

# FREQUENTLY ASKED QUESTIONS

## **BACKGROUND AND PURPOSE**

### **What is the Constitution & Bylaws Task Force charged with doing?**

In February 2024, Council voted on and approved a charter forming the task force:

*The Calvary Council Special Committee will be formed to gather input and feedback on the effectiveness of the changes made to the constitution and bylaws since 2018, and to assess the ability to meet the current and future needs of Calvary including but not limited to multi-campus configuration and lingering impacts of COVID. The expected outcome is that the committee will recommend improvements to the governing documents for consideration by the full council.*

Periodic review and update of the constitution and bylaws are a good way to self-assess our structure, ensuring that our governing documents fit the evolving cultural climate we operate in.

### **What are the outcomes expected of the task force?**

From the February 2024 charter:

- *Become versed in the constitution and bylaws documents.*
- *Gather feedback from current and past council members/presidents, pastors and staff leadership on the above questions.*
- *Discuss and develop recommendations for changes to the constitution and bylaws for consideration by council.*
- *Recommend a communication plan to inform the congregation of the proposed changes.*
- *Consult with Calvary legal experts on specific language for any proposed changes. Clarify necessary steps for the congregation to formally approve changes.*

### **Who's on the constitution & bylaws task force?**

- **Council Members:** Todd Loncorich (chair), Andy Roe, Rachel Recknagel, Tom Harn
- **Past Council Presidents:** Heather Hosfield, Dave Kufahl, Jeff Johnson
- **Pastoral and Staff:** Sr. Pastor Zach Thompson and Jason Beaver

## **CHANGES TO THE CONSTITUTION AND BYLAWS**

### **What is the new council size and terms?**

#### **Constitution Article X – Council, Committees and Task Groups 1.**

The new council size will be 7 members (reduced from 11), plus the inclusion of the Sr. Pastor in an ex-officio voting role. Terms remain at 4 years, with a limit of 2 consecutive

terms of service. Council members interested in a second term must “re-apply” through the Nominating Committee and be re-elected by the Congregation at the Annual Meeting.

### **How would the reduced council size improve effectiveness?**

Council has been operating very well, but is largely focused on the business of the church. A survey in May 2024 indicated the majority of council members are interested in getting deeper into mission and vision discussions which is better suited with a smaller group.

Many studies point to the optimal team size in the 5 – 9 range. Team effectiveness decreases as more members are added. 7 is a very common size for non-profit boards.

### **Why is the Sr. Pastor being added as a voting member of council?**

#### **Constitution Article X – Council, Committees and Task Groups 1.**

- **Better communication and clarity**-- Pastors, as spiritual leader of the church, bring important perspective and insight into the vision and mission of the church. They can help the council better understand the direction the church is heading and how the mission is being accomplished. Also, the pastor is best positioned to help frame decisions in a spiritual and missional framework, and to make sure decisions (including voting) are in alignment with church theology, beliefs, and core values.
- **Increased ability to make unifying and holistic decisions**-- The senior pastor helps bring a holistic congregational perspective and can help give a more complete picture of the overall church's direction and focus, than lay leaders who typically have limited exposure to the wide span of church ministries and areas.
- **Helping to better support and care for the staff**-- While other staff need not attend or sit on the council, the senior pastor can bring a valuable perspective of staff morale, needs and questions--and make sure their ideas, needs and concerns are met.
- **Improved leadership effectiveness**-- According to our constitution, the senior pastor is the spiritual leader of the church, and having them actively involved in decision making and governance can help make sure that decisions are not just made out of practical or financial consideration, but also out of spiritual need and direction. The senior pastor understands the spiritual pulse of the congregation, and brings important experience from serving other churches and ministries. Also, the senior pastor has a network of colleagues at other churches who can help give advice and connect the council with best practices and the best resources.
- **Modern Council Structure**-- Most of the large LCMC churches are currently structured where the Sr Pastor is a ex officio voting member of council / elder boards. If the Sr.

Pastor is not a voting member of council, that would likely be a barrier to finding our next Sr Pastor when that time comes. It is better to be proactive.

### **Does having 8 voting members create the possibility of a split vote (4-4)?**

Yes. But in practice the council follows the Hardy Group's guidance to "never move forward with a split vote. In the past 6 years with a council size of 11, there was only one vote that was not unanimous.  $\frac{3}{4}$  majority of total voting power is required for motion passage. Total voting power requires all council members to vote, preventing a subset of council from voting without an absent member's consideration.

### **Will the role of the Nominating Committee change?**

#### **Bylaws Section VI Nominating Committee 3.**

No. The important work of the Nominating Committee continues to be a vital element of the future success of Calvary. The Nominating Committee will focus on identifying candidates that meet the needs expressed by the incumbent council for the upcoming term.

The number of nominating committee members presented to the congregation for election at the annual meeting is changing from a fixed number of 10 candidates voted on for 5 spots to a range of 7-10 candidates. Actual number of candidates in an election year is at the discretion of the nominating committee within the 7-10 range. This allows for the flexibility to field a pool of candidates with strong qualifications and interests, which may not always equal exactly 10. By setting the range of candidates at 7-10 for 5 positions, the congregation still has choice in who joins the nominating committee.

### **Will the Congregation still elect members to Council?**

#### **Bylaws Section VIII Officers and Council Members 2.**

Yes. There's no change to the process for council elections. The Nominating Committee will provide vetted applicants for council positions 30 days in advance of the Annual Meeting for review by the congregation, with elections to be held at the Annual Meeting. Because of the intentional nature of the nominations process including 30 days for the congregation to review candidates, nominations for Council positions will not be accepted from the floor during the election process at the Annual Meeting.

### **How will council officers be selected?**

#### **Bylaws Section VIII Officers and Council Members 1.**

There is no change to the process used for council officer elections. At the first official council meeting with the newly elected council (January following the annual meeting), elections will be held for President, Vice President, Secretary and Treasurer. Officer roles are 2 years in length and Council members are limited to 2 consecutive Officer role terms.

## **How many council members must be present to make decisions?**

### **Bylaws Section V – Council 4.**

A quorum is stated as “current council size minus 2”. With the number of voting members = 8, 6 members must be present either physically or remote to meet and make decisions.

## **What is Calvary doing to make sure we attract strong pastors in the future?**

### **Constitution Article VII – Pastors 2.c**

Many theological institutions have developed a variety of interesting and attractive master’s programs, in addition to the Masters of Divinity degree. Many pastors are opting for these alternative degrees creating a diverse pool of candidates. Therefore, we are requiring all pastor candidates to have earned a graduate level Christian theological degree from a Christian seminary, college or university.

For associate pastors, previous applicable experience may be considered by council in lieu of a graduate-level Christian theological degree.

## **How is the process for hiring and dismissing associate pastors changing?**

### **Constitution Article VII – Pastors 1.b**

The authority to call any pastor other than the Sr. Pastor is shifting to the council, with  $\frac{3}{4}$  majority approval required for an offer to be extended. Associate pastor candidates will be endorsed by the Sr. Pastor and presented for consideration. In recent years, the industry trend has gone towards shorter call cycles, where strong candidates are opting out of lengthy call processes. An associate pastor may be terminated by council with a  $\frac{3}{4}$  majority of the total voting power of the council.

The process by which a Senior Pastor is called is not changing. A call committee will be formed and the selected candidate will be presented to the congregation for a vote. The decision to dismiss a Senior Pastor will also remain with the congregation.

## **What is the change to how “undesignated” gifts to Calvary are directed?**

### **Bylaws Section XIII – Mission Endowment Fund**

Anyone directing a charitable gift of money or property to Calvary is encouraged to be specific in where they want the gift directed, whether it is to the Mission Endowment Fund, the Calvary General Fund or other specific purpose.

In the case of an “undesignated” gift to Calvary, council will now consult with Calvary Finance staff to review and direct these gifts where they are needed most. In most

cases, council will continue to direct undesignated gifts to the Mission Endowment outreach fund.

In 2024, a significant gift from an estate was received intended for “Grace Lutheran Church”, for which council interpretation was required to direct the gift as intended.

A situation could occur in the future where a large undesignated gift (\$1MM+) was left to “Calvary Lutheran Church”. Should this occur, it would make sense for the council to consult with Calvary Finance staff on where it is needed the most within Calvary’s ministry budget.

### **What are some of the other changes being made?**

- Wording has been updated where appropriate throughout the constitution and bylaws to reflect that Calvary now has multiple campuses. **Constitution Article XIII Campuses**
- Property easement decisions can now be approved by council vs. requiring congregational approval. Encumbrances including mortgages still require congregational approval. **Constitution Article VIII Property Ownership**
- A provision for online congregational voting was added for situations where council deems appropriate. Online voting is not allowed for changes to constitution or bylaws, annual meeting business or call/termination of sr. pastor. **Bylaws Section IV Annual / Special Congregational Meeting Procedures 1.c & d.**

## **IMPLEMENTATION**

### **What is needed to implement changes to Calvary’s Council governance structure?**

**Constitution Article XI Bylaws 2.**

**Constitution Article XII Amendments to the Constitution 2.**

Changes to the constitution and bylaws have been drafted and approved by the task force. Steven Opeim, a long time Calvary member and practicing lawyer, has offered his time and services to review/revise necessary changes at no cost to Calvary.

Once finalized and approved by council, two congregational votes at least 30 days apart are required for the adoption of constitutional changes. Bylaws changes require 1 vote.

### **What are the next steps?**

- Step 1 – Task Force changes finalized – October 2024  
Step 2 – Legal review and revisions completed – November 2024  
Step 3 – Council Approval – November 2024  
Step 4 – Information and feedback sessions – January/February 2025  
Step 5 – Congregational Vote on Constitution and By-Laws changes – March / April 2025  
Step 6 – New council structure implemented – November 2025 annual meeting

### **How will Council members be selected for the new structure?**

Council size and terms will change with an election at the November 2025 annual meeting. The Nominating Committee will follow a very intentional, thoughtful and prayerful process in which members are sought for roles that leverage their gifts, talents and experiences. The Nominating Committee will manage the process, where candidates will be vetted through a thorough application, interview and election process.

### **How will council changes affect the congregation?**

In the short term, council will continue to provide oversight, wise council, be a crisis team in waiting and keep Calvary focused on pursuit of our mission: Leading people into a growing relationship with Jesus Christ.

Council meetings have already shifted in focus where personnel, facilities and ministry updates are provided ahead of time freeing up more council meeting time for strategic discussions. This shift came about after the council survey in May 2024.

Longer term, it is expected that sr. pastor and council can get deeper into ministry, mission and vision discussions with a smaller group.

## **RESOURCES**

### **What resources did the task force leverage in their research and discussions?**

- **The Unstuck Group:** Effective Church Boards Ultimate Guide
- **Tom Keller:** Best Practices Church Boards: Church Dynamics Chart
- **The Hardy Group:** 18 rules of engagement for church boards
- **Susan Beaumont:** Large Church, Small Board
- **Anthony Hilder:** Church Board Structure
- **BoardEffect:** Board Size non-profit Governance
- **LargeChurchTrends:** What size should your church board be?
- Board Roles by **BoardSource**
- **MinistryBrands:** Should the pastor be a board member?
- **Shepherd of the Valley:** constitution / bylaws / pastoral qualifications
- **Sean Kelly,** the senior pastor at Pennasquitos Lutheran in San Diego

**For more information, see or talk with a current member of Council**  
<https://calvary.org/about/our-story/#csec-our-story-section-5050-our-council>.

