod. The Pastor in the call extended to him and accepted by him pledges himself to this confessional standard. The Commissioned Minister in the call extended to him/her and accepted by him/her pledges himself/herself to this confessional standard.”

Article. Authority of and within the congregation:

* This section clarifies the extent of the authority of the officers, boards, etc., to make decisions within the congregation.

* This section should state the vote required to pass motions: unanimous in doctrine (matters of doctrine and conscience shall be decided only on the basis of the Word of God); the desired majority vote in matters of church discipline; simple majority in all others.

Article. Meetings:

* This article will state when the meetings of the Voter's Assembly/governing entities will be held.

* This article will state how the meetings of the Voter's Assembly/governing entities will be called, who can call, when they can be called, etc.

* This article will describe what constitutes a quorum for meetings.

* This article will list who has voting rights, who is ex-officio, etc. NOTE: The term "ex-officio" means that an individual by virtue of the office has a right to be a part of all committees and has the privilege of voting at their committee meetings. If the congregation wishes that a certain person can attend committee meetings but not vote then it is best to consider them "Advisory Members."

Article. 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.

* This article is to include those officers, boards, and committees that form the essential framework of the congregation. Normally those officers listed here will include but are not limited to"

1. President
2. Vice President
3. Secretary
4. Treasurer
5. Board of Elders
6. Financial Secretary.

* Description of duties in the Constitution should be limited to basic responsibilities, with details listed in the Bylaws or in a procedures manual.

NOTE: The Office of Chairman and Vice Chairman.

If the duties prescribed for the offices of chairman and vice chairman in the congregation do not allow for the assumption of the distinctive function of the pastoral office, women are free to hold this office without any scripture restriction – a principal that applies to the chairmanship of all other congregational committees as well. Since the responsibilities of these offices usually do not involve the exercise of the functions of pastoral oversight through the ministry of Word and Sacrament in congregations today, women gifted for such areas of responsibility may be encouraged toward such service.

From the document “Services of Women in Office with Guidelines 2005” produced by the CTCR.

NOTE: The Office of Elder.

From the early years of the history of The Lutheran Church-Missouri Synod to the present, congregations have established an office called “Elder” to assist the Pastor in carrying out the functions of the Office of The Public Ministry. The duties of this office in Synod’s congregations generally indicate that Elders work closely with the Pastor in his divinely assigned responsibility to feed the whole congregation with the Word of God and to watch over it for the sake of its spiritual welfare. Elders serve primarily to assist the Pastor in shepherding and overseeing the entire flock of God at their place. They frequently assist in certain aspects of the conduct of the public worship service, such as in the distribution of Holy Communion. In certain emergency situations Elders may be asked by the congregation to perform on a temporary basis, certain distinctive functions of the Pastoral office (e.g, lead public worship, deliver a sermon).

In evaluating whether women may serve in the office of Elder in a congregation, the principal consideration is whether the office requires that those who hold it are eligible to perform those functions that are distinctive to the public exercise of the ministry of Word and Sacrament. If such a situation exists, women may not serve in this office. An additional consideration has to do with the use of the term “Elder” for those offices which do not in fact require such responsibilities. In view of the use of the term “Elder” in the Scriptures, in the history of the church, and in our own Synod’s history, we recommend that this term be reserved for that office which has as its assigned duty assisting the Pastor in the public exercise of the distinctive functions of his office.

Note: The distinctive functions of the Pastoral Office are:

1. Preaching in the services of the congregation.
2. Leading the formal public services of worship.
3. The public administration of the Sacraments.
4. The public administration of the Office of the Keys.

For a more in depth study of the service of women in office, please contact either the President or the Secretary of The Kansas District.

Article. Division

The article spells out what is to be done in case of a division in the congregation (may the Lord forbid!) with the property and assets of the congregation. Normally, the group that continues to hold to Article III of the Constitution retains property and assets.

Article. Closure

This article states what happens if the congregation dissolves. Proper wording here is:

** In the event that the congregation dissolves, all property shall be disposed of by the final Voter's Assembly for the payment of debts and all just claims against the congregation. Any and all surplus items, and all rights connected to the remaining property shall be dispersed by the Church Council, with special consideration being given to the Kansas District.*

Article. Amendments.

* This article deals with the procedure for amending the Constitution.

* The final point in this section shall read, "The revised Constitution shall, as a condition of continued membership in The Lutheran Church-Missouri Synod, be submitted to the President of the Kansas District for review by the District's Constitution and Bylaw Committee, and favorable action by the District's Board of Directors before being implemented by the congregation."

* According to the Synod's guidelines, 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. *Examples:*

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 (2/3rds) affirmative vote of the voters present shall be required for adoption.

Amendments to Articles _____ (those previously listed as unalterable) 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 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. A three-fourths (3/4ths) affirmative vote of the voters present shall be required for adoption.

BYLAWS

1. Procedures for calling of Ordained and/or Commissioned Ministers.

* Suggested wording here is:

“At the time of a Pastoral vacancy, the Chairman of the congregation shall contact the Circuit Visitor who will meet with the congregation to discuss the procedure for filling the vacancy, and the procedures for beginning the call process. The congregation shall also meet with the appropriate District Official to outline the process of issuing a call, including the nomination of candidates.

The Call Committee shall be _____.

The Call Committee will review all profiles of potential candidates sent to it by the District President. After asking the Lord for guidance in prayer the Call Committee shall then select those candidates they feel will best fit the needs of the congregation. Phone interviews may be conducted using this list of candidates. Any phone interview shall follow the pre-call interview guidelines established by the Synod.

At a regular or special meeting of the Voters’ Assembly the Call Committee shall recommend their list of candidates to the Voters. Any Voter is entitled to amend the list of candidates, provided the nominee appears on the list of candidates provided by the District President. A two-thirds (2/3rds) majority vote of those present shall be required to amend the call list. The final call list shall then be approved by the Voters’ Assembly. The Voters shall then cast ballots until one candidate is elected by a simple majority vote. That candidate shall receive the Divine Call. It shall be the duty of the President of the Congregation to notify the candidate promptly in whatever manner the Voters’ Assembly has decided.”

“At the time of a vacancy for a Commissioned Minister the (Chairman of the Congregation or Chairman of the School Association- as the case may be) shall contact the Circuit Visitor to inform him of the vacancy. The (Chairman of the Congregation or the Chairman of the School Association – as the case may be) will contact the appropriate District Official to schedule a meeting to discuss the procedures for calling a Commissioned Minister.

The Call Committee shall be _____.

After asking the Lord for guidance in prayer the Call Committee will review all profiles of potential candidates sent to it by the District Official. The Call Committee shall then select those candidates they feel will best fit the needs of (the congregation or School Association – as the case may be). Phone interviews may be conducted using the list of candidates.

At a regular or special meeting of the (Voters' Assembly or School Association – as the case may be) the Call Committee shall recommend their list of candidates to the (Voters or School Association – as the case may be). Any member in attendance is entitled to amend the list of candidates provided the nominee appears on the list of candidates provided by the District Official. A two-thirds (2/3rds) majority vote of those present shall be required to amend the call list. The final call list shall then be approved by the (Voters' Assembly or the School Association – as the case may be). The (Voters or members of the School Association – as the case may be) shall then cast ballots until one candidate is elected by a simple majority vote. The candidate shall receive the Divine Call. It shall be the duty of the (Chairman of the Congregation, Chairman of the Board of Education, Chairman of the School Elders, Chairman of the School Association – as the case may be) to notify the candidate promptly in whatever manner the (Voters or School Association – as the case may be) has decided.

As a matter of courtesy the calling body shall keep the Circuit Visitor informed during this process.

II. Church Council or Board of Directors.

* This section is to be used to list the officers and boards of the congregation, giving a basic list of responsibilities for each office. Greater details may be listed in an Operations Manual.

* This section is to be used to describe the nomination and election of officers and board members.

* This section is to be used to describe the terms of office and term limits established.

* This section is to be used to describe who can serve in each office.

III. Meetings.

* This section lists the frequency of meetings; who may call a meeting, etc.

IV. Rules of Order.

* This section establishes the rules for conducting meetings and the order of business for each meeting. Normally *Robert's Rules of Order* is used.

V. Amendments.

* Here procedures are outlined for amending the Bylaws.

* The final sentence shall read, “The revised Bylaws shall, as a condition of continued membership in The Lutheran Church-Missouri Synod, be submitted to the President of the Kansas District for review by the District’s Constitution and Bylaw Committee, and favorable action by the District’s Board of Directors, before being implemented by the congregation.”

VI. Congregation Endowment Funds, Cemetery Burial Rites, etc.

* The Bylaws should include the rules and regulations that govern a church cemetery, Endowment funds or any other funds administered by the congregation.

VII. School Associations.

The following recommendations are from Synod Secretary Ray Hartwig:

* If a school association is incorporated and has its own corporate documents and the congregation is a member of the corporation (and probably provides one or more board members), mention of its membership in the School Association should be included in the congregation’s bylaws, including what its role is in the association, how its representatives on the association board are selected, etc.

* If a congregation has a greater role in a school association (e.g. it is a cooperative non-incorporated venture that includes a number of LCMS congregations) it would be important for all participating congregations to include such Bylaws in their governing documents that will enable the school association to function, including how its board is determined, how Commissioned Ministers are called or hired, etc.

NOTE: The congregation may use as many other points in the Bylaws as necessary to describe the work of the congregation in its ministry to the Lord.

NOTE: If you have any questions concerning the review and update of your congregation’s constitution and bylaws, please contact:

Rev. David Meier, Kansas District Secretary and Chairman of the Constitution and Bylaw Review Committee; or

Rev. Bob Grimm, Committee Member, or

Rev. Rodney D. Fritz, Committee Member.

NOTE: Once your congregation's constitution and bylaws have been approved by the Kansas District:

- * Be sure to date the document for future reference.

- * Send a completed copy to the District Office so that it may be placed into your Congregation's File.

The Lord's blessings on your work and ministry!

Revised May 16, 2016.