



SOUTHEASTERN DISTRICT, LCMS

GUIDELINES

for

CONGREGATIONAL CONSTITUTIONS AND BYLAWS

I. FOREWORD

A constitution is a written document containing the basic principles for governing an organized body. Constitutions that are over-worded, lengthy and contain specifically detailed restrictions tend to be legalistic documents. A Lutheran church body constitution should not be a legalistic document of negative statements, rules, restrictions and directives. It should rather be a pastoral and evangelical document written by Christians for Christians, in a spirit of faith and a positive attitude that the members are trustworthy fellow Christians.

II. GENERAL

- A. The constitution and bylaws of congregations in the Southeastern District have essentially two purposes.
 1. Application for and retention of membership in The Lutheran Church—Missouri Synod.
 2. Publication of a body of governing principles and guidelines adopted by the congregation to provide assurance that its purpose is carried out in a God-pleasing and orderly manner consistent with membership in the Synod.
- B. As soon as possible, organized congregations should become members of the District and Synod. A congregation applying for membership in the Synod should send an electronic copy of its proposed constitution and bylaws in MS Word format to the Office of the District President (see cover note for specific email address). The President will refer the constitution and bylaws to the Task Force for Constitution Review for evaluation in accordance with Synod guidelines. If needed, the Task force will recommend changes required and suggestions for improvement to the congregation. When final revisions have been made, and the Task Force recommends approval, these documents come to the District Board of Directors for ratification. When ratified, the District President will notify the congregation and the constitution and bylaws become operative. A congregation can hold membership in the Synod only after it has been ascertained that the proposed constitution is in harmony with Scripture and the teachings and practices of the Synod.

- C. Member congregations that revise, amend or adopt a new constitution are required by Synod to submit the revision, amendment or new constitution to the District for review and approval. An electronic copy should be submitted to the Office of the District President prior to adoption by the congregation (see cover note for specific email address). The President will refer copies to the Task Force for Constitution Review for review and approval. Then the documents come to the District Board of Directors for ratification; when ratified, the District President will notify the congregation. Upon notification of approval, the congregation can function under the new or changed constitution. A general report that lists congregations with changed constitutions will be shared at the next District Convention.

III. GUIDELINES

- A. When preparing a revision, an amendment, or a new constitution, a few suggestions should be considered.
1. Precede the effort by a self-study and mission and ministry planning process to enable the congregation to organize in a manner to best support and focus on the current mission, ministry, and outreach opportunities and challenges available to them. The Regional Facilitator for Mission Engagement should be contacted to provide assistance and advice in this area.
 2. Remember that constitutions and bylaws are complimentary documents and should not contain redundant or conflicting information. The constitution, as the top-level document, should contain the general purpose and principles under which the congregation will operate. Bylaws should contain more details about how the congregation goes about accomplishing its purpose and provide some moderate level of explanation about how the congregation will operate. Details of operations, job descriptions, and specific operating procedures should be recorded in a congregation's operating and policy manuals, which are not subject to District review and approval.
 3. Be as brief and concise as possible.
 4. Do not include in your constitution or bylaws statements of belief, such as, the sanctity of marriage. Such statements are valued, but the Synod believes singling out one doctrinal understanding in the constitution or bylaws tends to diminish other doctrinal positions of the Synod. The Southeastern District and LCMS suggest creating a separate file or book containing the congregation's declarations of religious beliefs on this and other matters where our Lutheran religious beliefs come in conflict with the cultural mores and practices of the world around us.

5. Avoid being legalistic, using sexist language and being exclusionary.
 6. Reflect a spirit of Christian service.
 7. State articles in a positive rather than a negative manner.
 8. Your documents can help you when things get tough. They are aimed at countering human excesses and sins.
- B. To facilitate the work required to develop meaningful articles these Guidelines are made available to congregations as an aid in the preparation or revision of their constitutions. The Guidelines are not meant to be copied word for word, but suggest thoughts that each congregation may freely express in terms that apply to their individual situation and circumstances. There are, however, certain fundamental principles of doctrine implicit in the constitutions of all Lutheran congregations that should be kept intact, such as the Confessional Standard.
- C. Under several of the articles in the Guidelines you will find "NOTES" and "EXAMPLES" which are intended to suggest material for consideration in developing statements for that particular section. These notes are not the final word and discussion is encouraged for solving specific problems.
- D. The Task Force for Constitutional Review will be glad to assist any congregation in writing or revising these documents.
- E. All constitutions, bylaws whether original or revisions must be submitted as MS Word documents electronically. Revisions should be indicated on the latest approved original document by using the "Track Revisions" feature of MS Word showing strikethrough and additions in a marked-up document.

Draft Constitution of
_____ Lutheran Church
 _____, _____

The Constitution and Bylaws, contained herein, were adopted by this congregation, _____, and supersede all documents of similar nature previous to this date. *(Include this paragraph for revised constitution; omit for new.)*

PREAMBLE

We the members of _____ Lutheran Church accept and subscribe to the following Constitution and Bylaws. They shall govern the spiritual, material, and missional affairs of the congregation.

ARTICLE I
NAME

The legal name of this congregation shall be “_____ Lutheran Church”. *(If the congregation is also known by a second language name add: The other name of the congregation for use in ministry shall be _____.)* The congregation is located in _____, _____. *[If the congregation is incorporated, add the following: (Name of Congregation) is incorporated under the laws of the State/Commonwealth of _____ (or: the District of Columbia)].* *[If the congregation is not incorporated, add the following: (Name of the Congregation) is not incorporated.]*

ARTICLE II
PURPOSE

Note: The Purpose Section is the key to the rest of the constitution. What is stated here should influence the entire nature of the document. Since each congregation has its own unique situations and ministry, the formulation of a specific purpose of ministry should be considered. Some factors for consideration are:

1. A clear statement of the congregation's mission and ministry (purpose)
2. The Scriptural concepts of "church" and "ministry"
3. Congregational life as it is to revolve around the Word and Sacraments

4. The needs and structure of the "community" to which the congregation is to be in mission

Example: *The purpose of this congregation shall be to be a blessing to others as God has blessed us by being the instruments of God in carrying out Christ's great mission (Matt. 28:18-20) through a ministry of worship, service, stewardship, fellowship and the edification of one another in Christian faith and life. We, therefore, dedicate ourselves to the task of (1) witnessing of our faith in Jesus Christ to each other, the community in which we live, and to the nation and the world, (2) offering service to people by acts of mercy and concern, (3) practicing stewardship by the intelligent management and use of God's gifts to us, (4) celebrating fellowship with one another so that a spirit of unity and joy exists in the congregation, and (5) growing in grace and knowledge of Jesus Christ by the education of all ages through study and mutual sharing of God's Word and Sacraments.*

Note: Congregations may request assistance for developing a congregational purpose or mission statement as part of Mission and Ministry Planning. Contact your Regional Facilitator for Mission Engagement for assistance.

ARTICLE III CONFESSIONAL STANDARD

This congregation accepts without reservation:

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

ARTICLE IV SYNOD MEMBERSHIP

This congregation shall be a member of THE LUTHERAN CHURCH—MISSOURI SYNOD and the District in which it is geographically located, so long as the confessions and constitution of said Synod and District are in accord with the confession and constitution of this congregation.

It shall be the privilege and responsibility of this congregation and its individual members to support the work of Synod and the District and to send its pastor and a lay delegate and called teacher(s) to the District conventions of Synod.

ARTICLE V MEMBERSHIP

This Congregation consists of three types of members: Baptized, Confirmed, and Voting.

A. Baptized Membership

All those on the membership list who have been baptized "in the name of the Father, and of the Son, and of the Holy Spirit" and who are under the spiritual care of this congregation.

B. Confirmed Membership

Confirmed members are those baptized members who accept and adhere to the doctrinal standards of Article III of this constitution and who have been received through the rite of confirmation, by transfer from a partner congregation, by profession of faith or by reaffirmation of faith in accordance with the Bylaws of this congregation.

C. Voting Membership

Note: The privilege to vote should not be restrictive except where required by the laws of the state (such as legal voting age applicable to the purchase or sale of property). State laws should be checked.

Example: *Voting members of this congregation shall be communicant members who have attained the age of _____ years and who have accepted the Constitution and Bylaws of this congregation.*

ARTICLE VI GOVERNMENT OF THE CONGREGATION

A. Governing Body

Note: In most cases, the Voters' Assembly will be the final governing body; but in some instances, congregations have the Church Council, Board of Directors, or other leadership groups act as the governing body except for the election of officers, for the calling of pastors or teachers, or for the purchase or sale of property.

Example: *The Voters' Assembly is a meeting of the Voting Members of the congregation assembled to transact the business of the congregation. The congregation, through the Voters' Assembly, shall have final authority in managing its internal and external affairs.*

B. Church Council

The Church Council shall see to it that all activities of the church reflect the purpose and faith of the congregation. It shall concern itself with establishing all policies governing the activities of the congregation and with the implementation of the mission, vision, budget, and plans adopted by the Voters' Assembly. The Church Council may appoint any entity needed. It shall oversee and have authority over all other boards, committees, task forces, action teams, or other entities of the congregation. The Church Council shall be the governing body of the congregation and shall have plenary authority to transact all the affairs of the congregation except the following matters, which are reserved to the Voters' Assembly:

1. Call or remove a called worker.
2. Encumber, purchase or sell real property, including buildings
3. Incur a non-budgeted expense, including emergency expenses, of over 5% of the annual expense budget of the congregation.
4. Adopt the congregation's budget.
5. Dissolve the congregation or terminate the congregation's membership in the LCMS.

D. Officers and Boards

The officers and boards of this congregation shall be such as the Bylaws of this Constitution prescribe.

ARTICLE VII PROPERTY RIGHTS OF THE CONGREGATION

Note:

- A. Before action is taken on any property transfer, it is wise to obtain the advice of the following: (1) the District Executive for Congregational Outreach and (2) a local attorney.
- B. For more information about the desirability of incorporation, consult a local attorney. Necessity varies with each state.

Example: *This congregation may receive, acquire, hold title to, and manage such real estate and other property as it may deem necessary to accomplish its purpose as a congregation and may sell or dispose of such real estate and*

other property or any part thereof; and this congregation shall have all the rights and powers that are granted by the laws of the State/ Commonwealth of _____ (or District of Colombia) to religious organizations.

NOTE:

The following example of property disposition in the unfortunate event of a schism in the congregation is highly recommended. Since the decision is based on theological issues, the example's wording should serve to preclude secular court interference in the matter.

Example: Should a separation in the congregation occur, the entire property of the congregation and all rights connected therewith shall remain with those members who hold fast to this Constitution. The decision as to how the assets and liabilities should be divided among the contending factions shall be decided by a three-person investigatory panel appointed by the President of the District of The Lutheran Church—Missouri Synod to which the Congregation belongs.

In the event the congregation should disband, the property and all rights connected therewith shall be transferred to that District of The Lutheran Church—Missouri Synod of which the congregation is a member.

ARTICLE VIII MINISTERS OF RELIGION – ORDAINED AND COMMISSIONED

The pastoral office of this congregation as well as that of a called minister of religion, commissioned, shall be conferred upon such ministers, commissioned ministers of religion, and candidates whose beliefs are in accord with the confessional standards of this congregation (Article III) and as have been approved by the Synod as being qualified pastors and ministers of religion, commissioned, of the church.

ARTICLE IX AMENDMENTS

Note: The law does not recognize as a fact that anything is "unalterable." Certainly, regardless of such a provision in a constitution, a unanimous vote can make a change. It is strongly recommended that no provisions of the constitution or bylaws not be declared as 'unalterable'. Even the Synod has revised its confessional article. A better course of action is to require a very large majority for such a change to be made.

Example: This Constitution may be amended by a two-thirds majority of the votes cast in a meeting of the Voters' Assembly. The Bylaws may be amended by a simple majority of the votes cast in a meeting of the Voters' Assembly. The wording of the amended Constitution and Bylaws shall be distributed to all members in a mailing as far in advance as possible, but no fewer than two Sundays in advance. In addition, the revisions will be distributed to the congregation assembled for worship on two different Sundays prior to the date upon which the amendment is presented for action.

NOTE:

The following language is required by Synod Bylaws for all constitutions for a congregation to retain its membership in good standing in the Synod.

Required: The revised constitution and/or bylaws shall, as a condition of continued membership in The Lutheran Church—Missouri Synod, be submitted to the President of the District to which the congregation is assigned for approval and shall not be effective or implemented by the congregation until such approval is received.

**Article X
Language**

(Optional for Ethnic Congregations)

Because this Congregation was established to serve immigrants to the United States of America and their descendants, who speak the _____ language, worship and teaching within this congregation shall be conducted primarily in the _____ language. The Constitution and Bylaws of this Congregation and legal documents, such as Articles of Incorporation, shall be written in the English language, but they may be translated into _____ for use by members within the Congregation.

BYLAWS of
_____ Lutheran Church
 _____, _____

ARTICLE 1
BAPTIZED MEMBERSHIP

Baptized Members are all persons within the congregation who have been baptized in the name of the Triune God and come under the pastoral care of this congregation. It is expected that all baptized members will:

1. Attend worship services faithfully and regularly.
2. Lead a Christian life as taught in Galatians 5:19-26.
3. Out of Christian love, submit to brotherly admonition, according to Matthew 18, when having erred or offended.
4. Contribute, as God has blessed them, of their time, talents and treasure toward the maintenance of the congregation and the extension of the church at large.
5. In due time, take a course of instruction in preparation for confirmed membership in this congregation.

ARTICLE 2
CONFIRMED MEMBERSHIP

Confirmed Members are all baptized persons within the congregation who have completed a course of instruction in Christian doctrine that meets with the approval of the Church Council. Persons seeking to attain confirmed membership shall make that fact known to the Senior Pastor or any other delegated pastor. The pastor shall ascertain the understanding of and commitment to the purpose and theological commitment contained in Article III. The pastor will determine if additional instruction is needed and the appropriate method for that instruction. The pastor is authorized to extend confirmed membership to the person and shall announce that in a public service.

In addition to the duties of Baptized Members, it is expected of all Confirmed Members that they:

1. Accept the confessions of faith listed in Article III of the constitution.
2. Familiarize themselves with the doctrines of The Lutheran Church—Missouri Synod.
3. Partake of the Lord's Supper.
4. Participate in continuing Christian education.
5. Provide for the Christian training of their children by making use of the educational agencies of the congregation to equip parents to be the spiritual teachers of their children and to nurture faith in children.

ARTICLE 3 VOTING MEMBERSHIP

Voting Members are Communicant Members who have reached the age of ____, attend a Voters' meeting, and sign the Constitution.

ARTICLE 4 TERMINATION OF MEMBERSHIP

Note:

1. Matthew 18:15-17 has often been misused as a judicial formula for excommunication. It was not meant to be that and it is a violation of the context of that passage to use it as a prescribed procedure for ecclesiastical discipline. Forgiveness is the purpose and the end of any confrontation of a member with his/her sin.
2. Excommunication is necessary when a person, who considers him/herself a member, persists in living as a "manifest and impenitent sinner". The offense must be a willful, wanton, and persistent transgression against God's Word and Will. There is no basis in the Confessions for the practice of submitting the matter of excommunication to the congregation for unanimous vote. The Confessions do not state procedure, but only the fact that such persons are to be excommunicated.
3. Self-exclusion deals with a member of the congregation who does not partake of the sacraments or shares his/her faith within or outside the fellowship of the congregation. The member has declared by his/her actions that he/she is no longer a fellow believer. That person has excluded him/herself (self-exclusion) and because of that fact Matthew 18 does not apply to him/her. Also, there is no term such as "self-excommunication".

Examples:

A. Transfers

A member desiring transfer to another congregation in fellowship with The Lutheran Church—Missouri Synod shall make that fact known to the Senior Pastor. The Senior Pastor shall cause the creating and mailing of a letter of transfer to the receiving congregation.

B. Whereabouts unknown or moved

The names of members whose whereabouts are unknown or who have moved from the area may be removed from membership after a period of one year.

C. Discipline

All discipline in this congregation shall be administered in accordance with Matthew 18:15-20. The purpose of any disciplinary action is to renew a member's relationship with the Lord and with the church. A member shall be considered self-excluded when unresponsive to the witness and ministry of the church.

ARTICLE 5**CALLING MINISTERS OF RELIGION – ORDAINED OR COMMISSIONED**

At the time of vacancy in the office of pastor or commissioned minister of religion, the congregation shall notify the District President and the Circuit Visitor and request the procedure for calling a new pastor or commissioned worker.

A. Called Workers

1. Calls will only be issued to such candidates who are approved by the LCMS.
2. After authorization is received from the Voters' Assembly, the Church Council shall appoint a Call Committee. No more than one-third of the Call Committee members may be members of the Church Council.
3. The Call Committee shall consult with the Southeastern District, LCMS as part of their efforts to secure the names of candidates.
4. The Call Committee will present a final list of candidates to the Voters' Assembly for voting. A two-thirds majority is required.

B. Removal from Office of Called Workers

Any Called Worker may be removed from office by the Voters' Assembly by a three fourths majority vote because of: persistent adherence to false doctrine, scandalous life, neglect of duties, or inability to perform the duties of the office. The office of the District President shall be notified of any charges before action is taken with respect to the discipline of rostered and called church workers. His advice shall be followed in resolution of any issues.

ARTICLE 6**MEETING OF THE (NAME OF GOVERNING BODY)**

- A. The Voters' Assembly shall meet at least once a year. The day and hour of the annual meeting shall be set by the Church Council and publicized at least

___ weeks in advance. The notification shall contain an agenda of items to be considered as well as the slate of nominees for election.

- B. The Voters' Assembly may meet at other times of the year subject to a call by the Church Council or at the request of any five voting members of the congregation. Notice of any such special meeting shall be publicized as far in advance as possible but no less than one week in advance. The notice shall contain an agenda of items to be considered. An item may be added to the agenda by the Chairperson of the Church Council, the pastor, or on the motion of five Voting Members. No agenda items may be added once notification of any meeting is publicized. The Chairperson, Vice Chairperson, or their designated Church Council member shall preside at all Voters' Assembly meetings.
- C. A quorum of ___% of voting members must be present to conduct the business of the Voters' Assembly. If a quorum is not present, the chairperson will suspend the meeting for a period of not less than one week. When the meeting is resumed, the quorum shall be all those in attendance at the resumed meeting.

ARTICLE 7 CHURCH COUNCIL

A. Membership

The Church Council shall consist of three Voting Members, elected at large by the Voters' Assembly, plus the four congregation officers listed in Article 8. The Senior Pastor is a non-voting member.

B. Term of Office

The term of office shall be two years, with at least one member of the Church Council being elected each year. Members shall serve no more than two full successive terms in that position without a break of at least one year.

C. Meetings

The Church Council shall meet at least quarterly and may be called more frequently at the request of the Chairperson or any three Church Council members. An elected officer shall be present and preside with three members of the Church Council to constitute a quorum for any meeting. Notice of each meeting shall be posted. The minutes shall fully disclose all actions taken and be signed by the Chairperson and Secretary. Minutes of the meetings shall be available to voting members upon request.

ARTICLE 8 OFFICERS AND TRUSTEES

A. Officers

The officers of the congregation shall consist of:

1. Chairperson who shall:
 - a. Preside at all meetings of the Voters' Assembly and the Church Council.
 - b. Enforce the Constitution and Bylaws.
 - c. Perform the general duties as are common for the office, including such additional duties as may be directed by the Voters' Assembly from time to time.
2. Vice Chairperson who shall:
 - a. Perform all of the duties of the Chairperson in the latter's absence and such other additional duties which may be directed by the Voters' Assembly or by the Chairperson from time to time.
 - b. Chair and appoint a Nominating Committee with the advice and consent of the Church Council.
3. Secretary who shall:
 - a. Perform the duties commonly required of that office, especially the keeping and preserving of accurate records of all Church Council and Voters' Assembly meetings and handling such correspondence as the congregation may require.
 - b. Keep and make available minutes of all Church Council meetings.
4. Treasurer who shall:
 - a. Keep and preserve the accurate records of all receipts and disbursements and submit a written report of them at all regular meetings of the Voters' Assembly.
 - b. Assure accuracy and propriety of all financial transactions of the congregation.

B. Terms of Office.

Officers shall serve for a term of two years and shall serve no more than two full successive terms in that position without a break of at least one year.

C. Trustees

The Chairperson, Vice Chairperson, and Treasurer are designated as "Trustees", and upon approval of the (name of governing body) shall be empowered to negotiate and sign contracts and legal documents, and do all that is required to execute official acts for the congregation.

Note: Congregation should check with state laws about trustees before finalizing this article. Virginia, for example, currently does not require trustees for incorporated congregations but does require that the names of the trustees for unincorporated congregations be on file in the office of the Clerk of the Circuit Court. Other states may not have

this requirement and allow congregations to designate certain officers in the congregation to serve as trustees.

Note: Congregations may also want to consider establishing the position and describing the duties of a Financial Secretary who is charged with receiving and recording contributions and providing records of giving to contributors.

ARTICLE 9 ELECTION, REMOVAL FROM OFFICE, AND VACANCIES

A. Nomination

The Vice Chairperson of the Church Council shall annually appoint a Nominating Committee whose responsibility will be to develop a slate of candidates for officers and Church Council members to be elected each year. The committee shall contain a majority who are not Church Council members, shall function for one year only, and shall report their nominations to the election meeting of the Voters' Assembly. The Senior Pastor shall be a non-voting member of the Nominating Committee.

All nominees shall be Voting Members noted for their Christian knowledge, zeal, and experience in the spiritual work in the Kingdom. The specific criteria for elected officials shall be outlined by the Nominating Committee prior to accepting any nominations. In addition to the Nominating Committee's slate of candidates, any Voting Member may nominate candidates. A call for nominations will be distributed to the congregation no fewer than two months prior to the election meeting. The list of nominations will be closed at the time that the meeting agenda and slate of candidates is distributed.

Those elected by the Voters may not receive compensation from the congregation and may not lead any group that reports directly to the Church Council, except a Call Committee or the Nominations Committee.

B. Election

Nominees who receive a majority of the ballots cast at the Voters' Assembly shall be the elected.

C. Taking office

All elected officials will begin their term of office on the second Sunday of the month following election.

D. Vacancy

The Church Council shall be authorized to appoint a person to fill an unexpired term of an officer.

E. Removal from Office of Elected Officials

Any elected officer, who is unable to perform his duties or who neglects his duties, may be removed from office by a two-thirds majority vote of the Voters' Assembly. Such action shall be initiated by the Church Council.