



GUIDELINES FOR CONGREGATIONS

Constitution and Bylaws

LCMS Kansas District
October 2020

Introduction

These guidelines are designed to be used by congregations within the Kansas District of The Lutheran Church—Missouri Synod to assist them in updating their existing constitution and bylaws. As always, if you have any questions during your work on the constitution and bylaws, please contact the Secretary of the Kansas District, who will assist you in your work.

General Guidelines

Getting Started

1. Appoint a committee within your congregation to review/revise your existing constitution and bylaws.
2. Once you complete your updates and review, and **before** you present them to your Voters Assembly for approval, send an electronic copy to the District President's office. The document will then be forwarded to each member of the District Constitution and Bylaws Review Committee.
3. Send your documents in **WORD** format, not PDF format. This allows for easier review and corrections.
4. Send your documents in single-page format, not booklet format. Again, this makes the document easier to review and correct.

Grammar

1. Do not use the term "Synodical." Use the term "the Synod."
2. The proper name for the Synod is "The Lutheran Church—Missouri Synod," with an "em" dash. The proper way to abbreviate the name is LCMS (no hyphen or dash).
3. Be consistent in using capital letters or lowercase letters for the words "constitution" and "bylaws." Use either capital letters (Constitution and Bylaws) or lowercase letters (constitution and bylaws).
4. Consider using the decimal and parenthetical numbering system as used in the Synod's *Handbook*.

Content

1. Please bear in mind that a congregation's constitutions and bylaws may go beyond the Synod's constitution and bylaws, **but they must not contradict them.**
2. As noted in the Synod guidelines for constitutions and bylaws, "brief but adequate" are the watchwords when reviewing your documents.

Rationale for Revision

Why is it so important for your congregation to have an updated constitution and bylaws? The answer comes from the LCMS *Handbook* (2019), Article 2.4.1, page 54:

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

Process

Once your congregation has submitted its revised constitution and bylaws to the District President, the following steps take place (LCMS *Handbook* [2019], Article 2, page 54):

- *The district president shall refer [your documents] to the district constitution committee for review to ascertain that the provisions are in harmony with the Holy Scriptures, the Confessions, and the teachings and practice of the Synod [as well as current Kansas Law]. Kansas District note: If necessary, the documents will be returned to the congregation with corrections. Once corrections are accepted by the congregation, the revised document is returned to the District Constitution Committee.*
- *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.*
- *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 thereby remain a member in good standing of the Synod.*
- *Upon formal adoption of the proposed revised constitution and/or 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.*
- *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.*
- *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.*

Operations Manual

Your congregation should consider using an operations manual. Instead of listing the detailed responsibilities of each office, board, etc. in your constitution and bylaws, these details could be included in an operations manual. That way, if duties change, the congregation can revise the operations manual instead of changing their constitution and/or bylaws, which would then need to be reviewed by the Constitution and Bylaws Review Committee.

GUIDELINES FOR CONGREGATIONS

Constitution

NOTE: The first three articles of the congregation's constitution need to appear in the order listed below. After that the articles may appear in any order you choose.

NOTE: "Synod Guidelines" as used in this document refers to the LCMS publication "Guidelines for Constitutions and Bylaws of Lutheran Congregations" (2012). Material directly quoted from this document appears in *italics*.

Article I: Name

State the name of your congregation with the following provisions:

1. Do not include the actual address of the congregation, since that may change.
2. Be sure the name used in the documents is the same as the charter name of the congregation. (To discover the charter name of your congregation, visit the Secretary of State's Business Entity Search Station at kansas.gov/bess.)
3. Be sure the name "Lutheran" appears in the title and/or name of the congregation, as required by the 1995 Synod Convention Resolution 3-13A, which states that "all congregations and mission stations in our Synod boldly profess in their official title and/or name that they are 'Lutheran.'"

Article II: Mission Statement (Synod Guidelines, p. 4)

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 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 (Synod Guidelines, p. 4)

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 this section. A congregation's confessional standard cannot go beyond that of the Synod.

The following statement must appear in your constitution (slightly adapted from the Synod Guidelines):

This congregation accepts without reservation the Scriptures of the Old and New Testament as the written Word of God and the only rule and norm of faith and practice. This congregation also accepts without reservation all the Symbolical Books of the Evangelical Lutheran Church as a true and unadulterated statement and exposition of the Word to God, to wit: the three Ecumenical Creeds (that 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.

Article IV: Synod Membership (Synod Guidelines, p. 5)

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:

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 V: Membership (Synod Guidelines, p. 5)

Synod congregations often distinguish between three types of congregational membership: baptized, communicant, and voting. Voting membership may be open to all communicant members but may also be limited to males only. Care should be taken that the age at which individual(s) 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.

The Kansas District Constitution and Bylaws Review Committee offers the following wording:

- A. Baptized Membership. Baptized members are those who:
 - 1. Are baptized with water in the name of the Father, and of the Son, and of the Holy Spirit;
 - 2. Are under the spiritual care of this congregation, including the children who have not yet been confirmed; and
 - 3. Are received into membership through the Sacrament of Holy Baptism, through transfer of membership, or with the consent of one or both parents or guardians if children have been baptized in another Christian congregation.
- B. Communicant Membership. Communicant members are those who:
 - 1. Are baptized with water in the name of the Father, and of the Son, and of the Holy Spirit;

2. Unconditionally accept Article III of this Constitution;
 3. Are familiar with Luther's Small Catechism and declare their acceptance thereof;
 4. Do not despise nor neglect the Means of Grace;
 5. Do not live in the manifest works of the flesh (Galatians 5:19-21) but lead Christian lives;
 6. Permit themselves to be fraternally admonished and corrected when they have erred; and
 7. Are not members of any lodge or any other ungodly society.
- C. Voting Membership. Voting members are those who:
 [Here the congregation needs to fill in its requirements for voting membership].
- D. Guest Members. As noted in footnote 12 in the Synod Guidelines, p. 5: *Some congregations also include a fourth category: "Guest Members." 1989 Res. 5-19 encourages such a category for congregation 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, page 140).

Article VI. Termination of Membership (Synod Guidelines, 5.3, p. 6)

Membership in this congregation shall be terminated as follows:

Here the congregation needs to state the means by which membership comes to an end, including the policies on transfer of membership to a sister congregation within the LCMS, release of membership, whereabouts unknown, moving without giving a new address, excommunication, self-exclusion, etc. It is advisable to avoid requiring a unanimous decision especially in the area of excommunication since one "no" vote can derail the entire process. A two-thirds (2/3), three-fourths (3/4), or even seven-eighths (7/8) affirmative vote is acceptable.

The congregation should also state its policy for reinstatement of those removed by excommunication and self-exclusion. A sample statement on self-exclusion follows:

Any member who absents himself or herself from worship or reception of Holy Communion for a period of one (1) year without just and reasonable cause shall be contacted by the Elders and in brotherly love encouraged to return to worship and regular reception of the Sacrament. If the individual does not return to worship and regular reception of the Sacrament after proper admonition by the Church Elders, a motion for release of membership by self-exclusion shall be presented by the Church Elders to the Voters Assembly. A two-thirds (2/3) majority vote shall be required to recognize self-exclusion. An individual who has been released due to self-exclusion may request to have his or her membership reinstated. Such request must be in writing to the Church Elders, who shall present such request to the Voters Assembly. A two-thirds (2/3) majority vote shall be required to reinstate a person's membership.

Article VII: Calling of Ordained and Commissioned Ministers (Synod Guidelines, pp. 6-7)

The Synod Handbook sets the standards for calling ordained and commissioned ministers. Based on this information, the Constitution and Bylaws Review Committee suggests the following wording, adapted from the Synod Guidelines:

The right of calling ordained and commissioned ministers shall be vested in the congregation through the Voters Assembly and shall never be delegated to a smaller body or to an individual. 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.

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.

Any ordained or commissioned minister may be removed from office in Christian and lawful order by a two-thirds (2/3) 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, or the prolonged inability to perform those duties.

Article VIII: Authority of and within the Congregation (Synod Guidelines, p. 7)

The Synod Guidelines recommend including an article that will define the extent of the authority within the congregation to make certain decisions, similar to the following:

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

- a) 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.*
- b) 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.*

Article IX: Meetings (Synod Guidelines, p. 7)

Constitutions of congregations should establish how the meetings of the voters assembly or governing entities [such as the Church Council] will be called, how special meetings will be announced, and how a quorum will be determined.

Article X: Officers, Boards, and Committees

Here the congregation needs to identify the officers of the congregation, such as President, Vice-President, Secretary, Treasurer, etc., and the boards and committees of the congregation, such as Board of Elders, Board of Stewardship, Nomination Committee, etc. (The State of Kansas requires that a nonprofit, nonstock corporation may have such officers with such titles as are specified in the bylaws or in a resolution of the Board of Directors which is not inconsistent with the Bylaws. K.S.A. 17-6302(a). Typically, a President, Secretary and Treasurer are elected.)

This section should state when elections are held, how appointments are made, and the terms of office of each officer, board, and committee member.

Care should be taken that the age at which individuals may hold office conforms to any requirement of Kansas law. Kansas law requires that an individual who signs legal documents must be the age of legal majority.

The congregation needs to state who may serve in each office: men or women. *“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 (Synod Guidelines, Article 9.0, p. 8).*

Article XI: Removal from Office

Any officer of the congregation, board member, or committee member may be removed from office in Christian and lawful order by a two-thirds (2/3) 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, or the prolonged inability to perform those duties.

Article XII: Division and Closure

The Constitution and Bylaws Review Committee recommends the following wording:

If a division occurs within this congregation (may Almighty God prevent this from ever happening), the advice of the District President shall be sought. If the division persists, then the property of this congregation and all rights and benefits associated with it shall remain with those members who faithfully adhere to the confessional standard set forth in Article III of this Constitution.

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. 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 LCMS Kansas District.

Article XIII: Amendments to the Constitution (Synod Guidelines 11.0, p. 10)

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.

Example:

This constitution may be amended in the following manner:

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 (2/3) 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 meetings of the Voters Assembly 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 (3/4) affirmative vote of the voters present shall be required for adoption.

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.

GUIDELINES FOR CONGREGATIONS
BYLAWS

Article I: Guidelines for Calling Ordained and Commissioned Ministers

The Constitution and Bylaws Review Committee recommends the following wording:

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 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 (2/3) 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 Chairman of the School Association) 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). Phone interviews may be conducted using the list of candidates.

At a regular or special meeting of the Voters Assembly (or School Association), the Call Committee shall recommend their list of candidates to the voters (or School Association).

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 (2/3) 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). The voters (or members of the School Association) 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 (or, Chairman of the Board of Education, Chairman of the school elders, Chairman of the School Association) to notify the candidate promptly in whatever manner the Voters Assembly (or School Association) has decided.

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

There are some constitutions which state that the call shall be made unanimous by the Voters Assembly. This can cause problems since one “no” vote can derail the entire call process. The committee suggests that the following wording be used in place of a vote calling for a unanimous decision: “After the election the call shall be made unanimous by singing the Common Doxology.”

Article II. Officers, Boards, and Committees

In this section the congregation needs to state who may serve as officers or on boards and committees (male or female). The District Constitution and Bylaws Review Committee adds the following requirements:

- 2.1 A female President and/or Vice-President may serve as an advisory member of all boards and committees.
- 2.2 A female President and/or Vice-President who is stated to be an “ex-officio” member of all board and committees may serve in that capacity **except** for the Board of Elders.
- 2.3 In accordance with the teaching of Scriptures, **only male members** of the congregation may serve on the Board of Elders.
- 2.4 In congregations where a Spiritual Care Team is in place, the following statement must be included: “In accordance with the teaching of Scriptures, only **male** members of the Spiritual Care Team shall exercise any of the functions that are distinctive to the public exercise of the ministry of the Word and Sacraments.”

When identifying officers and board members, all that is needed is a brief description of their responsibilities. Details can be included in an operations manual. This allows the congregation to make changes in responsibilities without needing their documents reviewed and approved once again. For example:

The officers of this congregation shall be:

- a) A President/Chairman, who shall conduct the meetings of the Voters Assembly ...
(continue with your list of officers.)

The boards of this congregation shall include:

- b) A Board of Elders, consisting of... (indicate the number of elders and their general responsibilities, then continue with your list.)

The committees of this congregation shall include:

- c) A Nominations Committee, consisting of ... (indicate the number of members on each committee and a general description of their duties, then continue your list.)

Article III: Church Council/Board of Directors

In this section the congregation is to state the makeup of the Church Council/Board of Directors, meeting schedule, who serves as President and Secretary of the Church Council/Board of Directors, the principal duty of the Church Council/Board of Directors, and who may call special meetings of the Church Council/Board of Directors. This section should also include the involvement of the pastor, who may be listed as advisory or as an ex-officio member. If the pastor is an ex-officio member, he should be listed as either a voting or non-voting member.

Article IV: Vacancy in Office

In this section the congregation should state how a vacancy in any office is filled.

Article V: Rules of Order

The Constitution and Bylaws Review Committee suggests the following wording:

All meetings of this congregation and its boards and committees shall be governed by Robert's Rules of Order, unless noted otherwise by the Constitution and Bylaws of this congregation.

Article VI: Order of Business

Here the congregation needs to list the order of business used all meetings.

Article VII: Amendments to the Bylaws

Here the congregation should state the procedure used in amending the bylaws.

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 Bylaws Committee, and a favorable action by the district's Board of Directors, before being implemented by the congregation.

Article VIII: Congregation Endowment Fund

If the congregation has an endowment fund, the rules governing that fund should be included with the bylaws. Make sure all endowment funds have passed legal review.

Article IX: Cemetery Burial Rites

If the congregation has its own cemetery, the conditions for burial should be attached to the bylaws.

Article X: School Association

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 its role in the association, how its representatives are elected/appointed, etc.

Article XI: Marriage Policy

The congregation may want to include here the marriage policy of the Synod. Following is a sample policy:

The marriage policy of _____, a member congregation of The Lutheran Church—Missouri Synod, is and always has been consistent with the Synod's beliefs on marriage. We believe that marriage is a sacred union of one man and one woman (Genesis 2:24-25), and that God gave marriage as a picture of the relationship between Christ and His bride the Church (Ephesians 5:32). The official position of The Lutheran Church—Missouri Synod, as set forth in 1998 Resolution 3-21 ("To Affirm the Sanctity of Marriage and to Reject Same-Sex Unions), is that homosexual unions come under categorical prohibition in the Old and New Testament (Leviticus 18:22,24; 20:13; I Corinthians 6:9-10; I Timothy 1:9-10) as contrary to the Creator's design (Romans 1:26-27). These position and beliefs can be found on the LCMS website, along with other statement, papers, and reports on the subject of homosexuality and same-sex unions and "marriage." Our pastors will not officiate over any marriages inconsistent with these beliefs, and our church property may not be used for any marriage ceremony, reception or other activity that would be inconsistent with our beliefs and this policy.