

ST. JOHN'S LUTHERAN CHURCH OF ORANGE
AN INTRODUCTION
TO THE REVISED GOVERNING DOCUMENTS

We are pleased to present our congregation with revised Governing Documents – our Constitution, Bylaws, and Articles of Incorporation – for the congregation's review and consideration, with the goal of approval at Congregational Assemblies this year. This introduction gives some background to the extensive revisions, and explains the approach the drafting committee took.

Background

In July, 2020 the Council of Trustees determined that it was time for a periodic review of the congregation's governing documents, and that revisions should be made as appropriate to bring the congregation's current practices and its Governing Documents into alignment. Accordingly, the Trustees appointed a drafting committee to be chaired by Darryl Wold, chair of our Constitution & Bylaws Committee, and having as members congregational secretary Boe Boezinger to represent the Trustees, Joan Willett, then-assistant to Pastor Tim, and Tim Goeppinger and Carol Schroeder Wold. Over the course of the next year-and-one-half, this committee met numerous times in Zoom conferences to review drafts as they evolved, and in December 2021 delivered finished drafts to the Council of Trustees for their review. The Trustees then reviewed the revisions provision-by-provision with committee chair Darryl Wold over the course of four two-hour meetings, and made requests for additional changes. After making those changes, the drafting committee prepared these final versions for presentation to the congregation.

The final documents have also been submitted to the president of the Synod's Pacific Southwest District, to review for compliance with the requirements of the Synod, and approval.

In drafting the revisions, the committee sought input and reviews of drafts from many individuals involved in various leadership roles at St. John's, either concerning particular sections or overall. We benefitted greatly from the assistance of those individuals, who included the chairs of each of the Ministry Councils; staff members including Principal Jake Hollatz, then-Minister of Music Bill Heide, and administrative officer Betsy Kunau; the Senior Ministry Team; Rev. Dr. Larry Stoterau, a past president of the Pacific Southwest District of the Synod; past congregation presidents Ron Levesque and Ron VanBlarcom; retired judge Steve Sundvold; and Joan Willett, who as a member of the committee was an ongoing invaluable source of information on our practices and procedures.

Approach in Drafting Revisions

As the drafting committee began to review our existing documents, it became apparent that extensive revisions would be appropriate, in part because of changes in the congregation's programs and governance procedures during the time gone by since the last previous reviews: 2008 in the case of the Constitution and Bylaws, and in the case of the Articles of Incorporation, since their adoption in 1941, with only a short technical amendment in 1953. In that light, the drafting committee began a comprehensive review and revision to the documents, doing so with several objectives in mind: (1) To eliminate outdated provisions that have fallen out of use over the years; (2) to provide more guidance where questions of procedure might arise but which the existing documents did not address; (3) to reconcile provisions that conflict within our existing documents or with the requirements of the Synod; (4) to better organize the documents with the additional provisions; and (5) overall, in the words of the mandate from the Council of Trustees, to bring our governing documents and our current practices into alignment.

The revised documents attempt to satisfy these objectives without getting into more detail than would be advisable, being mindful that the role of a constitution, and even of bylaws, is to provide general guidance and rules for governance, not to spell out every detail of activity. We rely on the good faith effort of members of the congregation to deal with issues of interpretation or application, or issues that might not be anticipated in these documents, as the need arises, in the spirit that members of a Lutheran congregation should have in working with each other toward common goals for our Lord's church.

The revised documents include two basic concepts, or approaches, which should be kept in mind in reviewing them:

(1) The distinction between the Articles of Incorporation, the Constitution, and the Bylaws.

- The Articles generally include only those provisions necessary to comply with California's Nonprofit Religious Corporation Law. They defer most aspects of our governance procedures to the Constitution and Bylaws, to keep those provisions conveniently together.
- The Constitution includes the fundamental principles of our congregation (*e.g.*, our Confessional Standard) and basic organizational structure (*e.g.*, the purposes and membership of our Governing Councils – the Trustees, Elders, and Schools).
- The Bylaws provide more details of our procedures (*e.g.*, notice periods for Congregational Assemblies or other actions, or steps in calling pastors or other personnel).

These differences are reflected in the different procedures for amending the Constitution and the Bylaws, which give the Constitution more permanence because of the more cumbersome steps to amend it, but permit amendments to the Bylaws more readily as the need arises: Amending the Constitution requires two successive Congregational Assemblies, and attendance of a quorum of at least 75 members and a two-thirds vote of approval; the Bylaws may be

amended at any Congregational Assembly, by a simple majority of those present and voting. (Additional requirements of notice, etc., apply to both, and to amending the Articles.)

(2) Mandatory vs. permissive provisions. In providing guidance for actions – steps to be taken to accomplish a purpose – these documents vary between describing certain actions or steps as mandatory or prescriptive (*e.g.*, a Council “shall” do certain things, or a specified notice “shall” be given); or steps or actions as permissive or descriptive (*e.g.*, a chair or council “may” take certain actions, or a member “may” request a transfer to another congregation), in either case as appears appropriate to the particular action to be taken. Thus, the permissive or descriptive provisions build a certain amount of flexibility into our procedures, while still providing guidance.

In reviewing the revised Constitution and Bylaws, it may be helpful to start with the Table of Contents for each, which will provide a comprehensive picture of the organizational structure and contents of those documents.

Documents for Review

Two sets of the revised Governing Documents are provided:

- One set consists of “text only” – that is, only the text of the provisions themselves (and headings). These documents will be the ones actually voted on by the congregation, to become our official governing documents.
- A second set includes the same text of the documents, but “+ comments.” These explanatory comments are interspersed throughout the text [*in brackets, and in italic type*]. These [*comments*] refer to our existing Governing Documents as the “old” documents – the old Constitution, etc. – and the revised as the “new” (or sometimes the “revised”) documents.
- Also available is a set of our “old” (existing) Articles, Constitution, and Bylaws, which can be referred to for comparison.

In the [*comments*] set, occasional references are made to other publications that the drafting committee looked to for guidance where appropriate:

“LCMS Guidelines” are the “Guidelines for Constitutions and Bylaws of Lutheran Congregations” promulgated by the Synod, revised in 2012, and available on the Synod’s website. The Guidelines in turn include some relevant references to requirements in the Synod’s Bylaws, which can also be found on that website.

The Book of Concord of 1580 and a commentary can be found in “Concordia: The Lutheran Confessions” (Reader’s Edition), available from Concordia Publishing House.

The “Policy Manual” is St. John’s Policy Manual promulgated January 31, 2012, containing detailed provisions for some areas of our governance.

Reference to the Nonprofit Religious Corporation Law is to that portion of the California Corporations Code that governs Nonprofit Religious Corporations, like St. John’s.

Procedures for Adoption

Consideration for adoption will proceed in two stages:

- **Congregational Assembly May 17, 2022.** At this meeting, the revised Constitution and Bylaws will be on the agenda for questions, discussion, and proposals, if any, for further amendment. Our old Constitution, still in effect, precludes a vote on adoption of the revised Constitution at this initial presentation, so that vote will be deferred to a second Congregational Assembly in the fall. Because the revised Bylaws contemplate the revisions to the Constitution also, these Bylaws will be put on the same track for approval in the fall. The revised Articles of Incorporation, however, can stand alone, and are relatively simple and technical in content, so we propose asking for a vote to adopt those at this Assembly on May 17.

- **Congregational Assembly, fall 2022.** At this meeting, the new, revised Constitution and Bylaws will be submitted for votes on adoption. If, however, there are substantive amendments of the documents at that meeting, final approval would have to be deferred to a subsequent Congregational Assembly, and the amendments submitted to the PSWD for approval in the meantime.

Questions, Comments, Suggestions

Questions, comments, or suggestions concerning these revisions are welcome, not only at the Congregational Assembly set for May 17, but in advance by email, addressed to Darryl Wold at dwold@att.net.

We also ask for your prayers for our Lord’s guidance in our deliberations, and for His blessing on our work.

On behalf of the drafting committee,

Darryl R. Wold, Chair
Constitution and Bylaws Committee
March 28, 2022