

Northern Great Lakes Synod Constitution Committee
Small Congregations Local Governing Structure Options

If your congregation is struggling to meet your constitution’s requirements for structuring your congregation council, officers, committees, etc. we recommend that you amend your constitution rather than ignore it. The Synod Constitution Committee has developed some options for amending your congregation constitution and bylaws that will still meet ELCA congregation constitutional requirements and good practice. The various amendment ideas are listed below with reference to sample constitution language on pages 2-7.

| Your situation | Sample language |
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| <p>1. If you have a limited number of persons willing to fill CONGREGATION COUNCIL ROLES</p> <p>a. Smaller council size: [6 minimum] (Note: ability to stagger terms using partial term provisions of 12.03)</p> <p>b. Lengthen terms and/or allow for more successive terms, but require at least a 1 year break in between</p> | <p>a. See C12.01 & 12.03</p> <p>b. See C12.02</p> |
| <p>2. If you have a limited number of persons willing to fill CONGREGATION OFFICER ROLES</p> <p>a. Use a 2-3 officer structure (minimum is President and Secretary)</p> <p>b. Lengthen terms or allow for successive terms, but require at least a 1-year break in between</p> | <p>a. See C11.01</p> <p>b. See C11.03 & C12.02</p> |
| <p>3. If you lack persons with background or experience to fill TREASURER/FINANCIAL ROLES</p> <p>a. Appoint a non-Council member to the Treasurer role</p> <p>b. Appoint a non-member to the Treasurer role</p> <p>c. Hire outside bookkeeping service</p> <p>d. Install best practice financial policies for separation of duties and supervision to protect treasurer – treasurer doesn’t set up audit committee, two signatures on all checks; cash handling process required- treasurer and 1 council member.</p> | <p>a. See 11.01.03</p> <p>b. See 11.01.03</p> <p>c. See 11.01.03</p> <p>d. See 12.05e</p> |
| <p>4. If you have a limited number of persons to fill COMMITTEE ROLES</p> <p>a. Use non-Council member ministry teams appointed for tasks or planning needed and for time needed</p> <p>b. Establish quarterly congregation meeting + council working more as a committee of the whole in-between those meetings</p> | <p>a. See 13.06</p> <p>b. Add Bylaw option C10.01.01</p> |
| <p>5. If you need less time for full council business and more time for working committee/team activity</p> <p>a. Move to quarterly or bi-monthly Council meetings</p> | <p>a. See C12.10</p> |

Chapter 10.

CONGREGATION MEETING

C10.01. This congregation shall have at least one regular meeting per year. The regular meeting(s) of the congregation shall be held at the time(s) specified in the bylaws. Consistent with the laws of the State of __Michigan or Wisconsin____, the bylaws shall designate one regular meeting per year as the annual meeting of this congregation.

C10.01.01. This congregation will have quarterly meetings [specify timing; such as “on the third Sundays of January, April, August and November] at a time specified by the Congregation Council. The January meeting shall be the annual meeting.

C10.02. A special Congregation Meeting may be called by the pastor, the Congregation Council, or the president of this congregation, and shall be called by the president of this congregation upon the written request of 20 percent of the voting members. The president of the Congregation Council shall call a special meeting upon request of the synod bishop. The call for each special meeting shall specify the purpose for which it is to be held, and no other business shall be transacted.

C10.03. Notice of all meetings of this congregation shall be given at the services of worship on the preceding two consecutive Sundays and by mail or electronic means, as permitted by state law, to all voting members at least 10 days in advance of the date of the meeting.

C10.04. 25 percent of the voting members shall constitute a quorum.

C10.05. Voting by proxy or by absentee ballot shall not be permitted.

C10.06. All actions approved by this congregation shall be by majority vote of those voting members present and voting, except as otherwise provided in this constitution or by state law.

C10.07. Robert’s Rules of Order, latest edition, shall govern parliamentary procedure of all meetings of this congregation.

C10.08. This congregation may hold meetings by remote communication, including electronically and by telephone conference, as long as there is an opportunity for simultaneous aural communication or its equivalent. To the extent permitted by state law, notice of all meetings may be provided electronically.

C10.09. “Ex officio” as used herein means membership with full rights of voice and vote unless otherwise expressly limited.

CHAPTER 11

OFFICERS

C11.01. The officers of this congregation shall be a president, secretary, and treasurer.

a. Duties of the officers shall be specified in the bylaws.

b. The officers shall be voting members of this congregation.

c. Officers of this congregation shall serve similar offices of the Congregation Council and shall be voting members of the Congregation Council, unless otherwise provided.

C11.01.01. The president of the congregation shall:

a. in conjunction with the pastor and staff, ensure that this congregation is actively working to fulfill its mission and that any activities conducted by or within this congregation are in harmony with the gospel of Jesus Christ;

b. promote unity and Christian values among the members of this congregation;

c. preside at all meetings of this congregation and of the Congregation Council and ensure that all meetings are conducted in an orderly and Christian manner;

- d. be one of the designated signatories for all legal documents for this congregation; and
- e. be an advisory member of all committees of this congregation.

C11.01.02. The secretary shall:

- a. keep the minutes of annual and special congregation and Congregation Council meetings;
- b. be responsible for the archives of this congregation in conjunction with the Pastor's duties under C9.12);
- c. preside at meetings of this congregation or the Congregation Council in the absence or incapacitation of the president, and
- d. perform other duties in keeping with the office or as specified in this congregation's constitution and bylaws.
- e. the secretary may delegate one or more of the above-listed responsibilities to a recording secretary with the approval of the church council.
- f. the secretary shall be one of the designated signatories for all legal documents for this congregation.

C11.01.03. The treasurer shall work with the Pastor, Financial Secretary (if any), outside accounting providers (if used) and office staff to:

- a. disburse all money within guidelines and directives established by this congregation or the Congregation Council;
- b. maintain accurate records of all receipts and disbursements in records provided by this congregation;
- c. keep all financial records of this congregation until the legal value of each document has expired;
- d. submit a written financial report at each regular meeting of the Congregation Council, and whenever requested by the Council, and submit a written financial report at each annual meeting covering the previous fiscal year;
- e. submit all records for audit at the close of the fiscal year and at such other times as the Congregation Council may direct;
- f. shall be an authorized signatory for financial instruments, including checks issued by this congregation;
- g. ensure that the funds of organizations within this congregation with separate financial accounts are used and maintained in accordance with this constitution and bylaws and with policies and procedures established by the congregation council; and that organizations within this congregation with separate fund accounts provide a year-end financial report to the annual meeting of this congregation.
- h. supervise the performance of any outside bookkeeping or accounting provider that the congregation engages to perform any financial duties for the congregation.

C11.01.04. If this congregation or the council decide to elect or appoint a financial secretary, the financial secretary shall have voice but not vote at congregation council meetings unless the financial secretary is chosen from the elected members of the council and will not be considered an officer of the congregation. The financial secretary shall:

- a. keep exact records of all receipts as to source and amount in records provided by this congregation;
- b. submit a written financial report at each regular meeting of the Congregation Council, and whenever requested by the Council, and submit a written financial report at each annual meeting covering the previous fiscal year;
- c. regularly, at least semi-annually, and at other times as directed by the Congregation Council, provide each member with a record of contributions made during the specified interval of time; and

d. submit all records for audit at the close of the fiscal year and at such other times as the Congregation Council may direct.

C11.02. The Congregation Council shall elect its president and secretary from its membership, and they shall be the officers of this congregation. The officers shall be elected by written ballot or by a showing of hands and shall serve for one year or until their successors are elected. Their terms shall begin at the close of the Council meeting at which they are elected. The congregation council shall also elect its treasurer, who will also be an officer of this congregation and the congregation's treasurer and may or may not be an elected member of the congregation council. If the treasurer is not an elected member of the council, they shall have voice but not vote at council meetings.

C11.03. No officer shall hold more than one office at a time. There is no limit to the number of terms for which an elected officer shall be eligible to serve subject only to the limitation of the length of continuous service permitted for a member of the Congregation Council as specified in C12.02. The treasurer, whether a member of the Congregation Council or not, shall be eligible to serve as many terms as they are appointed by the Congregation Council.

Chapter 12.

CONGREGATION COUNCIL

C12.01. The voting membership of the Congregation Council shall consist of the pastor(s) and not more than 8 nor fewer than 6 members of this congregation. Any voting member of this congregation may be elected, subject only to the limitation on the length of continuous service permitted in that office. A member's place on the Congregation Council shall be declared vacant if the member

a) ceases to be a voting member of this congregation or

b) is absent from four successive regular meetings of the Congregation Council without cause.

Consistent with the laws of the state in which this congregation is incorporated, this congregation may adopt procedures for the removal of a member of the Congregation Council in other circumstances.

C12.02. The members of the Congregation Council except the pastor(s) shall be elected by written ballot to serve for three years or until their successors are elected. Such members shall be eligible to serve no more than two full terms consecutively, and cannot be re-elected to Congregation Council until at least one year after the conclusion of their previous service. Their terms shall begin at the close of the annual meeting at which they are elected. Newly elected members shall be installed at worship at a time appointed by the Congregation Council.

C12.03. Should a member's place on the Congregation Council be declared vacant, the Congregation Council shall elect, by majority vote, a successor until the next annual congregational meeting, where there shall be an election to affirm the appointed member continuing to serve until the normal end of the three-year vacancy they filled. Individuals who have served less than one-half of a regular term shall be eligible for nomination and possible election to a full first term.

C12.04. The Congregation Council shall have general oversight of the life and activities of this congregation, and in particular its worship life, to the end that everything be done in accordance with the Word of God and the faith and practice of the Evangelical Lutheran Church in America. The duties of the Congregation Council shall include the following:

a. To lead this congregation in stating its mission, to do long-range planning, to set goals and priorities, and to evaluate its activities in light of its mission and goals.

b. To seek to involve all members of this congregation in worship, learning, witness, service, and support.

- c. To oversee and provide for the administration of this congregation to enable it to fulfill its functions and perform its mission.
- d. To maintain supportive relationships with the rostered minister(s) and staff and help them annually to evaluate the fulfillment of their calling or employment.
- e. To be examples individually and corporately of the style of life and ministry expected of all baptized persons.
- f. To promote a congregational climate of peace and goodwill and, as differences and conflicts arise, to endeavor to foster mutual understanding.
- g. To arrange for pastoral service during the sickness or absence of the pastor.
- h. To emphasize support of the synod and churchwide organization of the Evangelical Lutheran Church in America as well as cooperation with other congregations, both Lutheran and non-Lutheran, subject to established policies of the synod and the Evangelical Lutheran Church in America.
- i. To recommend and encourage the use of program resources produced or approved by the Evangelical Lutheran Church in America.
- j. To seek out and encourage qualified persons to prepare for the ministry of the Gospel.

C12.05. The Congregation Council shall be responsible for the financial and property matters of this congregation.

- a. The Congregation Council of this congregation shall be responsible for maintaining and protecting its property and managing its business and fiscal affairs. It shall have the powers and be subject to the obligations that pertain to such councils / boards under the laws of the State of _Michigan or Wisconsin_, except as otherwise provided herein.
- b. The Congregation Council shall not have the authority to buy, sell, or encumber real property unless specifically authorized to do so by a meeting of this congregation.
- c. The Congregation Council may enter into contracts of up to 5% of the budget for items not included in the budget.
- d. The Congregation Council shall prepare an annual budget for adoption by this congregation, shall supervise the expenditure of funds in accordance therewith following its adoption, and may incur obligations of not more than 5% of the budget in excess of the anticipated receipts only after approval by a Congregation Meeting. The budget shall include this congregation's full indicated share in support of the wider ministry being carried on in collaboration with the synod and churchwide organization. An exception shall be allowed for contracts or expenditures in excess of the 5% of the budget limit in the event of any unanticipated situation that has an immediate probability for substantial damage to the property or building of the congregation.
- e. The Congregation Council shall assure that the financial affairs of this congregation are being conducted ethically, giving particular attention to the prompt payment of all obligations, to cash-handling, disbursement audit policies and practices, and to the regular forwarding of mission support monies to the synod.
- f. The Congregation Council shall be responsible for this congregation's investments and its total insurance program.
- g. The Congregation Council shall annually designate the authorized signatories for all financial checks issued by this congregation. The number of authorized signatories shall not exceed 5 persons with one of the five persons always being the congregation treasurer.

C12.06. The Congregation Council shall see that the provisions of this constitution, its bylaws, and the continuing resolutions are carried out.

C12.07. The Congregation Council shall provide for an annual review of the membership roster.

C12.08. The Congregation Council shall be responsible for the employment and supervision of the staff of this congregation. Nothing in this provision shall be deemed to affect this congregation's responsibility for the call, terms of call, or termination of call of any employees who are on a roster of this church.

C12.09. The Congregation Council shall submit a comprehensive report to this congregation at the annual meeting.

C12.10. The Congregation Council shall regularly meet [quarterly/in odd/in even months]. Special meetings may be called by the pastor or the president, and shall be called by the president at the request of at least one-half of its members. Notice of each special meeting shall be given to all who are entitled to be present.

C12.11. A quorum for the transaction of business shall consist of a majority of the members of the Congregation Council, including the pastor or interim pastor, except when the pastor or interim pastor requests or consents to be absent and has given prior approval to the agenda for a particular regular or special meeting, which shall be the only business considered at that meeting. Chronic or repeated absence of the pastor or interim pastor who has refused approval of the agenda of a subsequent regular or special meeting shall not preclude action by the Congregation Council, following consultation with the synod bishop.

C12.12. The Congregation Council and its committees may hold meetings by remote communication, including electronically and by telephone conference, as long as there is an opportunity for simultaneous aural communication or its equivalent. To the extent permitted by state law, notice of all meetings may be provided electronically.

C12.13 The Congregation Council shall be the corporate Board of Directors as required by the State of Michigan or Wisconsin, and president and secretary are authorized as the designated signatories for actions authorized by the congregation/corporation.

Chapter 13.

CONGREGATION COMMITTEES

C13.01. The officers of this congregation and the pastor shall constitute the Executive Committee. If the Treasurer is not an elected Congregation Council member, the Treasurer shall not be a member of the Executive Committee.

C13.02. A Nominating Committee of three voting members of this congregation, one of whom, if possible, shall be an outgoing member of the Congregation Council, shall be elected at the annual meeting for a term of one year. Members of the Nominating Committee are not eligible for consecutive re-election.

C13.02.A23. [Nominating Committee duties]

C13.03. An Audit Committee of at least 2 voting members shall be elected by the Congregation Council. Audit Committee members shall not be members of the Congregation Council. Term of office shall be one year. Members shall be eligible for re-election.

C13.03.B23. [Audit Committee duties]

C13.04. A Mutual Ministry Committee of 2-4 persons, preferably not current Council members or officers, shall be appointed jointly by the president and the rostered minister(s). Term of office shall be two years.

Insert Options for parish situations.

C13.04.C23. [Mutual Ministry Committee duties]

C13.05. When a vacancy occurs in a position for which this congregation calls a rostered minister, a Call Committee of six voting members shall be elected by the Congregation Council. Term of office will terminate upon installation of the newly called rostered minister. **Insert Options for parish situations.**

C13.05.D23. [Call Committee duties]

C13.06. Other committees or ministry teams of this congregation may be formed, as the need arises, by decision of the Congregation Council.

C13.07. Duties of committees and ministry teams of this congregation shall be specified in the continuing resolutions.

C13.08. The pastor and president of this congregation shall be ex officio members of all committees and ministry teams of this congregation, except the Nominating, and the Audit Committees.

Chapter 14.

ORGANIZATIONS WITHIN THIS CONGREGATION

C14.01. All organizations within this congregation shall exist to aid it in ministering to the members of this congregation and to all persons who can be reached with the Gospel of Christ. As outgrowths and expressions of this congregation's life, the organizations are subject to its oversight and direction. This congregation at its meeting shall determine their policies, guide their activities, and receive reports concerning their membership, work, and finances.

C14.02. Special interest groups, other than those of the official organizations of the Evangelical Lutheran Church in America, may be organized only after authorization has been given by the Congregation Council and specified in a continuing resolution.