

Together in Mission:

The Blending of Ministries
Through Merger or Consolidation

A Guidebook

Revised by the
Evangelical Outreach and Congregational Mission Unit
of the ELCA

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PREFACE

Many factors drive the interest of congregations of the ELCA in blending through merger and consolidation. A significant factor is the number of congregations in the ELCA with 50 or fewer in worship. In 2005, that number is increasing by 3% every year. These smaller membership congregations are finding it more and more difficult to sustain ordained leadership and maintain worship facilities. They may look to larger congregations in the area as the logical step toward caring for an aging membership or to a partnership with other small congregations in the area. Those congregations who have developed healthy, supportive relationships in multiple point parishes may decide as buildings and memberships age that consolidation into a new congregation in a new facility may bring new life and energy to the Lutheran presence in a certain mission field. Congregations in transitional communities may see consolidation or merger and relocation as a way to meet the opportunities of a changing mission field. This is especially true in areas where small family centered rural congregations are being enveloped by the suburban growth of a nearby metropolitan area.

Blending through merger and consolidation is not new to this church. Examples of both effective and ineffective mergers and consolidations can be found throughout the ELCA. As we anticipate the number of mergers and consolidations to grow in the coming years, it is our sincere hope that this manual proves helpful to synods and congregations.

INTRODUCTION

The blending (merger or consolidation) of two or more congregations of the ELCA marks a major change in the life of congregations. The term blending is used as an acknowledgement that the process brings together two or more congregations with unique identities much like the blending of two families. It is a time for critical decision making and sometimes extreme emotion on the part of the congregations involved. The complexity of the process is very much determined by the number of congregations and issues involved. Many congregations consider blending (merger or consolidation) as strategies for survival. But as with any process within the church, the conversation regarding blending can lead to a sense of renewal for the sake of God's mission through the guidance of the Spirit.

Congregations often need guidance in dealing with the legal matters involved. As congregations of the ELCA, there are also ecclesiastical matters that need attention. Throughout the whole process, there are also sociological/spiritual dimensions for both congregations and individuals involved in the process. Every consolidation or merger deals with the theme of death and resurrection. One or more congregations will officially, legally close. Grounding the process in the study of scripture and prayer is essential to deal with the loss and grief involved as well as nurturing the new hopes and dreams that often arise. There are also group dynamics and past relationships that need to be considered. Not every question can be answered. There are many unknowns that call for a leap of faith to move forward. It can be both an exhilarating and fearful process at the same time.

This manual is meant to be a guideline and resource for those considering the blending of congregations through consolidation or merger. In it you will find references to the many resources available to and through synods and the ELCA to assist in the process.

Participating in the blending can be like a roller coaster ride. Facilitating the blending of congregations through consolidation and merger can be like juggling a number of balls. A clearly defined process provides for good planning, reduce anxiety and provide an arena for problem solving. A good process emphasizes communication both within the leadership and within the congregations. It is based on mutual respect and encourages difficult conversations and a forum for making difficult decisions. Rooting the process in prayer and scripture is essential as congregations move forward together.

Some mergers are easy to effect and may only involve the outside assistance of an attorney. Consolidations tend to be more complicated and often benefit from the assistance of a third party facilitator as well as require legal counsel. A third party facilitator can help the congregations keep on task, help to develop a positive climate for discernment and deliberation, and promote a level playing field as decisions are made. It may also be helpful to seek assistance from a consultant who has worked with more than one consolidation process. The difference between a facilitator and consultant is that the facilitator works directly with the two congregations to manage the process. The consultant brings specific knowledge about what has worked in other areas and the policies and procedures involved in a blending of ministries.

This manual is organized from three perspectives: Ecclesiastical, Legal, and Process Guidelines. It is designed to be copied and shared with the leadership involved in a blending of congregations. Included in this manual are the steps for a comprehensive process, a number of resources available through the Evangelical Outreach and Congregational Mission Unit, the Mission Investment Fund, and the Office of the Secretary of the ELCA.

1. OVERVIEW OF THE PROCESS FOR BLENDING CONGREGATIONS

The impetus for a blending process among congregations may come from a number of sources. Sometimes the suggestion comes from a trusted member during a congregational meeting. At other times, it may be an outgrowth of cooperation between congregations. Sometimes one congregation will initiate an invitation to discussion to other congregations in the area. At other times, congregational leaders meet together to determine if there is interest. Sometimes the issue is raised through the consultation process with the synod or churchwide staff as congregations consider their options during the call process or in a mission planning process. However the idea springs to life, the first step is consultation with the Synod Bishop or his/her designee. The synod can provide guidance to the congregations as they navigate the sometimes complex waterways of consolidation or merger. The synod may help to facilitate conversations between rostered leaders and within the congregations. Sometimes councils feel that they are empowered to participate in these preliminary conversations without approval from the congregation. Other councils feel that they will need some mandate from the congregation to even proceed with preliminary discussions. Whatever the culture of the congregation, good communication is essential. A sample agenda for meeting with congregational councils is provided below.

The Synod may choose to use an outside facilitator for this meeting as a way of introducing a specific facilitator or to introduce the idea of a third party facilitation. After the congregations have responded with the congregational intent to proceed with preliminary conversations and have named their representatives, a task force is developed.

The work of the task force is to assist the congregations in making a decision. In ELCA polity, the congregation is the only entity empowered to make decisions of this magnitude. It is recommended that the Task Force or Congregation Councils bring forth a recommendation about consolidation or merger.

Activities that the task force may use to involve the congregations are many. Forums and cottage meetings are helpful. At times the task force may want the congregations to help them in their deliberations. One early discussion might be around the advantages and disadvantages of merger and consolidation. (See definitions from the Office of the Secretary.) The task force could hold a meeting for each of the congregations where members are given the opportunity to list their questions, concerns and/or opinions on newsprint or with sticky notes or note cards. A key question for the Task Force throughout the process is “How can we assist our congregations to make this decision?”

The task force has several options that it may propose:

- To recommend merger or consolidation
- To recommend the development of an agreement for merger or consolidation by a task force for future consideration of the congregations
- To recommend the end of the process

- To recommend some other option such as the formation of a multiple point parish or the closure of one or more congregations

If merger or consolidation is recommended, the task force will develop enabling resolutions to be voted by each of the congregations.

When the congregations approve or disapprove merger or consolidation or approve or disapprove further development of an agreement, the task force has completed its work. If the vote is to move forward, options for continuing the process at this point are as follows:

- Appoint a new task force.
- Request the old task force to continue working.
- Use the congregational councils as the task force.

If the decision is made to move forward, a budget should be approved for the task force to cover the services of an attorney.

The Office of the Secretary has developed a comprehensive guide to merger and consolidation. This guide is found on the following pages.

2. STEPS FOR MERGER OR CONSOLIDATION

STEPS FOR MERGER OR CONSOLIDATION OF CONGREGATIONS

*A general guide prepared by the Office of the Secretary
of the Evangelical Lutheran Church in America*

(Version: October 14, 1996)

Preliminary steps involve consultation by leadership of the congregations with the synodical bishop or synodical staff regarding possibilities for merger or consolidation (*see definitions in item 1., subsections a. and b., below*).¹ The congregations involved, in a regular or special meeting, should vote separately on an enabling resolution to pursue the possibility of merger or consolidation and to appoint a joint coordinating committee for that task.

1. Determine whether a "merger" or "consolidation" will be proposed:

a. **MERGER:** A "merger" is defined here, *for ecclesiastical purposes*, as involving a congregation giving up its separate identity and uniting with an already existing congregation (one congregation merges into another, continuing congregation):

- (1) The name and congregation-identification number of the continuing congregation normally would be maintained;
- (2) Likewise, the corporation of the continuing congregation would be the surviving corporation following the "merger," as here defined.
- (3) The legal existence of the non-continuing congregation would normally cease, either through dissolution or by operation of law in a statutory merger or consolidation.

b. **CONSOLIDATION:** A "consolidation" is defined here, *for ecclesiastical purposes*, as involving two or more congregations that join together to become a new entity with a new name and a new congregation-identification number (as assigned by the Office of the Secretary of the Evangelical Lutheran Church in America).

- (1) A new name would need to be chosen for the "new" congregation created through such a consolidation, and a new congregation-identification number assigned.

¹ Substantial preparatory work by appropriate synodical staff and perhaps staff of the Evangelical Outreach and Congregational Mission likely would have been needed to reach this point. Often, such preparatory work is delicate but crucial in assisting the respective congregations toward any readiness to explore the possibility of a merger or a consolidation.

- (2) The legal existence of the previously existing corporations of the predecessor congregations would normally cease, either through dissolution or by operation of law in a statutory merger or consolidation.
- c. **LEGAL INCORPORATION:** For legal purposes, documents would need to be drawn to conform to the requirements of the state statute under which each of the congregations is incorporated.
- (1) Some congregations are incorporated under the newer or "modern" not-for-profit corporation statutes that contain fairly detailed and specific provisions describing how a merger or consolidation is to be effected legally.
 - (2) Some congregations are incorporated under older "religious organizations" statutes that in most states contain few, if any, provisions describing how a merger or consolidation is to be effected legally.
 - (3) In some states it is possible for a corporation organized under a "religious organization" statute to "adopt" incorporated status under the not-for-profit corporation statute. Where this is possible, it should seriously be considered as a preliminary step so both congregations can proceed with the merger or consolidation under the detailed and specific provisions.
 - (4) Where "adoption" is not possible, it is essential that competent legal advice be secured so that the merger or consolidation is effected legally in the best manner possible.
- d. Contingent liabilities of each congregation need to be carefully considered very early in the discussion process.
- (1) Where there is either a merger or a consolidation in the legal context, the surviving corporation falls heir to all of the liabilities (contingent or otherwise) of all of the constituent corporations.
 - (2) Contingent liabilities may pose substantial obstacles to the consummation of a merger or consolidation from a legal standpoint. Examples of such contingent liabilities include: property being utilized in violation of zoning or building laws; ownership of property with environmental hazards; or liability for sexual misconduct of staff, whether employed or voluntary.
 - (3) Where significant contingent liabilities can be identified, advice of competent legal counsel is essential to evaluate whether a merger or consolidation in the ecclesiastical sense, but not in the legal sense, can be effected.
- e. Assets of each congregation should be considered, too, because these are carried forward into the newly merged or consolidated congregation.
- f. Likewise, conditional notes held by the congregations with the Division for Outreach of the Evangelical Lutheran Church in America are passed on to the newly formed congregation, in the case of consolidation, or to the lead congregation, in the case of merger.

2. Gather copies of the relevant official documents of the respective congregations:
 - a. Current constitution and bylaws;
 - b. Current articles of incorporation;
 - c. Legal titles to property;
 - d. Current, official lists of baptized, confirmed, and voting members;
 - e. Any instruments of indebtedness and repayment details;
 - f. Approved budgets for the past three years;
 - g. Income statements for the past three years;
 - h. Three-year giving profile of members;
 - i. Current balance sheets;
 - j. Confirmation of legal zoning on property, including any restrictions for alternate uses; and
 - k. Historical items, such as the parish registers, archival materials, and other documents and artifacts of historical value that may be gathered for the archives of the new or continuing congregation.

3. Prepare, if considered necessary, additional information, including:
 - a. Detail of building facilities, including seating capacity of nave, fellowship center, number of classrooms, and such;
 - b. Organ and other significant musical instruments)type, size, condition, and age;
 - c. Parking capacity;
 - d. Assessment of condition of property;
 - e. Description of accessibility to major roadways;
 - f. Summary of physical accessibility of existing facilities;
 - g. Analysis of age and gender profile of the baptized members of existing congregations;
 - h. Cemetery, if any.

4. Determine, in the case of consolidation, a method for the respective congregations to decide on the name of the "new" congregation (for example, the working group may propose three names from among those submitted by members of the uniting congregations; each congregation expresses preferences; the name with the strongest support would be submitted to the uniting congregations for approval).
 - a. If a "new" congregation is established, such a congregation would need to apply to the synod for recognition and reception as a congregation of this church (see "Steps for Recognizing and Receiving Congregations into the Evangelical Lutheran Church in America").
 - b. If relocation to a new site is considered, the congregation must confer with the bishop of the synod "before any steps are taken leading to such action. The approval of the Synod Council shall be received before any such action is effected" (ELCA churchwide bylaw 9.53.06.).

5. Prepare a proposal regarding the worship-and-meeting site of the "new" congregation and propose a plan for making such a decision by the respective congregations.

6. Draft, in accord with the Model Constitution for Congregations of the Evangelical Lutheran Church in America, the constitution and bylaws of the "new" congregation for adoption by the amendment process specified in the existing congregation constitutions (ELCA churchwide constitutional provision

9.25. and +S13.01. in the Constitution for Synods).

7. Formulate a "mission statement" for the "new" congregation to be approved by the existing congregations.
8. Develop a "business" plan for the initial operation of the "new" congregation, including possible sale of any assets of predecessor congregations.
9. Formulate an "Agreement and Plan" for merger or consolidation, in accord with applicable state law, to accomplish legally the uniting of the congregations.
 - a. Such an agreement and plan should include the language of necessary enabling resolutions and appropriate authorizations to accomplish the necessary steps.
 - b. The agreement and plan also may include a process for disposition of certain properties and for the handling of foundation funds, memorials, and other items of value to be carried forward into the merged or consolidated congregation.
10. Convene a special meeting of the respective congregations, properly called in accordance with the requirements for such a meeting, as specified in each congregation's constitution and in the applicable state corporation statute, for the purpose of approving the unification and related plans for merger or consolidation.
 - a. **VOTE REQUIRED:** The starting point to determine what vote is required must be the corporate statutes of the state under which the congregations are incorporated. If there is a specific requirement in the statutes and that requirement is for a two-thirds vote or greater, then that is the requirement that must be satisfied *by each* of the congregations that need to vote upon the matter.
 - b. **SILENT STATUTE:** What follows needs to be considered if the governing statute is silent on the vote required for merger or consolidation (as may be the case under some of the older "religious organizations" statutes in some states) or if the statute requires only a majority vote for approval of mergers or consolidations.
 - (1) Even though the statute may require only a majority vote, or where the statute is silent, it is wise to give serious consideration to requiring at least a two-thirds vote. Other equally important matters) such as the calling or terminating of the call of the pastor, or amending the congregation's constitution) require a two-thirds vote for approval. If the resulting congregation is to be viable, ownership by a substantial majority of the members in each of the congregations is vital in regard to the decision to merge or consolidate.
 - (2) The statutes that permit majority vote for approval of mergers and consolidations usually permit the parties to decide that a higher vote requirement is to be established. Serious consideration is recommended for requiring approval by at least a two-third vote in the matter of a merger or consolidation.
11. Establish, in consultation with the synodical bishop, a plan for the calling of a pastor to serve the "new" congregation.
12. File with the appropriate state office all the necessary legal documents.

13. Contact the general counsel of the Evangelical Lutheran Church in America churchwide office in Chicago, by October 1, for information concerning how to continue the "new" congregation in the ELCA's group exemption filed with IRS.
14. Select the date for the first worship service of the "new" congregation.
15. Convene a special meeting of the "new" congregation, in the case of consolidation, (a) to approve the constitution and bylaws, as well as other necessary documents, (b) to call the pastor; and (c) to elect officers and members of the congregation council.
16. Follow-up steps:
 - a. The synod shall report to the Office of the Secretary of this church the effective date of the merger or consolidation and, in the case of consolidation, the date of reception of the new congregation.
 - b. The Synod Council or Synod Assembly must take action to receive officially a new congregation resulting from consolidation (+S13.01., *final section*).

((STEPS-MERG.CON/a:6.0))

3. PRINCIPLES FOR BLENDING MINISTRIES

Three principles are essential for congregations in working together on an effective blending of ministries.

Mission Purpose:

Blending ministries are undertaken to strengthen the evangelical outreach and mission of the congregations. Concern should center, not only on the current membership or leadership of the congregations desiring to blend their ministries, but upon the opportunities for evangelization and ministries of justice and service.

Interdependent Decision Making:

Blending ministries is a concern of the congregation; the synod; neighboring congregations; the cluster, coalition, or conference; and the churchwide organization, particularly the Unit for Evangelical Outreach and Congregational Mission. Ministries of neighboring congregations of other denominations also need to be taken into account.

Equal Voice

It is not unusual for congregations of differing sizes and resources to be involved in discussions. Care needs to be exercised so that every congregation is appreciated for the gifts it brings to the table and has an equal voice in the process.

4. THE ROLE OF THE CONGREGATIONAL COUNCILS IN INITIATING THE PROCESS

If the synod has not been a part of the process up until this time, the councils of the congregations notify the synod in writing of their intent to engage in a blending process. The synod may assign a synod staff person, a third party facilitator, or consultant to help coordinate and/or lead the process. When two or more congregations indicate their intent to move forward, each congregational council appoints members of the council and congregation that are appropriate to the task force including the pastor(s). The size of the task force is somewhat governed by the size and number of congregations involved. For two congregations it is helpful to have a task force of seven to nine persons including the pastor(s). For three or more congregations, it may be sufficient to have two or three representatives from each congregation. It is recommended that the size of the task force be kept to a workable number. Task forces greater than fifteen may become unwieldy. Although it makes the decision making process more complicated, some congregations insist that the entire council of all the congregations be involved. In selecting task force members, it is helpful to think about persons who represent both innovative thinking and the traditions of the congregation. Formal or informal leaders of the congregation are key to the legitimacy of the process in the eyes of the congregations involved. From time to time, other persons from the congregations who bring special expertise may be asked to serve on a work group of the task force. Task Force meetings are open to all members of the congregations involved.

The synod staff person or third party facilitator may meet with the Executive Committees of the congregations or the congregations jointly to review the process, receive information on how the process has worked to the present time, share information about available resources, establish a date for the first meeting of the task force, and set a target date for completion of the process. During that meeting, the purpose and scope of the task force will be determined. A merger is a fairly simple process which can be completed in less than six months. A consolidation is much more complicated and takes six to twenty-four months to complete. The number of congregations involved in each process increases the amount of time needed.

5. THE ROLE OF THE TASK FORCE IN DEVELOPING AN AGREEMENT

After the formation of the task force by the councils, the task force begins its work with the guidance of the synod or a outside facilitator. There are several concerns that will be addressed by the task force.

A. Possible questions for discussion:

1. What are the advantages and disadvantages to the congregations merging?
2. What is the nature of the ministry that will be carried out by the blended of ministries?
3. What is to be the primary geographical area of responsibility for outreach to the un-churched and service to community?
4. What are the assets and liabilities that each congregation brings to the blending of ministries?
 - buildings and real property
 - personal property
 - endowments or foundation assets
 - Checking and cash accounts
 - leadership
 - ministry programs
 - staff
 - membership
 - memorials
 - leases
 - debts
 - mortgages
 - other
5. How do worship practices differ and what changes are necessary to bring the congregations together?
6. What are the legal requirements of this state for two or more non-profit corporations to blend together? What are the time considerations for legal changes.
7. What expenses are involved in the legal and attorney fees that would lead to a blending of ministries?
8. What guidance and assistance will be provided by the synod (judicatory) and what services are available from churchwide agencies, such as the Evangelical Outreach and Congregational Mission Unit and The Mission Investment Fund (real estate, fund raising, building consultation and evaluation, outreach training, program planning).
9. How do we apply for a new Employee Identification Number (EIN) from the IRS?
10. When do we notify the legal department of the Office of the Secretary that we have a new EIN number to continue the Group Ruling inclusion for the congregation?

- B.** The first planning meeting of the task force begins with Bible Study based on the rediscovering or renaming of God's Mission and prayer. Time may be taken to introduce the members of the Task Force to one another. Task Force members may be asked to share information from each congregation about their ministry. The facilitator may wish to use a team building exercise at this meeting. At this meeting, the Task Force will want to clarify their purpose. Guiding principles that will direct the work of the Task Force may be developed. From the purpose and guiding principles, the Task Force may proceed to develop a vision statement for the new congregation or may develop a process for the vision to come out of the congregations.

Working with the Task Force, the facilitator will outline the process and time line. A good way to keep track of the process is to begin developing a document for the consideration of the congregations. An outline of that document is found on p. 22.

Organizational matters are also determined at this first meeting. Will there be a convener who will work with the facilitator in providing oversight? How will minutes be taken and kept? How will the task force communicate with each other between meetings? The use of e-mail has greatly simplified communication.

Before the final prayer, it is helpful for the Task Force to spend a few minutes reviewing the actions of the meeting, developing a plan for communicating with the councils and congregations of the progress to date, and setting the agenda, date and time for the next meeting.

- C.** At the second meeting of the task force, it is helpful to begin again with Bible study and prayer. Task Force members will benefit from a time set aside for personal sharing of joys and concerns. The purpose of the Task Force is reviewed. Work Group Reports are received.

Various work groups may be formed around these issues:

Constitution and Legal--develops a new constitution and works with legal issues
Governance--decides how the transition will be made from two or more councils to one blending council.

Worship--decides how worship will function in the blending congregation including the numbers and types of services.

Program--reviews current programming and practices and develops a plan to the integration of programs. This work group may wish to have each congregation complete an assessment tool to determine the strengths and challenges of each congregation.

Staffing--works with the Office of the Synodical Bishop to determine a smooth transition for pastoral leadership

Stewardship/Budget--looks at the giving patterns of each congregation and develops a recommended three year budget for the blended congregation. The ELCA Mission Investment Fund can provide consultation on loans and capital fund campaigns.

Evangelical Outreach--reviews community data and explores opportunities for evangelical outreach.

Community Service--reviews community data and explores opportunities for social ministry in the community. Reviews the community service of the blending congregations and makes recommendations for their continuance or discontinuance.

Fellowship and Community Building--hosts fellowship events and joint worship opportunities during the study process.

Facilities and Property-- reviews the real estate holdings of each congregation, consults with the ELCA Mission Investment Fund for evaluation of the facilities, possibilities for renovations as well as potential locations for a new facility.

Implementation--develops a time line and steps for implementation of the blending plan.

Each work group may be formed with representation from the Task Force and with additional members from each congregation. In establishing work groups, it is helpful for the Task Force to spend time clarifying the purpose or assignment of each work group. One purpose might be to simply review how each congregation operates in these areas. It might also include a projection into the future of what a blending congregation would do or be. This is a possibility type thinking discussion, not a final plan. A plan for calling the work groups together is developed, a convener is named, a time line established. The Constitution and Legal work group may be asked to interview attorneys to assist in the process. It is helpful to engage the services of an attorney at the beginning of the process. Too often in a merger or consolidation, legal matters are left to the end of the process. In a consolidation, that may delay the legal start of the new congregation. In a merger, an attorney may be needed to assist in determining the legal transfer of restricted assets.

Before the final prayer, it is helpful for the Task Force to spend a few minutes reviewing the actions of the meeting, developing a plan for communicating with the councils and congregations of the progress to date, and setting the agenda, date and time for the next meeting.

- D.** The number of Task Force meetings needed will be determined by the number of congregations involved and the complexity of the issues.

- E.** To assist in their work, the Task Force may decide to hold congregational forums or cottage meetings to assess the sense of the members thinking and feeling on issues, give temple talks, provide bulletin inserts and newsletter articles. The pastor or pastors involved may wish to issue pastoral letters from time to time.

- F. The Task Force will meet when the work groups are finished. At this meeting the Task Force will finalize their report and recommendations to the councils who will then refer them with a recommendation to adopt or not to the congregations. In that report and final recommendation, the task group may suggest that blending not be considered at this time or that blending proceed.

If blending is not recommended, the task force may recommend other options for continued ministry together. One such option would be the formation of a multiple point parish.

If blending is being recommended, the formal legal resolutions should be included. (See outline of report. These are some of the options for blending:

- Merger with the smaller congregation(s) closing and selling building(s) and joining with the larger church. The larger congregation will maintain its name and ELCA identity number and receive the assets and assume the liabilities of the smaller congregation(s).
- Merger with the smaller congregation(s) closing and selling building(s) and joining with the larger church. The larger church changes its name to reflect the merger, maintains its ELCA identity number and receives the assets and assumes the liabilities of the smaller congregation(s)..
- Merger with the facilities of the smaller congregations used for ministries of the larger congregation. The larger congregation maintains its ELCA identity number. The larger congregation may or may not change its name. Ownership of all facilities is transferred to the larger congregation.
- Merger into one congregation and relocation with smaller congregation(s) closing, sale of all buildings and transfer of all assets and liabilities to the merged congregation. The merged congregation agrees to build a new facility. It maintains its ELCA identity number but will likely choose a new name. (Editor's note: This option has been helpful when only one congregation has been incorporated with the state. It saves on legal costs.)
- Consolidation with all congregations closing and transferring their assets to the new congregation to be located in one of the existing facilities. Liabilities are settled through the sale of the property.
- Consolidation and relocation with all congregations closing and transferring their assets to the new congregation to be located in a new facility. This is the most effective way of insuring a new congregational culture and climate developing.

6. THE ROLE OF THE COUNCILS AFTER THE AGREEMENT IS FORMULATED

Each congregation's council will review the report and recommendation and approve or reject it. The council has the following options:

- To request that the task force do additional work.
- To recommend the report and recommendations to the congregation.
- To not recommend them at a specially called meeting of the congregation.

7. CONGREGATIONAL ACTION

Now the congregations are ready to vote. It will be helpful for an informational meeting to be held before the formal vote to provide an opportunity for members to ask questions and express their opinions. It is helpful if task force members are present for these informational meetings. The councils may decide to ask the task force to do some additional work based on the questions and comments. Most congregational meetings require at least two weeks notice. (Review your Constitution and state law requirements) It is also advised that all congregations involved in the blending hold congregational meetings on the same day and if possible at the same time. It is helpful to have a representative of the synod at the meeting.

The executive committee of each of the congregations will meet the same day to share the results of the voting. It is recommended that the executive committees design a celebration event for the blending of the congregations' ministries.

8. IMPLEMENTATION TEAM

If blending is approved, an implementation team is developed by the joint councils. Some members or all members of the task force may be asked to serve. The facilitator may be asked to continue to work with the implementation team.

One of the tasks of the implementation team will be to plan for the closure of the congregation or congregations. The implementation team will also plan for the constituting meeting and the first worship service. The team may wish to involve joint committees of the merging or consolidating congregations. The synod bishop or his or her representative is customarily asked to preach at the first service of the blended ministry. In a consolidation, the bishop will also install the pastoral staff for the new congregation if the call is part of the blending process. If the blending takes place prior to the calling of a new pastor, the first council of the new congregation generally functions as the call committee. This committee works with the synod to identify candidates, interview them and make a recommendation to the new congregation. The synod bishop or his/her representative returns to install the new pastor.

9. ANNOTATED OUTLINE FOR REPORT TO ACCOMPANY LEGAL AGREEMENT AND ENABLING RESOLUTION IN THE BLENDING OR MERGER OF CONGREGATIONS

Not every issue to be decided is included in the legal agreement. Listed below are a number of items that may be included in a report that accompanies the legal documents. These tend to be understandings between the congregations of how they will live out their first year or two together as they bond to become one congregation.

- I.** *Introduction*--a brief paragraph describing the issues, concerns and opportunities that brought about the process.
- II.** *Statement of God's Mission*--the task force will have developed a statement of God's mission in their work together. It is helpful if congregational members are involved in its development or have affirmed the statement in worship.
- III.** *Vision Statement*--the task force will also have developed a vision statement that answers the question, "if we follow God's purpose for our congregation, what will the new blended congregation be like?" A vision statement is basically the hope and dreams of the people that grow out of God's purpose for the blended congregation and the guiding principles used for decision making. The purpose statement and guiding principles developed by the task force are included in the vision. Opportunities for mission as described by the work group on Evangelical Outreach and Community Service will be included in this section. These two work groups may wish to include as an addendum a community profile that outlines the opportunities and concerns reflected in the vision.
- IV.** *Recommendation*--in this section the task force states its recommendation about blending. This section is not the legal action to be taken but rather a statement making the case for the recommendation.
- V.** *Facility plan and property*--this section outlines the plan for the use or sale of facilities. It also covers the disposition of cemeteries and other property owned by the blending congregations.
- VI.** *Staffing*--this section is developed with the assistance of the Office of the Synod Bishop. It outlines whether the current pastoral staff will remain and how the call will be handled.
- VII.** *Governance*--this section describes how the first council of the blended congregation will be constituted. In a consolidation, it is helpful to have equal representation from the blending congregations. These individuals generally serve one term. At the end of their term, the new congregation ceases to select members on the basis of past affiliation.
- VIII.** *Worship*--congregations often have different worship styles. This section will deal with the frequency of communion and the use of communion ware, paraments, banners, and other worship items. Will there be a choir or music team? Who will be their leader? How will the altar guilds be combined? What traditions will be helpful to retain?

- IX.** *Program*--each congregation will come with its own way of caring for programmatic needs like Christian Education. What will the blended congregation offer in program ministries? How will Christian Education, Youth Ministry, Men's and Women's Ministries function in the blended congregation? Will there be committees or ministry teams?
- X.** *Financial Plan*--it is helpful to show a three year budget in this section. Generally in a blended ministry the total budget will be smaller than the combined income and expenses of the blending congregations. Some loss of income should be anticipated during the first year since some individuals may cease giving or leave until the blending is up and functioning.
- XI.** **Constitution**--the model congregational constitution for the blended congregation is included as an addendum.
- XII.** *Implementing resolutions*--these are the legal actions necessary to formalize the blending.

10. WHY USE A THIRD PARTY FACILITATOR AND CONSULTANT

The Evangelical Outreach and Congregational Mission Unit has often been called upon by synods to help two or more congregations consider a blending of ministries. Synod staff is often asked to help the process in a similar way. Where congregations enter together into discussions about their possible future, they have found that having a facilitator who is neutral to the partners has helped the process move toward effective decisions. Either a synod staff person or a Mission Director from the Evangelical Outreach and Congregational Mission Unit or someone trained in this role can be a Process Leader. The third party facilitator assists the pastors, lay leaders, and synod leaders involved in a blending to do the work. He or she is not there to make decisions but assists the participants in the blending in making decisions in a healthy manner.

By having the facilitator lead the process from the beginning, natural leadership is enabled to emerge. Competition for leadership is lessened. A third party facilitator allows all participants to have a voice and saves leaders from having a conflict of interest. The facilitator assists the task force in leveling the playing field so that leadership can be shared among all the participants. As the process focuses on mission and the future, leaders will arise who will help fulfill the vision for the blended congregation. Having a facilitator will assist the blending congregations to break from the past and consider a new, common future rather than be burdened by the past. As the vision emerges, trusted, spirit filled leaders will find new energy and focus for their gifts for leadership.

The facilitator gives direction to the process knowing sequentially what needs to be accomplished. This will help the order or flow of agenda.

It is important that the facilitator work closely with the Office of the Synodical Bishop. Many decisions in a blending process require the assistance of the synod. The facilitator provides for regular reports from the Task Force to be shared with the Bishop. Sometimes during a blending process, pastors and lay leaders are in need of pastoral care and encouragement. The facilitator may alert the bishop to these concerns. Also if a blending of ministries is considering relocation, the facilitator assists the task force in alerting the synod council for approval.

The facilitator assists the task force members and the congregations to carry out the research and fact finding necessary for good decision making. The facilitator is familiar with the resources available from the ELCA and assists task force members in making contact. One resource that congregations and task force members find invaluable is conversation with congregations that have successfully blended into a new ministry. Often congregations are concerned about care for their existing staff. The facilitator can assist the task force to work with the staff and the synod to find good solutions. Secondly, property can be evaluated through the use of the Mission Investment Fund's Building Consultants. The Department for Research and Evaluation of the ELCA is available through the Mission Director of the Synod to give objective data about the demographics of the communities, new locations and the congregations. The facilitator is committed to building understanding and trust between the partners. The facilitator can also help the partners be accountable to each other and for their decisions. He or she may

be asked to meet with leaders of the merging or blending ministries to see if they are prepared and ready for action

The facilitator may from time to time be a mediator between the parties. A facilitator can mediate when decisions need to be made. Both parties may have different time lines, one needing decisions quickly for their survival while the other may want to prepare their members slowly to gain ownership of the ideas. By setting a date in the future, allowing for progressive levels of commitment, the integrity and identity of the partners can be affirmed. Ample time will be allowed for thorough discussion and achieving consensus without a rush to judgment. Sensitivity to timing needs is a responsibility of the facilitator.

There are a number of activities that may be used to build community and support the emerging new identity. The facilitator may advocate and encourage these activities. Periodic gatherings of the blending congregations are helpful for members to begin building relationships with one another.

Finally, the facilitator can assist the Task Force in sorting through the legal and ecclesiastical requirements for blending ministries in the ELCA. An attorney is necessary for completing the legal documents. The Office of the Secretary of the ELCA will provide guidance for completing the ecclesiastical requirements. Documents or final actions are to be registered with the Synod, Evangelical Outreach and Congregational Mission Unit and the Office of the Secretary of the ELCA.

11. CONSULTANT

Some facilitators may also act as consultants or a consultant may be enlisted along with a facilitator. A consultant generally comes with experience with two or more blendings. He or she can provide suggestions on how blendings have taken place in other locations. The consultant may serve as a coach or mentor to the facilitator. The Office of the Secretary of the ELCA also functions as a resource or consultant.

12. A WORD ABOUT CEMETERIES

One of the most sensitive issues in the blending of congregations is the disposition of the cemetery or cemeteries belonging to congregations. In a merger, all property is transferred to the one entity not slated for closure. Proper provisions are made in the merger agreement for the care of the cemetery. In a consolidation, the congregation properties typically including cemeteries, are transferred to the new congregation corporation. One way to care for this concern so that the cemetery does not become a negative issue for the emerging congregation is to set up a cemetery association with members of the board selected from among the related congregation(s). In appropriate instances, the cemetery property may be transferred to the cemetery association or other third party. In the situation of more than one cemetery owned by a congregation, it may be helpful to bring all cemeteries under one umbrella. This is a legal issue and should be referred to an attorney.

13. POTENTIAL INTER-PERSONAL CONFLICTS DURING BLENDING OF MINISTRIES

Bringing two or more churches together in a new expression can be like bringing two families together in a marriage. No matter how much a couple may love one another, they come from different traditions and different world views. It is recommended that the planning process include time to get to know each other with joint activities. Sufficient time to study together all aspects of ministry of the new expression is the key. Good relationships grow out of objective analysis, shared goal setting and consensus on decisions.

There are both formal and informal leaders and actions required in a blending of ministries. Often, informal leaders who are known as permission givers do not sit on boards or committees acting for the congregation. Visits with these leaders, sharing progress and intents and getting their input will make the formal process more effective. You will need their support.

You can expect that some people will not join the new expression. Some of these people will not join because they were already disengaging from the partner churches and will use the blending of ministries as an excuse not to join. Still others might fear the loss of influence or power they have experienced. They do not want to be part of something is out of their control. Others may find that the change is too difficult for them to handle emotionally. Still others might objectively disagree with the direction of the planned ministry.

The caring attention given by the leadership in supports of the blending of ministries to those who do not support it will live with the emerging institution for years. Exit interviews, special care to assure transfers to other ministries and care to keep a concerned list to be served by the blended church with those who will not find a church home, will keep the relationship open and promote understanding. Care of shut-ins is especially crucial during this time.

Remember, in a blending of ministries, we are either closing one tradition or another or melding traditions. The carefully planned blending of ministries might even create a new sense of mission and momentum. In each of these methodologies, someone is bound to say "that's not the way we used to do it." Building into the process ample time to teach how traditions are changing and why new directions are necessary is essential. It is also necessary to care for those who become upset with the change. One way to demonstrate care is to listen and point out that what is now being done is linked to their past. The same values and ultimate purpose do not change.

Eventually, a new identity common to all will emerge. Finding ways to celebrate the unity and new identity often will help overcome these tensions. A blended ministry that helps everyone focus on its new mission will assist all members including new ones to focus on the future and the new identity and not the past.

From time to time, it will be appropriate to celebrate the partners' histories. Blended ministries have chosen many unique ways of doing this through pictures, through banners, and through special anniversary celebrations. Respecting the history and contributions of the partners both during the planning for a new blended ministry and after the blending of ministries is complete is important. Pointing back toward the history of the partners may be just what is needed to focus on the future mission of the ministry.

The blending of two or more congregations may be similar to a leap of faith taken in the past by the forbearers of the partners when began their ministries long ago. When history can be used to support today's action, the response is better.

Finally, some people will need to be encouraged to find another congregation as this blended ministry's direction and ministry no longer meets their needs and dreams. Helping people find another place will free this ministry to be about its mission.

14. CARE FOR THE EXISTING STAFF AND PASTOR

When congregations express their interest in blending, the Synod Bishop or staff schedules a meeting with the rostered leaders of the congregations involved. Frank and open discussion of the hopes and dreams of these leaders needs to occur. Do they see themselves fitting into the blended ministry? The blending of congregations may offer new opportunities for the rostered leaders to use new gifts and skills for ministry. Rostered leaders may also see this as an opportunity to seek a new call in a different location. Congregations may have the expectation that the rostered leadership will automatically be transferred to the blended ministry. All these issues need to be discussed with the Synod Bishop or his/her staff.

In a consolidation, the call to the new congregation is technically a new call. Often the pastoral leadership of a multiple point parish or cooperative may play a significant role in preparing congregations for consolidation. It is not unusual for the consolidation agreement to include a provision for the calling of that leader or leaders to the new congregation. For the sake of stability and the health of the new congregation, it may be beneficial for leadership to remain in place.

In a merger, the rostered leadership of the closing congregation(s) may be called as part of the merger plan to the remaining congregation. This may be harder to achieve than might be obvious. Bringing two leaders from former congregations into a new entity requires at least some understanding of the dynamics of leadership and the role of senior or lead pastor and staff. Co-pastors need to have clear definitions of jobs so lines of accountability to the congregation and to each other are clear.

These considerations for the proper design of the staff component of the blended ministry require major planning including notifying the synod and seeking the synod's help in bringing resolutions to these concerns. The synod is equipped through the call process to bring candidate's names before appropriate openings and to refer to other synods, if necessary, a candidate for possible inclusion in their call process.

In addition to the pastoral staff of the congregations, care needs to be exercised with all the staff such as secretaries, sextants, organist, music directors, youth leaders. It is helpful for 3 or 4 members of the Task Force to have frank and open discussion with the employees of all the congregations before a staffing plan for these positions is designed.

15. THE MISSION INVESTMENT FUND OF THE ELCA

The Mission Investment Fund (MIF) provides a number of resources for congregations considering a blending of ministries. The MIF Building Consultants are available to evaluate the potential of current facilities for new ministry opportunities. The consultants also provide an overview of the strengths and problems of church facilities. In the event that a blending of ministries calls for relocation, the building consultant along with the Mission Director of the Unit for Evangelical Outreach and Congregational Mission will provide guidance in the selection of suitable sites for consideration. The Synod Council gives final approval of the new site.

When a blending of ministries includes building, the blended congregation may seek the services of the Mission Investment Fund as a source of capital funds. Special consideration can be made for ministries related to the Evangelical Outreach and Congregational Mission Unit. Current loan rates may be obtained from the Building Consultant or by contacting the MIF Office in Chicago at 1-800-638-3522. The Chicago office also processes loans for congregations. The MIF also offers the services of a staff architect who can assist with a preliminary design of the new facility.

The services of the Mission Investment Fund Building Consultants may be contacted through the Mission Director relating to the synod. Names of Mission Directors and the territory they serve will be found at the ELCA website, www.elca.org or through your synod office.

Mission Builders is a program that helps new and existing congregations with building new facilities. Mission Builders are generally retired ELCA members that have made a commitment to help growing churches. The building congregation acts as the general contractor and Mission Builders provide management and labor. A knowledgeable Mission Builder construction manager schedules the materials, deliveries, subcontractors, and daily activities. Eight to 16 Mission Builders work on the project. They rough in the building—raising joists, walls, and roof trusses; framing and installing windows and doors; and siding the building. Plumbing, electrical, and HVAC installation is handled by subcontractors. Projects generally last three months.

16. MEMBERSHIP

Questions are often raised in a consolidation about membership in the newly blended ministry. It is assumed that the members of all congregations would become members of the newly formed congregation since they voted to consolidate. If someone chooses to transfer to another congregation they could do so either before or after the consolidation since the corporate status of all the original congregations would cease to exist.

17. CHOOSING A NAME FOR THE BLENDED MINISTRY

Although a merger does not generally result in a new name, it is possible for a merged congregation to change its name to reflect the new direction and reality of the merger. Consolidations generally involve the selection of a new name. The new name can be selected in many different ways. No matter how the name is chosen, it is a cooperative process between the emerging congregation and the Synod Bishop. One way involves the task force suggesting one or more names based on the emerging vision. These names are shared with the Bishop for feedback. The congregations then vote their choice of the approved names. Another process includes sharing the vision then calling for an ecclesial ballot. For an ecclesial ballot, the first ballot is a nominating ballot. The task force works with the nominations and comes up with a list that may combine similar ideas or names. This list may be shared with the Synod Bishop or the Task Force may wait until the list is shorter. Through a process of discussion and discernment, the congregations work through the list to reach their final choice.

In selecting a name, choose one with staying power. Catchy names wear thin. Practice answering a telephone; how does it sound? Select names that are not in use in the service area. Imagine how a logo may be designed around the name.

Choose a name that is distinctive. Avoid using the same name as another Lutheran Church in the general area. Avoid well used names in your synod. Avoid selecting the same names as a church of another denomination in the same community. Select a name that says something about our Christian faith, life, tradition or theology, rather than one which refers to location, sequence, people or memories. (See examples below.) Don't make it too complicated or down beat theologically. Names such as Grace, Christ, Faith, Redeemer, Living Waters, Holy Cross, Peace, Our Savior, Hope, Resurrection or even a saint's name are more desirable than First, Central, South Miami, Stone Mountain, Pine Creek, St. Armand, Town Line, Millers, Salem Memorial, Norway, the Lutheran Church of the Blessed Blood of Jesus.

The name should be easy to recall. It helps if the name sticks in the mind once you've heard it or seen it. It should not be too long or too complicated.

SAMPLE LEGAL DOCUMENTS

SAMPLE PLAN AND AGREEMENT OF MERGING OF MINISTRIES

PLAN AND AGREEMENT OF MERGING OF MINISTRIES BETWEEN
_____ **LUTHERAN CHURCH,**
an _____ (state) Not for Profit Corporation,
AND
_____ **LUTHERAN CHURCH,**
an _____ (state) Not for Profit Corporation

THIS PLAN AND AGREEMENT OF MERGED MINISTRIES, made and entered into this _____ day of _____, _____ (year), by and between _____ Lutheran Church, an _____ (state) not-for-profit corporation and _____ Lutheran Church, an _____ (state) not-for-profit corporation, said corporations being hereinafter sometimes referred to jointly as "constituent corporations,"

WITNESSETH:

WHEREAS, _____ LUTHERAN CHURCH is a corporation organized and existing under the laws of the State of _____, its Articles of Incorporation having been filed in the office of the Secretary of State of _____ on this _____ day of _____, _____ (year), and a Certificate of Incorporation having been recorded in the office of the Recorder of Deeds of _____ County on the _____ day of _____, _____ (year), and

WHEREAS, _____ LUTHERAN CHURCH is a corporation organized and existing under the laws of the State of _____, its Articles of Incorporation having been filed in the office of the Secretary of State of _____ on this _____ day of _____, _____ (year), and a Certificate of Incorporation having been recorded in the office of the Recorder of Deeds of _____ County on the _____ day of _____, _____ (year), and

WHEREAS, the Board of Directors of each of the constituent corporations deems it advisable that _____ LUTHERAN CHURCH be merged into _____ LUTHERAN CHURCH on the terms and conditions hereinafter set forth, and in accordance with the applicable provisions of the General Not for Profit Corporation Act of _____ (year) of the State of _____, which permits such merging of ministries.

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and conditions hereinafter set forth, _____ LUTHERAN CHURCH and _____ LUTHERAN CHURCH, by their respective Boards of Directors, hereby agree each with the other as follows:

ARTICLE I

_____ LUTHERAN CHURCH and _____ LUTHERAN CHURCH shall be merged into a single corporation, in accordance with the provisions of the General Not for Profit Corporation Act of _____(year) of the State of _____ by _____ LUTHERAN CHURCH merging into _____ LUTHERAN CHURCH and _____ LUTHERAN CHURCH shall be the surviving corporation of the merging ministries.

ARTICLE II

Upon the merging of ministries becoming effective:

1. The constituent corporations shall be a single corporation and the name of _____ LUTHERAN CHURCH, the surviving corporation, shall be changed to _____ LUTHERAN CHURCH, a Not for Profit Corporation;
2. The separate existence of _____ LUTHERAN CHURCH shall cease, except to the extent provided for by the laws of the State of _____ in the case of a corporation after its merged to another corporation;
3. The bank accounts, savings accounts, financial investments, endowment funds, other monies, real estate, improvements thereon and certain personal property located in the improvements now commonly known as the situs of _____ LUTHERAN CHURCH shall be transferred or sold pursuant to agreement of the membership and Board of Directors of _____ LUTHERAN CHURCH. Proceeds of any sale shall be distributed pursuant to agreement of the membership and directors of _____ LUTHERAN CHURCH, which agreements to sell and to disburse proceeds shall be deemed to be transferred to and vested in _____ LUTHERAN CHURCH as the surviving corporation and the terms of said agreements shall not be impaired by reason of the merging of ministries but shall become a binding obligation upon the surviving corporation, and the terms and conditions of the said agreements shall be performed by the surviving corporation;
4. The surviving corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of each of the constituent corporations; and any claim existing or action or proceeding pending by any of the constituent corporations may be prosecuted to judgment by the surviving corporation as if the merging of ministries had not taken place, or the surviving corporation may be substituted in place of the constituent corporations. Neither the rights of creditors nor any liens upon the property of any of the constituent corporations shall be impaired by the merging of ministries;
5. The Articles of Incorporation, Constitution and Bylaws of _____ LUTHERAN CHURCH, as existing and constituted immediately prior to the effective date of the merging of ministries shall be the Articles of Incorporation, Constitution and Bylaws of the surviving corporation.

6. For all accounting purposes, the effective date of the merging of ministries shall be deemed to be the close of business on the _____ day of _____, _____(year);

7. Subject to the provisions of sub-paragraph (3) herein, the surviving corporation shall thereupon possess all the rights, privileges, immunities and franchises of each of the constituent corporations, and all property, real, personal and mixed, and debts due on whatever account, and all choices in action, and every other interest belonging to or due to each of the constituent corporations shall be deemed to be transferred to and vested in _____ LUTHERAN CHURCH as the surviving corporation, without further action or deed; and the title to any real estate, or any interest therein, vested in any of the constituent corporations shall not revert to or be in any way impaired by reason of the merging of ministries but shall vest in the surviving corporation.

8. Subject to the provisions of Article V herein subsequent to the merging of ministries, the surviving corporation shall be governed by the constitution of _____ LUTHERAN CHURCH as effective on the _____ day of _____, _____(year), until the new constitution is ratified by two-thirds of the Voting Members present and voting of the surviving corporation; and,

9. The surviving corporation shall financially operate pursuant to the combined respective budgets of _____ LUTHERAN CHURCH and _____ LUTHERAN CHURCH until a merged ministry budget is approved by the surviving corporation's voting members, at either a special meeting or not later than at the time of the first annual meeting of the Board of Directors following the merging of ministries.

ARTICLE III

The surviving corporation shall pay all expenses of carrying this Plan and Agreement of Merging of Ministries into effect and accomplishing the merging of ministries provided for herein.

ARTICLE IV

The assets and liabilities of _____ LUTHERAN CHURCH, at the effective date of the merging of the ministries, shall be taken on the book of the surviving corporation at the amounts at which they, respectively, shall, on such date, be carried on the books of _____ LUTHERAN CHURCH.

ARTICLE V

Initially there shall be a minimum of twelve (12) or a maximum of twenty-one (21) directors of the surviving corporation, in addition to the pastors of each congregation. The directors of each church constituting the Board of Directors of _____ LUTHERAN CHURCH and _____ LUTHERAN CHURCH immediately prior to the effective date of the merged ministry shall be the same persons constituting the Board of Directors of _____ LUTHERAN CHURCH immediately subsequent to the effective date of the merging of ministries. Such persons shall hold office until the first annual meeting of the Board of Directors of the surviving corporation and until their respective successors are elected according to the bylaws of the surviving corporation.

The term of all officers shall be deemed to be the officers of the surviving corporation upon the effective date of the merging of ministries.

Thereafter, other persons may be elected or appointed to such offices from time to time in accordance with the Bylaws of the surviving corporation.

ARTICLE VI

If at any time the surviving corporation shall consider or be advised that any further assignment of assurance in law is necessary or desirable to vest in the surviving corporation the title to any property or rights of any of the constituent corporations, the proper officers shall execute and deliver all such proper assignments, conveyances and assurances in law and do all things necessary or proper to vest such property or rights in the surviving corporation, and otherwise to carry out the purposes of this Plan and Agreement of Merging of Ministries.

ARTICLE VII

This Plan and Agreement of Merging of Ministries shall be submitted to the members of the _____ LUTHERAN CHURCH and to the members of _____ LUTHERAN CHURCH as provided by law, and shall take effect and be deemed to be the Plan and Agreement of Merging of Ministries of said corporations upon the approval or adoption thereof by the vote of at least two-thirds of the Voting Members present and voting of _____ LUTHERAN CHURCH and _____ LUTHERAN CHURCH in accordance with the requirements of the General Not for Profit Corporation Act of ____ (year) of the State of _____, and upon the execution, filing and recording of such documents and the doing of such acts required to accomplish the merging of ministries under the provisions of the General Not for Profit Corporation Act of ____ (year) of the State of _____.

ARTICLE VIII

The call of Pastor _____ shall be continued and shall be an obligation of the surviving corporation, _____ LUTHERAN CHURCH, following the adoption of the Plan and Agreement for Merging of Ministries.

**SAMPLE MODEL FOR RECOMMENDATION FOR DISPOSITION OF
REAL ESTATE ASSETS FROM (CHURCH NAME) MEMBERS OF
MERGING MINISTRIES TASK FORCE**

If and when the proposed _____/_____ Merging of Ministries Plan is approved by the two congregations, we commend the following plan be implemented:

It is recommended that:

1. Real estate (put in addresses of all properties and identify legal descriptions as Exhibits) owned by _____ shall be marketed and sold.
2. Proceeds from the sale of owned Real Estate shall be divided as determined by each congregation on the advice of the synod unless the merger or consolidation agreement makes other provisions.
3. Obligations to be discharged against the sale proceeds are:
 - a. Outstanding obligations against the property: \$_____ - _____ advance for storm sewer improvements.
 - b. Fees for appraisers, realtors, and lawyers involved in the sale.

SAMPLE NOTICE OF LEGAL MEETING

NOTICE OF LEGAL MEETING

Please take notice that a special meeting of the members of _____ Lutheran Church, _____(city), _____(state), the ____ day of _____, _____(year) at _____(time) at _____ Lutheran Church, _____(address) , _____ (meeting space) to consider and vote upon a resolution to merge their ministries

pursuant to the statutes of the State of _____ with the _____
_____ (Congregation name) .

the Evangelical Lutheran Church in America, under a Plan of Merging Ministries the terms of which generally provide that the merged ministry corporation shall have all the rights, powers, privileges and property of the blending ministries corporations, and to transact such other business as may come before the meeting.

President

By Order of the Council

DATED: _____

SAMPLE NOTICE OF SPECIAL MEETING

_____ **LUTHERAN CHURCH**
OF
_____ **(City)**, _____ **(State)**

PLEASE TAKE NOTICE, that a Special Meeting of the Members of _____
Lutheran Church of _____(city), _____(state) will be held on the ____ day
of _____, _____(year) at _____(time) _____(address) ,
_____ (meeting space) to consider and vote upon the following
resolution of the Council submitted to the members:

RESOLVED that _____ Lutheran Church of _____(city),
_____(state), a corporation organized pursuant to the _____(state)
Religious Corporation Laws of ____ (year), as amended, and the _____
Synod of _____(city), _____(state), a corporation organized
pursuant to the _____(state) Religious Corporation Laws, as amended,
should merge their ministries pursuant to the Statues of the State of _____ on
the following terms and conditions:

1. This resolution shall be submitted to a vote of the members of this corporation to be held on the _____ day of _____, _____(year) at _____(time) at _____ Lutheran Church _____(city), _____(state), after twenty (20) days' written notice to each member and twenty (20) days' notice by publications, which the officers of this corporation are directed to prepare, mail, and publish.
2. The name of the merging ministries corporation shall be the _____ Lutheran Church.

3. The merging ministry corporation shall have all the rights, powers, privileges and property of the merging ministries corporations and shall be subject to all the liabilities and duties of the merging ministries corporations.
4. The Constitution of the merging ministry corporation shall be in the form of the "Approved Constitution for Congregations of the Evangelical Lutheran Church in America" as adopted in ____ (year), with such modifications as are attached hereto as Exhibit "A" and incorporated herein by reference.
5. The original Council of the merged ministry corporation shall be composed of the following persons who shall serve until the annual meeting of the blended ministry corporation in the year indicated:

NOTICE OF MERGING OF MINISTRIES TO BE PUBLISHED IN A NEWSPAPER IN COUNTY (after the merging of ministries has been approved check legal requirements in relation to publication, particularly relating to the termination or merger of corporations)

PLEASE TAKE NOTICE that a Plan of Merging of Ministries pursuant to which the _____ Lutheran Church in _____(city), _____(state), and the _____ Lutheran Church in _____(city), _____(state) were merged and became effective on the _____ day of _____, _____(year), and that the merged ministry corporation adopted the corporate name of _____ Lutheran Church.

_____ **Synod**

An _____(state) Non Profit org

Religious Corporation

SAMPLE BALLOT

**BALLOT
(PUT DATE HERE)**

FOR PROPOSED MERGING OF MINISTRIES OF the _____ Lutheran

Church of _____(city), _____(state) and _____

Lutheran Church of _____(city), _____(state):

I vote "YES" _____ on the proposed merging of ministries.

I vote "NO" _____ on the proposed merging of ministries.

Signed _____

