

Executive Summary

Governing Documents Subcommittee

October 1, 2021

Background

A subcommittee of the church council was organized in early 2020 to review our governing documents: the constitution, bylaws, and continuing resolutions of the congregation. This committee consists of Pastor Jordan, Sherry Skogman (chair), Ashley Bregantini, Bill Oliver, and Robbin Krueger. They were charged with reviewing our governing documents and suggesting changes.

The last time a review of these documents was conducted was 2015. Congregations normally conduct these reviews after each Churchwide Assembly of the ELCA in order to update required language of the constitutions.

The Role of Governing Documents

Governing documents in a congregation are important because they determine how power flows through an organization. They consist of constitutions, bylaws, and continuing resolutions which are communally affirmed statements of power and authority in the congregation. Clearly written governing documents help a congregation know what is expected of leaders. They help people understand who and which groups have power to make decisions.

A healthy organization carefully tends to power in accountable and transparent manners. Governing documents that are clear and accurate provide a grounded center for power to flow appropriately.

ELCA Required Provisions

Certain constitutional provisions are common to all ELCA congregations. They are the required provisions marked with an asterisk in the ELCA's Model Constitution. To be an ELCA congregation, a congregation must have the required constitutional provisions. The Churchwide Assembly of the ELCA, which meets every three years, updates the required provisions and each congregation is required to amend their documents to be in line with required provisions. The required provisions ensure consistency in all congregations on ELCA matters. Required provisions cover the following topics:

- The Preamble
- Chapter 1 - name and incorporation
- Chapter 2 - confession of faith
- Chapter 3 - nature of the church
- Chapter 4 - statement of purpose
- Chapter 5 - powers of the congregation
- Chapter 6 - church affiliation
- Chapter 7 - property ownership
- Chapter 8 - membership
- Chapter 9 - rostered ministers
- Chapter 15 - discipline of members and adjudication
- Chapter 16 - amendments
- Chapter 17 - bylaws
- Chapter 18 - continuing resolutions
- Chapter 19 – indemnification

Congregational Provisions

Each church has flexibility to set up their congregation as needed and appropriate. While the ELCA’s model constitution provides language appropriate for congregations to use, such language is given as a possible guide. No congregation is bound to use the ELCA model language when crafting provisions related to local governance. Therefore, each congregation adapts its governing structure to its own needs for mission and ministry. The following are adaptable chapters:

- Chapter 10 – Congregation Meeting
- Chapter 11 – Officers
- Chapter 12 – Congregation Council
- Chapter 13 – Congregation Committees
- Chapter 14 – Organizations within the Congregation

Organization of the Documents

Governing documents of a congregation have three types of paragraphs: constitutional provisions, bylaws, and continuing resolutions. Each is enacted in its own manner. Each has a different level of flexibility for amendment.

Constitutional provisions are the most enduring language in governing documents. They establish the congregation and determine basic patterns for its existence. Bylaws are more flexible than constitutional provisions: They can be revised more easily. They further define particular constitutional provisions of the local congregation. Continuing resolutions are the most flexible actions recorded in governing documents. They can be enacted by the congregation or the congregational council.

Structure and Numbering of Governing Documents

Constitutional provisions, bylaws, and continuing resolutions are held together in a single governing document. They are organized by chapter, keeping all provisions related to the chapter’s topic together. For example, all provisions related to committees are contained in chapter 13, whether they are constitutional provisions, bylaws, or continuing resolutions.

Constitutional provisions are the main chapter topics. Bylaws and continuing resolutions are incorporated into the body of the governing documents, organized by topical chapter, inserted below the constitutional provisions or bylaws to which they relate. Example: a bylaw related to the timing of the congregational meeting shall be inserted directly after provision C10.01 because C10.01 says that a bylaw will tell the timing of the annual meeting.

Numbering differentiates constitutional provisions, bylaws, and continuing resolutions. Below are examples from chapter thirteen of the numbering system for each type:

Constitutional Provision	C13.14.
Bylaw	C13.14.24
Continuing Resolution	C13.14.A19

The numbering system is read from left to right.

- C13 Indicates that it is a provision found in chapter 13
- .14 Indicates that it is either constitutional provision 14; or related to constitutional provision 14
- .24 Indicates that it is the 24th bylaw related to the 14th constitutional provision.
- A19 Indicates that it is the first continuing resolution adopted in 2019

The letter indicates the order the continuing resolution was adopted: A=first, B=second, etc.

The number following the letter indicates the year in which it was enacted.

Changes made because St. Luke's is an ELCA Congregation

1. Revised chapters 1-9 and chapters 15-19 to bring them in line with required provisions/wording as set out in the ELCA model constitution.
2. Restructured the numbering of bylaws to follow ELCA conventions. Bylaws are now inserted among constitutional provisions to which they relate. Bylaws are no longer separated into an appendix.
3. Reduced the number of people required to propose an amendment to the constitution from 50 to 25 people. ELCA allows each congregation to set this number at its discretion.

Major Changes Made to Chapters 10-14

1. Brought the bylaws for the endowment fund into the bylaws for the congregation. They once existed separately from previous editions of our constitution and bylaws.
2. Revised chapter 13 constitutional provisions and bylaws to include all committees of the congregation along with duties for each committee.
3. Added language clarifying committee membership.
4. Shifted the election of new committee members at our annual meeting, to appointing such members by the church council. The Nominating Committee will continue to lift up people for appointment.
5. Included bylaws for Child Life Ministries. Prior editions omitted CLM.
6. Removed chapter 20 – Parish Authorization. This chapter is only included when a church is part of a two-point or multipoint parish. St. Luke's is not, so the chapter is to be excluded.
7. Created a fixed number (40) for a congregational meeting quorum.

Minor Changes Made to Chapters 10-14

1. Clarified/expanded language.
2. Grammatical corrections.

Notes about Process

1. The Governing Documents Subcommittee began its work in April 2020. It met nearly weekly through September 2020.
2. Each committee of the congregation submitted written "duties" for their committee at the beginning of this process. From their submissions chapter 13 was rewritten. The process of redrafting this chapter involved dozens of people.
3. After the redrafting of chapter 13, each committee reviewed the reworked chapter. Revisions and/or changes were again made.
4. The council then reviewed the revised *Constitution, Bylaws, and Continuing Resolutions* and recommended its adoption by the congregation.
5. Copies of the council-approved proposed *Constitution, Bylaws, and Continuing Resolutions* are now available to the congregation for review. Copies are available at the hospitality center and on the website.
6. Updates on this process were included in the Epistle, weekly bulletins, Connections, and calendars of the congregation.

Actions to be taken by the congregation

1. December 12
 - a. Motion: The adoption of the proposed Governing Documents (Constitutional provisions, Bylaws, and Continuing Resolutions).
 - i. This action adopts all provisions of the Governing Documents.
 - ii. The motion needs to pass by majority vote.
2. February 13
 - a. Motion: To ratify constitutional provisions found in chapters 10-14 of the Governing Documents adopted December 12, 2021.
 - i. In compliance with our Governing Documents, a second vote is required to ratify these chapters.
 - ii. The motion needs a two-thirds vote.