



Evangelical Lutheran Church in America

God's work. Our hands.

MEMORANDUM

To: The Synods of the ELCA
From: Secretary Sue Rothmeyer
Date: January 21, 2022
Subject: Official Notice of Proposed Amendments to the *Constitutions, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*

INTRODUCTION

One of the responsibilities of the Churchwide Assembly is to adopt amendments to the *Constitutions, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*. The process for amending the governing documents is specified in Chapter 22 of the ELCA constitution. The principal way that constitutional amendments are adopted is in accordance with provision **22.11.a.** which states: “The Church Council may propose an amendment with an official notice to be sent to the synods at least six months prior to the next regular meeting of the Churchwide Assembly.” This is the only provision that authorizes adopting of constitutional amendments at a single meeting of the Churchwide Assembly. It means that proposed constitutional amendments for consideration at the Churchwide Assembly in 2022 were acted upon by the Church Council at its November 2021 meeting and are now presented for final action at the assembly.

Although the processes for adopting bylaw amendments and continuing resolutions at a Churchwide Assembly do not require similar notice, the historic practice of the Office of the Secretary has been to seek to provide a complete set of proposed governing document amendments at the fall Church Council meeting in the year before the Churchwide Assembly. Because many proposed constitutional amendments are accompanied by related bylaw and continuing resolution amendments, it is desirable to consider them at the same time. It is possible that there may be proposals for amending bylaws at the April 2022 meeting of the Church Council, but the majority of proposed changes are in this proposal.

Many of these amendments can be seen as “housekeeping” amendments. Some provide for use of more inclusive language. A number of the proposed changes are designed to make clear when references to “boards” include or exclude the boards of the separately incorporated ministries.

This summary is provided to facilitate your review and analysis and is not intended to substitute for a thoughtful consideration of all the proposed amendments.

CONSTITUTIONS, BYLAWS, AND CONTINUING RESOLUTIONS OF THE ELCA

- 5.01.e-f.** Two actions of the 2016 Churchwide Assembly instructed the Church Council to address issues of gender identity in our governing documents. The 2019 Churchwide Assembly approved amendments to this provision, often called the “representational principles,” to call for the composition of all assemblies, councils, committees, boards, and other organizational units to be 45 percent men, 45 percent women, and an unspecified 10 percent. To provide contextual flexibility and make calculations simpler, the words “as nearly as possible” are proposed as insertions.
- In addition, the reference to “ministers of Word and Sacrament” is changed to “rostered ministers” in keeping with previous changes related to the rosters, and the words “where possible” are removed in this case because the demographic shift in gender composition of the rosters no longer necessitates flexibility.
- 7.31.03.** These changes align with the revised first call process that was recommended by the Conference of Bishops and approved by the Church Council.
- The change to b. allows flexibility for candidacy committees considering candidates for reception from other Christian bodies who have been ordained previously or for those candidates seeking reinstatement to the roster.
- The change in c. acknowledges the TEEM route to ordination.
- The change in d. reflects changes in the structure of seminary education.
- The changes in g. bring this paragraph into line with 7.41.02., which mandates three years of initial service in a congregation of this church except when an exception has been granted by the Conference of Bishops.
- 7.41.07.** Change for clarity.
- 7.46.** Language related to disability has been changed to reflect current understandings and to clarify that inability and incapacity to conduct the pastoral office effectively are the standard to be considered. In addition, the words “any of” have been inserted for precision, and references to the synod bishop have been made inclusive.
- 7.61.03.** Changes to match current first call process.
- The change to b. allows flexibility for candidacy committees considering candidates for reception from other Christian bodies who have been previously ordained or for those candidates seeking reinstatement to the roster.
- 7.71.04.** Change for clarity.
- 7.75.** See explanation for 7.46. These are parallel changes for the roster of ministers of Word and Service.
- 8.14.** This change makes explicit that institutions of higher education are among the agencies with which the churchwide organization is to develop relationships and reinforces the importance of this mission.
- 8.21.04.** When unincorporated seminaries are part of a college or university, the larger institution already has a governing board. The seminaries, therefore, may have advisory committees or boards, but not their own governing board. Elimination of the word “governing” more accurately reflects the existing structures.
- 8.21.06.** See explanation for 8.21.04.
- 8.22.** Changes to this provision establish the mission of this church’s colleges and universities and the mechanism for managing this relationship. The use of “this church” conveys that all expressions of the ELCA are party to the relationship with the colleges and universities.

- ~~8.22.01.~~ This bylaw is being eliminated because the amended 8.22. will establish the mission of the colleges and universities and thus this separate statement is no longer needed. The language of 8.22.01. is also more properly part of a policy statement rather than being constitutional language.
- 8.22.01. This bylaw substantially retains previous bylaw 8.22.02. but makes it easier to understand the various corporate relationships through which the colleges and universities can relate to this church. It also accurately reflects the practices among the institutions and the relationships with related synods and corporate structures.
- 8.22.02. This bylaw, a revision of 8.22.03., addresses college and university governing boards, their membership and composition. The revision continues to place the responsibility for these matters with each college or university, but more explicitly ties the exercise of that responsibility to the form of relationship with structures of this church.
- 8.22.03. This bylaw, a revision of 8.22.04., affirms that responsibility for governance rests with each college or university and ties the exercise of that responsibility to the form of corporate relationship established in 8.22.01.
- ~~8.22.05.~~ This bylaw is being deleted because the issue of board membership is already appropriately addressed in revised bylaw 8.22.02. In practice, it is widely accepted that each college or university will work out these issues consistent with its form of relationship to this church.
- 8.22.06. Renumbering.
- 8.63.01. Editorial update of a reference to a continuing resolution that has been revised.
- 8.63.05. Inclusive language.
- 9.21.02. Editorial change for consistency.
- 9.23. These changes are made to allow for multiple bylaws under 9.21., as well as to specify the range of potential pastoral relationships that would enable the synod council to remove a congregation that chooses to employ a pastor who is not authorized to serve in that capacity.
- 9.24. The addition of the phrase “in its sole discretion” is intended to more clearly recognize the importance of the congregation as one of the three expressions of this church and to further clarify the relationship of the churchwide organization and of the synod in matters of property ownership and employment.
- 9.27. Change to bring the description of the relationship of congregations with the Slovak Zion Synod into line with the relationship described for all congregations and synods in the second half of the provision.
- 9.62.a., d. Inclusive language.
- 9.81.02. The existing bylaw does not currently recognize the possibility that a federated congregation may comprise more than two separate congregations.
- 10.01.01. The amendments to this bylaw accomplish three things:
- 1) Specify the relationship of certain “border area” congregations to the Pacific Synod, in keeping with 10.01.;
 - 2) Provide that U.S. territories in the Pacific Ocean shall relate to the Pacifica Synod, just as the territory of the U.S. Virgin Islands relates to the Caribbean Synod, and in keeping with the practice of certain full communion partners with which this church shares ministry in those territories;
 - 3) Bring more precision in references to entities that are commonwealths, not states.

- 10.01.03.** Clarifying the mechanism for synod assemblies to report changes of synod relationship for “border area” congregations that have asked to relate to a different synod.
- 10.31.** Clarifies relationships, as the Church Council reviews the work of the officers.
- 10.32.01.** Inclusive language.
- 10.41.01.** See the explanation for 5.01.e.-f.
- 11.41.01.** This change more accurately describes the reality that restricted and designated funds are accounted for apart from the unrestricted funds received by the churchwide organization.
- 12.31.03.** The term “bulletin of reports” more accurately describes the nature of the information provided to the Churchwide Assembly and to the wider church and is in keeping with the nomenclature used by many synods.
- 12.31.05.** Planning and preparation for churchwide assemblies involves far more than physical arrangements.
- 12.41.15.** This amendment helps avoid conflicts of interest.
- 12.51.** The longstanding practice of the Churchwide Assembly has been to establish an Elections Committee to serve the assembly. This amendment changes the status of that committee from *ad hoc* to standing. As a result, 19.05.04. is no longer necessary.
- 12.51.04.** This bylaw defines the role and appointment of the Elections Committee in keeping with the change to 12.51.
- 13.21.** With the new design of the churchwide organization in 2021, the responsibilities outlined in the affected sections have shifted to other offices and units of the churchwide organization.
- 13.41.01.** Change for consistency of usage.
- 13.41.02.** Along with editorial changes in c., i., and j., the change in h. reflects the new design of the churchwide organization. This responsibility formerly resided in the Office of the Presiding Bishop.
- 13.41.04.** Throughout the constitution, an effort is being made to be explicit when references to “board” include the boards of separately incorporated ministries.
- 13.41.05.** This responsibility of the secretary formerly was stated in 19.04.01.
- 13.41.06.** Renumbering. In addition, the list of reasons for a vacancy has been expanded to cover additional possibilities, and the reference to “board” clarifies that it applies to boards of separately incorporated ministries.
- 13.51.01.** This change reflects the realignment of responsibilities in the structure of the churchwide organization.
- 14.15.** The chair of the Conference of Bishops is *ex officio* a voting member of the Church Council, but the question of whether the Church Council has authority to remove that person for cause has not previously been specified.
- 14.22.** Specificity regarding boards.
- 14.22.01.** Specificity regarding boards.
- 14.32.03.** Inclusive language.
- 14.41.01.** Increases the size of the Executive Committee from seven to eight members. For f., the vice president is neither full-time nor salaried but should still be included in the concern offered by the Executive Committee to the officers of this church.

- 15.10.** This title change more accurately reflects the content of the chapter.
- 15.11.02.** In an effort to make administration of the churchwide organization more responsive and innovative, provision is made here for appointing additional members of the administrative team for a term of one year.
- 15.21.03.** This mandate, formerly 16.11.01., has been moved to this chapter in order to make clear that it is an overarching requirement for the entire churchwide organization and its administration.
- ~~**16.11.01.** Moved to 15.21.03.~~
- ~~**17.10.** Deleted for consistency in use of titles.~~
- 17.10.** Renumbering.
- 17.11.** This provision formerly was addressed by 19.04. in the chapter on nominations and elections. An effort has been made to move to Chapter 17 the bulk of the provisions, bylaws, and continuing resolutions specifically related to the separately incorporated ministries.
- 17.11.01.** This provision formerly was addressed by 19.04.03. There is also clarification of the role of the secretary in declaring a vacancy.
- 17.11.02.** Because certain aspects of the nominations and elections processes for separately incorporated ministries are common to different entities, cross-reference is made to Chapter 19, Nominations and Elections.
- 17.11.03.** The separately incorporated ministries have asked for greater specificity in the use of the term “board” so that it is clear when their boards are or are not included.
- 17.20.01.** This change establishes the responsibility of the Churchwide Assembly related to the ELCA Philosophy of Benefits, which defines the principles governing decisions concerning pension and other benefits.
- 17.20.02.** As the Board of Pensions/Portico expands its offerings to other religious entities, this amendment would establish that the Church Council does not have authority over benefit programs that are being offered to entities outside of the ELCA ecology.
- 17.20.03.** This change opens board representation to ministers on either roster of this church.
- 17.20.05.** Editorial change.
- 17.20.07.** The process for amendment of continuing resolutions is specified elsewhere in the constitution, and thus is unnecessary in this chapter.
- 17.30.** This change parallels the wording concerning other separately incorporated ministries in 17.20. and 17.40.
- 17.30.01.** The Mission Investment Fund has requested the change in term length. Sections a. and b. parallel the advisory member structure designated for other separately incorporated ministries.
- 17.30.03.** Editorial change.
- 17.30.04.** Editorial change.
- 17.40.01.** This change opens board representation to ministers on either roster of this church. Additional changes are editorial in nature.
- 17.40.02.** Editorial change.
- 17.40.04.** The process for amendment of continuing resolutions is specified elsewhere in the constitution, and thus is unnecessary in this chapter.
- 17.50.03.** Editorial change.

- 17.50.04.** The reduction in number of members of the board was requested by Women of the Evangelical Lutheran Church in America. An additional change is made to bring wording into line with that used elsewhere in the constitution.
- 17.50.07.** The process for amendment of continuing resolutions is specified elsewhere in the constitution, and thus is unnecessary in this chapter.
- 17.60.** This change parallels the wording concerning other separately incorporated ministries in 17.20. and 17.40.
- 17.60.02.** Editorial change for consistency.
- 17.60.05.** Editorial change.
- 17.60.06.** Editorial change.
- 18.01.03.** This change allows greater latitude in sharing of ideas for programs and services across synods and regions.
- 18.01.04.** Because of shifting realities in sources of funding, this bylaw is being eliminated.
- 19.01.02.** These changes make the election process for presiding bishop, vice president, and secretary directly parallel in description across 19.01.02, 19.01.03., and 19.01.04.
- 19.01.03.** These changes make the election process for presiding bishop, vice president, and secretary directly parallel in description across 19.01.02, 19.01.03., and 19.01.04.
- 19.01.04.** This change makes the election process for presiding bishop, vice president, and secretary directly parallel in description across 19.01.02, 19.01.03., and 19.01.04.
- 19.02.** This provision is divided into sections to enhance readability and to parallel style elsewhere. Section c. previously was stated in 19.05.03.
- 19.04.01.** The mechanism for declaring vacancies is now stated in 13.41.05. as one of the duties of the secretary.
- 19.04.02.** The addition of “committees of the churchwide organization” allows for uniformity across all the various types of service for which the Nominating Committee is responsible for providing nominations. The specification of congregation voting membership as a requirement for laypersons acknowledges that there are various types of congregational membership, but that voting membership is the standard for determining “synod membership.”
- ~~**19.04.03.**~~ This bylaw has been moved to 17.11.01.
- 19.05.** Because 22.21. and 22.31. establish that bylaws and continuing resolutions may not be in conflict with the provisions of the constitution, the second half of this sentence is unnecessary.
- ~~**19.05.03.**~~ Provision for synod bishops as advisory members of separately incorporated ministries has been made in Chapter 17. The prohibition of synod bishops as voting members of the Church Council, with the exception of the chair of the Conference of Bishops, has been moved to 19.02.
- ~~**19.05.04.**~~ The Elections Committee is established in the amendment to 12.51., so this bylaw is no longer necessary.
- 19.05.03.** Renumbering.
- 19.05.04.** Renumbering.
- 19.05.05.** Renumbering.
- 19.11.** The Nominating Committee has already been established in 12.51., so there is no need for this provision. The inserted sentence parallels 19.05.

- 19.11.01.** Change for clarification to ensure that floor nominations meet representational category criteria.
- 19.11.02.** The only boards for which the Nominating Committee puts forward nominations are the boards of trustees of the separately incorporated ministries, which are addressed in 19.11.03. Those are also the boards on which full-communion partners have representation. The additional changes here are to ensure that floor nominations meet representational category criteria.
- 19.11.03.** The sentence concerning re-election and nominees from full-communion partners has been relocated from 19.11.02., which allows this bylaw to address uniquely the boards of the separately incorporated ministries. The additional changes are to ensure that floor nominations meet representational category criteria.
- 20.20.** This addition makes explicit that the Committee on Appeals also hears appeals from disciplinary proceedings and petitions regarding synod officers. This responsibility was already defined in †S8.57.
- 20.21.01.** This change makes mandatory the equal representation of rostered ministers and laypersons on the Committee on Discipline.
- 20.22.02.** Change for consistency of usage.
- 20.22.03.** The changes in a. and b. provide for the possibility that disciplinary charges against a minister of Word and Sacrament could be brought by a congregation council or congregation even if the minister has left the call. The change in c. is for inclusion of both rosters.
- 20.22.04.** Change to include both rosters.
- 20.23.02.** Change to parallel 20.22.02.
- 20.23.03.** The changes in a. and b. provide for the possibility that disciplinary charges against a minister of Word and Service could be brought by a congregation council or congregation even if the minister has left the call. The change in d. is for inclusion of both rosters.
- 20.24.01.** Change for accuracy.
- 20.31.02.** Change for specificity of references to boards of separately incorporated ministries.
- 20.72.** Inclusive language.
- 22.21.** These changes seek to make clear a distinction between amendments that have been proposed by the Church Council and those that are put forward on the floor of the assembly. Those amendments proposed by the Church Council have been provided to the synods at least six months before the start of the assembly, and thus voting members have had opportunity to consider and reflect upon them.

CONSTITUTION FOR SYNODS

- †S6.03.01. Changes to combine references to the two rosters. Renumbering.
- †S6.04. Changes to parallel amendments to 5.01.f. (*See explanation for 5.01. above.*)
- ~~†S6.04.01.~~ This principle is already stated in †S6.04.
- †S6.04.01. Renumbering.
- S7.14. Because this is a non-required provision, each synod is free to set its own quorum. However, due to the challenges posed by meeting during a pandemic, some synods have experienced difficulty in achieving this high a quorum.
- †S7.21. The first change is to combine the reference to rostered ministers. The insertion of “as nearly as possible” is intended to provide contextual flexibility and make calculations simpler. (*See the explanation for 5.01. above.*)
- †S7.21.01. Change for consistency.
- †S7.21.02. Change for precision.
- S7.22. Because of the increasing number of retired rostered ministers being granted voice and vote, some synods have been experiencing difficulty in achieving the required 60% of laypersons as voting members. This change is intended to reinforce the necessity of that percentage.
- S7.24. These changes seek to clarify the term of service for voting members of the Synod Assembly and to conform with †S7.21.02.
- S7.26. Change for precision.
- S7.27. Editorial change for consistency.
- †S8.12. These changes more accurately describe the relationship between the synod bishop and synod officers and between the synod bishop and synod staff. The deletion of “parochial” is for consistency of usage.
- †S8.16.01. The change in a. is for inclusive language. The changes in b. correct the omission of references to provisions related to ministers of Word and Service.
- ~~†S8.23.~~ This provision is being struck because it duplicates the wording of †S8.54., which describes the entire process in this eventuality, and thus is a more logical placement.
- †S8.32. In the current age, most synods are distributing minutes electronically, so a requirement for printing of hard copies has become obsolete.
- S8.42. The change in c. reflects actual practice regarding separation of undesignated and designated funds. The deletion of f. reflects the reality that fidelity bonds are no longer used, since insurance programs include this protection.
- †S8.51. The change in b. is for inclusive language. The changes in c. are editorial and are for consistency and inclusive language.
- †S8.52. It is important that each synod constitution address the issue of dates of commencement of service for officers, so this provision becomes required.
- †S8.57. Editorial change for sense.
- †S8.58. This change seeks to distinguish between the appointment of an acting bishop and of an interim bishop by setting a time limit on the period of temporary absence. After 90 days, the Synod Council would have responsibility for appointing an interim bishop, per †S8.54. In addition, there would be a requirement that the synod bishop consult with the presiding bishop of this church about naming an acting bishop, which parallels the requirements for naming of an interim bishop.

- †S11.02. Change for inclusion of both rosters.
- †S11.03. Change for inclusion of both rosters.
- ‡S11.10 Editorial change to eliminate unnecessary title.
- †S11.11. To ensure consistency across this church, and to ensure that synod committees and other organizational units reflect the representational principles, this provision becomes required.
- †S13.02. This change clarifies that voting members of the Synod Assembly are to be elected, rather than chosen and that the election is to be held before each regular Synod Assembly.
- †S14.13. The deletion of “parochial” is for consistency of usage.
- S14.15. Inclusive language.
- †S14.18. These changes parallel those being made for 7.46. Language related to disability has been changed to reflect current understandings and to clarify that inability and incapacity to conduct the pastoral office effectively are the standard to be considered. In addition, the words “any of” have been inserted for precision, and references to the synod bishop have been made inclusive.
- †S14.21. The deletion of “parochial” is for consistency of usage. The second change is for inclusive language.
- †S14.23. The deletion of “parochial” is for consistency of usage.
- S14.34. Inclusive language.
- †S14.43. These changes parallel those being made for 7.75. Language related to disability has been changed to reflect current understandings and to clarify that inability and incapacity to conduct the pastoral office effectively are the standard to be considered. In addition, the words “any of” have been inserted for precision, and references to the synod bishop have been made inclusive.
- †S15.11. Editorial change for sense.
- †S15.31. In current practice there is no single format approved by the Office of the Treasurer for financial reports.
- †S16.01. Editorial change.
- †S16.03. Editorial change.
- †S16.04. Editorial change.
- †S18.31. Editorial change.

MODEL CONSTITUTION FOR CONGREGATIONS

- *C6.05. Inclusive language.
- *C9.05. These changes parallel those being made for 7.46. and †S14.18. Language related to disability has been changed to reflect current understandings and to clarify that inability and incapacity to conduct the pastoral office effectively are the standard to be considered. In addition, the words “any of” have been inserted for precision, and references to the synod bishop have been made inclusive.
- *C9.12. The deletion of “parochial” is for consistency of usage.
- *C9.13. Inclusive language.
- *C9.14. These changes parallel those for †S14.21. The deletion of “parochial” is for consistency of usage. The second change is for inclusive language.
- *C9.25. These changes parallel those being made for 7.75 and †S14.43. Language related to disability has been changed to reflect current understandings and to clarify that inability and incapacity to conduct the pastoral office effectively are the standard to be considered. In addition, the words “any of” have been inserted for precision, and references to the synod bishop have been made inclusive.
- *C9.31. Inclusive language.
- C10.02. Because there are congregations where the pastor is president of the congregation, a footnote is being inserted to suggest that the vice president of the congregation might be given authority to call a special Congregation Meeting.
- C10.08. This change recognizes that there are other means of providing for simultaneous communication, for those with hearing disabilities, for example. The language parallels that being proposed for C12.13.
- C10.09. There is often confusion surrounding the term “*ex officio*.” The intended meaning is that someone who is a voting member *ex officio* has both voice and vote because of the office that person holds. The term is often misunderstood, however, to mean that the person cannot vote. This clarification parallels 12.41.16. and S7.33.
- C12.05. Because synods have different systems for receipt of mission support monies from congregations, the elimination of the word “treasurer” allows for greater flexibility.
- C12.11. Because there are congregations where the pastor is president of the congregation, a footnote is being inserted to suggest that the vice president of the congregation might be given authority to call a special meeting of the Congregation Council.
- C12.13. This change recognizes that there are other means of providing for simultaneous communication, for those with hearing disabilities, for example. The language parallels that being proposed for C10.08.
- C13.08. Because there are congregations where the pastor is president of the congregation, a footnote is being inserted to suggest that the vice president of the congregation might be granted *ex officio* membership on committees and boards as described.
- *C15.02. Change for inclusion of both rosters.
- *C15.11. This change allows congregation members in situations in which the pastor is also president of the congregation to inform the vice president of their intent to petition the synod bishop for consultation.
- *C16.02. “Regular meeting” has already been defined in C10.01. In addition, C10.01 is not a required provision, so it is not advisable to make reference in a required provision to a non-required provision.

- *C16.04. Change for precision. This has often been incorrectly interpreted to mean that the synod must vote to approve amendments that are designed to bring the congregation's constitution into alignment with the *Model Constitution*. In fact, amendments to bring any section or sections, either required or not required, into conformity with the *Model Constitution* go into effect immediately upon the congregation's vote to amend.
- *C20.02. Editorial change.
- *C20.03. Editorial change.