

Brief Explanation of the Proposed Constitutional Amendments, Bylaws and Continuing Resolution Additions to the Southwood Lutheran Church Constitution

12/4/2024

Basic information about the formatting of the working document.

1. Provisions required by the model constitution have an asterisk.
2. Provisions recommended by the model to be included or provisions currently included in our constitution do not have an asterisk.
3. New language and changes are in red.
4. This document contains the Constitution and Bylaws all in one document as required by the ELCA model constitution.
5. Bylaws can be identified by their numbering as required by the model constitution. For example, the constitution provision is C5.05 and the bylaw is C5.05.01. The additional number shows that C5.05.01 is a Bylaw which receives authority from C5.05.
6. Continuing Resolutions are numbered with A24. These can be changed with a vote of the Church Council but help clarify our governance structure.

Explanation of Changes:

Heading – the heading was changed to reflect the new title of the document which would now include the constitution, bylaws and continuing resolutions of the church council.

Chapter 1,

- Changes to clarify that continuing resolutions passed by the council will be included in this document as well. Also, it adds when Southwood was incorporated.
- The decision was made to show that numbering was intentional by adding the term RESERVED to numbers we are not using. This way the numbering still matches the Model Constitution but clarifies that it was intentional.

Chapter 2

- No changes

Chapter 3

- Changes are mandatory and need to be changed to be in accordance with the Model Constitution.

Chapter 4 Statement of Purpose

- On page 4, C4.04 removes the Manual of Ministry and clarifies that we are creating bylaws. This section is a requirement currently in our constitution to create and describe an organizational structure.
- All other changes are mandatory to be in compliance with the Model Constitution.

Chapter 5 – Endowment Fund

- 5.05 is a recommended provision in the Model Constitution which is being added. We are relocating our current endowment fund language to this section as bylaws instead of part of the constitution. Therefore, it would be easier to adapt with one vote of the congregation.
- The bylaws which set up the terms of the endowment fund begin in C5.05.01 through C5.05.05.
- 5.05.03 removes the term senior pastor from the current endowment fund language and states the pastor designated by the council. This is being done throughout the constitution to clarify that there may be different pastors assigned to different roles. In addition, the term senior is not an ELCA required term so this allows flexibility for Southwood to change the titles of their pastors.
- 5.05.04 changes the current endowment fund language so that the endowment fund is not required to meet quarterly but rather at least annually. It removes the language requiring two different secretaries for the fund and changes it to one that will handle the duties. It removes the language regarding an audit which is a specific accounting requirement and instead uses the term financial review.
- Legal counsel made some changes to these provisions. One such point is in yellow in C5.05.05 clarifying that there needs to be a vote of a congregation to disburse principal.

Chapter 6, 7, 8 & 9

- All Mandatory Changes
- There is the RESERVED shared if a break in numbering to show intentional

Chapter 10 Congregation Meeting

- 10.01 The new language puts into the constitution our current practice that we have at least one annual meeting a year.
- 10.02. Changes the requirement from 20 voting members to 5% of the voting members to call a special meeting of the congregation.
- 10.03 added the Model Constitution recommended provision to allow notice of congregational meetings to be sent electronically.
- 10.06 Members present and voting constitute a majority.

- 10.08 This provision is added from the Model Constitution recommended language to allow (not require) congregational meetings to be held electronically.

Chapter 11

- 11.01. Adds the Treasurer as a required officer. Changes the duties of the officers from being in the Constitution to being in the bylaws so they can be more adaptable.
- 11.01.01 to 11.01.04 are new bylaws added to clarify and establish the roles of the officers.
- 11.02 Removes the requirement that the council has to use written ballot to elect officers.

Chapter 12 Congregation Council

- 12.02 Clarifies that church council members are elected at the annual congregational meeting and that their term begins at the end of that meeting. Adds language that church council terms are staggered. It removes language that council members are installed at the next church service as we no longer have this process.
- 12.03 Clarifies that if the council fills a vacancy, the person appointed is only a member until the next congregational meeting.
- 12.05.c. Clarifies the current process that the council proposes the budget and the congregation approves the budget. Then the council can not exceed the expenditures approved in that budget by more than 5% without a vote of the congregation.
- 12.08 is recommended language in the Model Constitution that clarifies responsibilities.
- 12.13 gives the ability to have remote council and committee meetings.

Chapter 13 Congregation Committees. This section sets out the committees of the Church Council and then contains Continuing Resolutions that clarify their responsibilities.

- 13.01.A24. This is an added continuing resolution that clarifies the duties of the Executive Board
- 13.02 Clarifies a current process that two outgoing members of council serve on the Nominating Committee if possible. 13.02.A24 clarifies their duties.
- 13.03 Add the Facilities and Finance Committee. We currently have this committee but it is not an official committee in the constitution. It also sets the membership of the committee as well as their terms. 13.02.A24 clarifies their duties.
- 13.05 Other committees. This section clarifies the ability of the council to establish other committees. This is where the authority for advisory boards is added as continuing resolutions.

- 13.06 sets out the duties and responsibilities of the committees and says they will be in the bylaws and continuing resolutions.

Chapter 14 Organizations within the Congregation

- This section is added by the model constitution and used to be where the endowment fund was located.
- It now includes language discussing organizations within the congregations and special interest organizations within the congregation.

Chapter 15 Discipline of Members and Adjudication

- This is all mandatory language from the Model Constitution.

Chapter 16 Amendments

- 16.01. Changes the requirement from 20 voting members to 5% of the voting members to propose an amendment to the constitution.
- All the rest is mandatory language from the Model Constitution.

Chapter 17 Bylaws

- Mandatory Language from the Model Constitution.

Chapter 18 Continuing Resolutions

- Mandatory Language from the Model Constitution.

Chapter 19 Indemnification

- 19.01.01 is a bylaw adding indemnification language to protect volunteers leaders of the congregation in accordance with the Nebraska Nonprofit Corporation Act.