

GUIDE TO PROCEDURES FOR FINAL ADOPTION OF NEW GOVERNING DOCUMENTS

Good news! We are at the final steps for adoption of our new Governing Documents (our Constitution, Bylaws, and Articles of Incorporation). This has been a lengthy and time-consuming process, but we now have documents that should serve our congregation well for years to come. We hope to vote on adoption of these documents at a Congregational Assembly on October 18.

The procedures for final adoption of these new documents are a little complex, involving both the various provisions of our old Constitution (still in effect until adoption of a new Constitution), and the requirements of the Lutheran Church–Missouri Synod for amendment of a member congregation’s constitution and bylaws. This Guide endeavors to explain those procedures in an understandable fashion.

Initial “Presentation” of Revised Constitution and Bylaws:

After almost two years of drafting, our revised Constitution and Bylaws were “presented” and discussed at the Congregational Assembly held this past May. That “presentation” at a Congregational Assembly was the first step required by Article XII of our old Constitution, before the new Constitution could be voted on at a subsequent Congregational Assembly. Because the new Constitution contemplates revised Bylaws also, we have put those on the same track for adoption as the new Constitution.

Review By Synod’s Pacific Southwest District:

In the meantime, we also submitted the revised Constitution and Bylaws to the Synod’s Pacific Southwest District (the PSWD), for approval by that body, as required by both our old Constitution, and the bylaws of the Synod. During that process, Pastor Tim and I met with representatives of that body to discuss their initial questions, and after some discussion, amicable and thoughtful at all times, we mutually agreed to several amendments. None of those amendments go to the heart of our confession, or our organizational structure, but they concern relatively fine points of procedure and language that are nevertheless important to the Synod. On September 7, the PSWD approved our new documents, as amended, and our Council of Trustees has also approved those amendments and resolved to submit them to a Congregational Assembly. The amendments are shown in the two “redline” documents posted on our web site for our October 18 meeting, for each of the Constitution and Bylaws, under links reading “Approved by PSWD.”

Approval of Amendments by a Congregational Assembly:

Because those amendments requested by the PSWD make changes to the documents that were initially presented to the Congregational Assembly in May, those documents are again subject to the initial “presentation” requirement of our old Constitution, which would occur at the upcoming meeting on October 18. Ordinarily, that would mean that final adoption would have to be postponed until the following meeting, which would be the Annual Congregational Assembly next spring.

Our old Constitution, however, permits us to move ahead with final adoption of the amended documents at our Congregational Assembly on October 18, if the amendments are unanimously adopted at that meeting (see Article XII, Section C,4), before we take a final vote on adoption of the amended Constitution and Bylaws themselves. Thus, at our meeting on October 18, we will first propose approval of the amendments required by the PSWD, by unanimous consent. The motion to adopt those amendments will, of course, be open to questions and discussion at the meeting.

Final Adoption:

Assuming those amendments are unanimously adopted, we can then move ahead with a motion to adopt the revised Constitution and Bylaws, as amended, which are included as one document on the website under the link “Gov Docs for Cong Assm 2022-10-18”. That motion will be open to questions and discussion, and will require a quorum of at least 75 members in attendance, and a two-thirds vote in favor, for final adoption.

Amendment to the Articles of Incorporation:

Our Congregational Assembly in May adopted revised Articles of Incorporation, to update that document from the 1941 version in effect at that time. Since then, however, the Secretary of State has notified us that because our old Articles pre-date the adoption of the current Nonprofit Corporation Law in 1980, we must affirmatively elect to be governed by that new law. An amendment to that effect has been added as new Section 2.3 in the Articles included in the compilation of Governing Documents posted on our web site for the October 18 meeting. That document also is now before the congregation for adoption.

Please attend the Congregational Assembly on October 18, and add your support to this important step in the governance of our congregation.

Please also ask for our Lord’s blessing on our deliberations, as we consider the adoption of our new Governing Documents.

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