

**GUIDELINES  
FOR THE CONSTITUTION AND BYLAWS  
OF A LUTHERAN CONGREGATION**

**PREFACE**

This fourth and revised edition of *Guidelines* has been prepared by the Commission on Constitutional Matters of The Lutheran Church—Missouri Synod because the supply of the previous edition has been exhausted and because more than a decade has passed since the last revision. There are also additional issues that have required attention.

**I.**

The Commission calls attention to the fact that congregations *cannot* become members of The Lutheran Church—Missouri Synod until their constitutions and bylaws have been approved by a constitution committee of a District of the Synod. Furthermore, any amendments must also have that approval *before* becoming operative.

Since a high degree of uniformity is desirable, the Commission on Constitutional Matters has from time to time issued guidelines for the proper construction of congregational constitutions and bylaws. It should be noted, however, as will become apparent also in the text of this document, that there are wide divergences among the congregations of the Synod, and that it is not advisable to formulate one constitution and bylaws which would fit all congregations.

Therefore, what is included in this document should be regarded as guidelines. District committees, in evaluating constitutions and bylaws that are submitted, will judge them in light of the principles contained in this document.

**II.**

A word about the format of this document. In the first chapter subjects are listed which should be addressed in the constitutions of congregations. Several comments are offered under each subject, followed by a sample article.

A chapter on bylaws follows. Here still more latitude is available to congregations depending upon such circumstances as size, location, and other unique factors.

Finally, a few comments are provided regarding alternate forms of organization.

It will be noted that this document contains no sample set of Articles of Incorporation for a congregation. The Commission on Constitutional Matters is of the opinion that such articles should be brief and should contain only the necessary materials required by the laws of the individual states. Congregations should consult an attorney familiar with such matters. If the congregation is not acquainted with an attorney, names of attorneys can be obtained from District officials or from the attorney for the District.

Persons working with these documents of the congregation are reminded to also consult pertinent sections of the Constitution and Bylaws of The Lutheran Church—Missouri Synod.

**III.**

After long experience, the Commission on Constitutional Matters has come to the conclusion that governing instruments, not only the Articles of Incorporation but also the constitution and the bylaws of a congregation, should be as brief as possible. Brief but adequate should be the watchword! Brevity will enable the congregation to develop additional structures

and programs to meet its needs and mission goals without constantly going through the time-consuming process of amending its governing instruments.

It is the Commission's hope that this document will help the congregations of our beloved Synod to carry out more effectively the great mission which our Lord Jesus Christ has given to us: to make disciples of all nations and to teach them to observe all things whatsoever He has commanded.

## 1. GUIDELINES FOR CONSTITUTIONS

The following are subjects that should ordinarily be addressed in a congregation's constitution. Instructive comments are provided together with a sample paragraph which need not be regarded as mandatory.

It should be noted that for ease of reference the Commission recommends the use of a modern Arabic numeral and decimal numbering system.

### 1.0 NAME

Legal counsel should be consulted to make certain that this paragraph follows the requirements set forth by the state for ecclesiastical corporations. It is desirable that the name Lutheran appear in the name of the congregation (see Resolution 3-13A of Synod's 1995 convention, *Proceedings*, p. 125).

*Example:*

The name of this congregation shall be Trinity Lutheran Church of [City,] [County,] [State].

### 2.0 MISSION

In the constitution of a Christian organization it is desirable to have a paragraph stating the mission or purpose for which the organization exists. This can be stated in different ways so long as it contains all the fundamental purposes stated in the example below.

*Example:*

The purpose of this 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 manifest the unity of our faith in Jesus Christ as God and Savior, to foster Christian fellowship and love, to extend a helping hand in human need, and to achieve our objectives 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.

### 3.0 CONFESSIONAL STANDARD

The Synod requires that its member congregations accept the Synod's confessional standard. At the same time the congregation's own standard *must not go beyond* the Synod's confessional standard. The best procedure would be to adapt Article II of the Synod's own Constitution to the congregation's constitution.

*Example:*

This congregation accepts without reservation:

3.1 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;

3.2 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.

#### **4.0 MEMBERSHIP**

The Synod distinguishes between three types of membership: baptized, communicant, and voting. In the last named category options are recognized, allowing voting membership to be limited to males only or open to all communicant members. Most congregations restrict voting membership to persons who have reached the age of legal majority. Care should be taken that the age at which individuals may hold voting membership conforms to any requirements of state law. This is especially important with reference to decisions involving contracts and other legal matters. Care should also be taken to prohibit membership in organizations whose principles and conduct conflict with the Word of God.

*Example:*

##### **4.1 Membership**

The membership of this congregation includes the following:

4.1.1 *Baptized* members are all who have been baptized in the name of the Triune God and who are under the spiritual care of the pastor of this congregation, including the children who have not yet been confirmed.

4.1.2 *Communicant* members are those baptized members who have been in the Lutheran faith, accept the confessional standard of Section \_\_\_\_\_ of this constitution, are familiar with the contents of *Luther's Small Catechism*, and are not members of organizations whose principles and conduct conflict with the Word of God.

4.1.3. *Voting* members are communicant members who have reached the age of \_\_\_\_\_ years, have been received by the voters assembly, and have signed the constitution of the congregation.

##### **4.2 Reception**

Baptized and communicant members are received through the Sacrament of Holy Baptism, through the consent of one or both parents in the case of children who have been baptized in another Christian congregation, through the rite of confirmation, through transfer from a sister congregation, or through profession of faith or reaffirmation of faith.

The reception shall be approved by the voters assembly. Eligible communicant members may be received as voting members upon application for such privilege, upon approval by the voters assembly, and upon signing the constitution.

##### **4.3 Duties**

Members of the congregation shall conform their entire lives to the rule of God's Word and to that end make diligent use of the means of grace, exercise faithful stewardship of God's many gifts and talents, impart and accept fraternal admonition as the need of such admonition becomes apparent, and be readily available for service in the kingdom of Christ within and beyond the congregation.

##### **4.4 Termination**

4.4.1 Membership shall be terminated by transfer to a sister congregation, by death, by joining a congregation outside the fellowship of this congregation, by

excommunication, or by self-exclusion. In cases of excommunication or self-exclusion, each case shall be presented individually to the voters assembly for a decision.

4.4.2 Communicant members who conduct themselves in an un-Christian manner shall be admonished according to Matthew 18:15-20. If they remain impenitent after proper admonition, they shall be excommunicated. In all disciplinary cases, the congregation will follow its stated and adopted guidelines.<sup>1</sup>

## **5.0 CALLED CHURCH WORKERS**

Since the congregation is applying for membership in the Synod or already is a member of the Synod, it is obliged to call only ordained and commissioned workers<sup>2</sup> who are members of the Synod. This article states who extends calls and should indicate who may be called, removal from office, and what to do in case of a vacancy.

*Example:*

5.1 This congregation has the exclusive right to call ordained and commissioned ministers. The pastoral office shall be conferred only on such a pastor or candidate who professes and adheres to the confessional standard set forth in this constitution, who is qualified for his work, who has been endorsed by the Synod, and who is a member of the Synod. [The same shall apply to all commissioned ministers.]

5.2 Any ordained or commissioned minister may be removed from office by the voters assembly by a two-thirds majority ballot vote, in Christian and lawful order, for one of the following reasons: persistent adherence to false doctrine, scandalous life, willful neglect, or inability to perform the duties of the office.

5.3 In case of a vacancy in the office of an ordained or commissioned minister, the congregation shall notify the president of the District so that he may assist in temporarily filling the vacancy and also give assistance in regard to the calling of a new pastor or teacher.

## **6.0 AUTHORITY OF THE CONGREGATION**

At times conflict arises within a congregation regarding the extent of the authority of the voters assembly of the congregation with reference to societies and organizations within the congregation or related directly to the congregation. It is therefore wise to include an article designed to obviate this difficulty.

*Example:*

6.1 The voters assembly shall be the governing body of this congregation and shall be empowered to administer and manage all its affairs. The establishment and conduct of all organizations and societies within the congregation or related

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<sup>1</sup> The matter of termination of membership is of great importance since it involves the larger subject of Church Discipline. It is therefore advisable that congregations prepare and adopt separate guidelines to address this topic, especially keeping in mind the following:

1. Be consistent in applying discipline.
2. Carefully follow disciplinary guidelines.
3. Do not allow unsubstantiated charges to be circulated by the church.
4. Base decisions on clearly stated biblical grounds.
5. Guidelines should state the desired outcome of church discipline, to call a fellow Christian to repentance.

<sup>2</sup> The terminology “ordained and commissioned ministers” is used to include all church workers rostered by the Synod. In addition to Pastors and Teachers, Directors of Christian Education, Directors of Christian Outreach, Deaconesses, Parish Assistants and Certified Lay Ministers are also included.

directly to it shall be subject to the approval and supervision of the voters assembly.

6.2 All matters shall be decided by a majority vote of the voters assembly unless otherwise specified by this constitution or bylaws, including matters of doctrine and conscience, which shall be decided only on the basis of the Word of God.

6.3 The right of calling ordained or commissioned ministers shall be vested in the voters assembly and shall not be delegated otherwise.

## **7.0 OFFICERS AND BOARDS**

The constitution, as well as the bylaws, should designate only those officers, boards, and committees which form the essential framework of the congregation. This will enable the congregation to create (or to terminate) at will other offices and committees as necessary either on an ongoing basis or to meet certain temporary conditions. The congregation may wish to review the structure of the Synod in establishing its boards, to include such boards as stewardship, social ministry, youth, etc., in addition to those listed below.

*Example:*

This congregation shall have the following officers and boards in addition to any which the congregation shall authorize from time to time:

### **7.1 Officers**

7.1.1 A chairman, who shall conduct the meetings of the voters assembly, . . .

7.1.2 A vice-chairman, who is to fill the role in the chairman's absence or inability to act . . .

7.1.3 A secretary, who shall keep the minutes of the voters' meetings, . . .

7.1.4 A treasurer, who shall be responsible for the financial records of the congregation, . . .

7.1.5 A financial secretary who shall oversee the receipt of all monies and deposit the same in an account established in the name of the congregation.

7.1.6 . . .

### **7.2 Boards**

7.2.1 A board of elders, consisting of . . ., which shall assist the pastor in the spiritual life of the congregation.

7.2.2 A board of trustees, consisting of . . ., which shall be responsible for the physical properties of the congregation.

7.2.3 A board for Christian education, consisting of . . ., which shall be responsible for the nurture and Christian growth of the members of the congregation.

7.2.4 A board for evangelism, consisting of . . ., which shall lead the members of the congregation in outreach to others in the community.

7.2.5 A board for stewardship consisting of . . ., which shall be charged with the stimulation of the people to a proper stewardship of time, talents and treasures.

7.2.6 . . .

### **7.3 Removal from Office**

7.3.1 Any officer or board member may be removed from office by the voters assembly by a two-thirds majority ballot vote, in Christian and lawful order, for one of the following reasons: persistent adherence to false doctrine, scandalous life, willful neglect, or inability to perform the duties of the office.

## **8.0 SYNODICAL MEMBERSHIP**

The congregation should designate its membership in the Synod.

*Example:*

This congregation shall be a member of The Lutheran Church–Missouri Synod as long as the Synod conforms to the congregation's confessional standards set forth in this constitution as determined by a majority vote of the congregation at a meeting called for that purpose.

## **9.0 DIVISION**

It is an unhappy fact of life that disagreements do occur even in Christian congregations, and that at times the result is not reconciliation but a parting of the ways. It is best to set down the principles far in advance which shall govern such a situation if it should ever arise.

*Example:*

9.1 If at any time a division should take place for any reason, the property of the congregation and all benefits connected therewith shall remain with those communicant members who continue to adhere in confession and practice to the confessional standards set forth in this constitution, as determined by the dispute resolution process described in the Bylaws of the Synod.

9.2 In the event the congregation should dissolve, the property and all rights connected therewith shall be transferred to that District of the Synod in which the congregation held membership at the time of dissolution.

## **10.0 MEETINGS**

It is best to set forth the manner in which meetings are to be called.

*Example:*

Regular meetings of the voters assembly shall be held as determined in the bylaws. Announcement of the meeting shall be made in the services of the two previous Sundays. Special meetings require announcement in services in the two previous Sundays or notification by mail and announcement in the services of one previous Sunday. Such special meetings may be called at the request the pastor, chairman, church council, or ten (10) voting members.

## **11.0 QUORUM**

Instead of the traditional approach of setting a percentage of members who must be present for a meeting to be valid, the Commission prefers the method of permitting a meeting to be valid if it has been properly called.

*Example:*

All members present at a properly called meeting shall constitute a quorum.

## **12.0 LIMITATIONS ON HOLDING OFFICE**

In congregations that have woman suffrage and in which women hold office, in conformity with the Synod's position to date (1983), a paragraph should be inserted indicating the limitations on holding offices that shall apply as adopted by the Synod (1969 Res. 2-17; 1971 *Workbook*, p. 244; 1981 Res. 3-11; 1995 Res. 3-06A).

*Example:*

Women who have reached the age of \_\_\_\_\_(1)\_\_\_\_\_ may hold voting membership in the congregation and serve as officers and as members of boards and committees as long as these positions are not directly involved in the specific functions of the pastoral office (preaching, the public administration of the sacraments, church discipline) and as long as this service does not violate the order of creation (usurping authority over men). Accordingly, they shall not serve

as pastor, as a member of \_\_\_\_\_ (2) \_\_\_\_\_ , as chairman or vice-chairman of the congregation, or as chairman of \_\_\_\_\_ (3) \_\_\_\_\_ .

- (1) The age given shall be at least the majority age established by state law.
- (2) Here shall be listed the board of elders or corresponding board directly involved in the functions of the pastoral office.
- (3) Here the congregation may list at its discretion those major policy and decision-making boards or standing committees, if any, whose chairmanship the congregation might wish to restrict to men.

### **13.0 AMENDMENTS**

Every constitution should provide a method for its own amendment. In the past the Synod has usually resorted to a device called "unalterable article." Legally there are no unalterable articles. There are, however, certain articles in a congregation's constitution which should be more difficult to amend than others. The Commission recommends that this concern be taken care of by having two separate procedures for amendment.

*Example:*

13.1 Amendments to provisions of this constitution except Section \_\_\_\_\_ (1) \_\_\_\_\_ may be adopted at a regular voters' meeting, except as hereinafter provided:

1. That the proposed amendment has been submitted in writing at a previous meeting of the voters assembly and published by posting in a conspicuous place in the church or by mail to all communicant members of the congregation prior to the meeting at which the proposed amendment will be acted upon;
2. That an affirmative vote of a two-thirds majority of the voters present is secured.

13.2 In addition to the above requirements, proposals to amend Sections \_\_\_\_\_ (1) \_\_\_\_\_ shall require that previous notice of such amendment and discussion of the same shall be presented at two regular meetings of the voters assembly before the meeting at which the proposed amendment is to receive action. Due notice of the fact that a vote will be taken shall be given to all voting members of the congregation. Any changes in these articles shall not destroy the essential meaning of the same. Whether or not this has occurred shall be decided, if challenged, by a decision by the dispute resolution process described in the Bylaws of the Synod.

(1) Here shall be listed articles on subjects which in these *Guidelines* are detailed in paragraphs 2.0, 3.0, 5.0, 8.0, 13.0 . . .

## **2. GUIDELINES FOR BYLAWS**

### **14.0 PROCEDURES FOR CALLING ORDAINED AND COMMISSIONED MINISTERS**

A congregation should be quite specific in setting forth the procedures to be followed in the calling of ordained and commissioned ministers.

*Example:*

14.1 When a pastor or a teacher is to be called, every member of the congregation shall have the privilege of making one or more nominations. The congregation shall also ask the President of the synodical District for recommendations.

In the case of a pastoral call the Board of Elders may serve as the screening committee, and in the case of the calling of a teacher the Board of Education may perform that function.

14.2 In the screening process the respective board or committee shall submit all names to the respective District President for information and evaluation. After receiving information and recommendations from the District President, the respective board or committee shall present to the congregation by means of a public announcement, at least \_\_\_\_\_ preferred candidates, together with a biographical sketch of each.

14.3 At the voters meeting, called for the purpose of electing a new pastor or teacher, the preferred list may be amended by means of a two-thirds vote of those present. At that point the voters assembly shall be asked to agree to be satisfied with whatever selection is finally made by the congregation.

14.4 Balloting shall proceed by means of a secret ballot vote. A majority is needed in order to determine the disposition of the call.

### **15.0 CHURCH COUNCIL [Board of Directors]**

Even though it is not absolutely necessary for a congregation to have a church council [Board of Directors], experience has shown this to be beneficial. The exact makeup of the council can be determined by the congregation.

*Example:*

#### **15.1 Membership**

The church council shall be the board of directors and shall consist of the president, the vice-president, the secretary, the treasurer of the congregation, the financial secretary, the Board of Christian Education, the Board of Evangelism, the Board of Stewardship, . . . , and . . . [perhaps members at large]. The pastor shall be an advisory [or voting] member of the church council. The chairman and secretary of the congregation shall serve as chairman and secretary of the church council.

#### **15.2 Meetings**

The church council shall preferably meet monthly in regular sessions and at least quarterly. Special meetings may be called by the chairman [or pastor] or any three members of the church council by sending a notice which shall be delivered to the residence of each member at least 24 hours in advance. A majority of the voting members of the council shall constitute a quorum.

#### **15.3 Duties**

It shall be the principal duty of the church council to coordinate the program and activities of the various departments of the congregation. It shall have power to act in behalf of the congregation between meetings of the voters assembly.

### **16.0 NOMINATIONS AND ELECTIONS**

Specific procedures for the nomination and election of officers and board members should also be included in the bylaws. If certain officers or board members are to be appointed, provisions for such appointment must be made in the bylaws.

*Example:*

16.1 A nominating committee, chosen by the church council, shall present a slate of candidates for all elected offices. The slate shall normally consist of two

names for each office. Additional nominations may be made from the floor. No person shall be nominated without his or her consent.

16.2 All officers shall be elected by a majority ballot vote and voting shall continue until a clear majority has been established after candidates receiving the lowest number of votes have been eliminated in each succeeding ballot.

16.3 The officers are elected for a term of \_\_\_\_\_. The other members of the church council and the members of all boards shall be elected or appointed for a term of \_\_\_\_\_.

16.4 Officers and board members shall be inducted into office in a public service of the congregation.

16.5 In case of a vacancy in an elective office, the voters assembly shall elect a successor to fill the unexpired term.

### **17.0 OFFICIAL DUTIES**

In addition to the duties listed in the constitution itself, the congregation will want to make provision for detailing responsibilities as they are needed from time to time. Such detailing need not be included in the bylaws, but provision for this should be made in a job description.

*Example:*

Officers and members of boards shall perform the duties prescribed in the constitution. The congregation shall also have the privilege from time to time of detailing and enlarging these responsibilities by majority vote of the voters assembly. It may also call such other boards and committees into being as it may need from time to time.

### **18.0 MEETINGS**

The frequency of the meetings shall be specified.

*Example:*

The voters assembly shall meet . . .

### **19.0 RULES OF ORDER**

This should be provided for so that everything is done "decently and in order."

*Example:*

In addition to principles laid down in Scripture, the latest edition of *Robert's Rules of Order* shall be followed.

### **20.0 AMENDMENTS**

Again, provision should be made for amending the bylaws.

*Example:*

These bylaws may be amended in a properly convened meeting of the voters assembly by a majority of all voting members present, provided the proposed change has been announced in a previous meeting or has been submitted in writing at least two weeks prior to the meeting to all communicant members.

## **3. ALTERNATIVES**

Since the Scriptures prescribe no particular form of polity for a church body or for a local congregation, congregations are free to structure themselves in such a way as to carry out the Great Commission of our Lord most effectively. When considering congregational structure, much depends on the size of the congregation, the ethnic mix of its membership, as well as sociological—whether rural, urban, or suburban—and other pertinent factors.

Alternate forms of organization may therefore be reviewed and applied. However, in those instances in which congregations wish to develop a type of organization different from that which is described in the foregoing constitution and bylaw proposals, the basic principles enunciated in these guidelines should still be maintained.

Commission on Constitutional Matters  
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