



REVISING

**A CHURCH'S
CONSTITUTION
& BY-LAWS**

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REVISING A CHURCH CONSTITUTION & BY-LAWS

INTRODUCTION

I have been in a variety of ministry contexts for nearly 40 years. I have never met anyone who got excited about writing or revising a church's Constitution and By-laws! It reminds me of preparing my tax information for the IRS...I am always glad when it is over. It is tedious work but very necessary. If we fail to keep our legal house in order, church leaders are asking for major trouble. I have been in my share of congregational meetings where people are splitting hairs over the interpretation and application of these documents. In essence, these documents become your "legal bible."

One of the things which concern me is downloading a template for creating these critical documents and simply filling in the blanks to make it your own. Is it faster? Of course it is. Is it smart? I do not think so. That is a dangerous shortcut because it minimizes the uniqueness of *your church*. On the flip side, there is no need to reinvent the proverbial wheel. There is wisdom in learning from those who have already navigated through this process. Most pastors I know would gladly share a copy of their documents with you. Perusing their documents will undoubtedly help you think of some subjects which may not have been on your radar screen.

Every church I have ever attended or consulted with has both written and unwritten "rules." Your mission in revision, should you decide to attempt it, is to make the nebulous clear and articulate the unspoken. It may ruffle some feathers now, but it will protect you in the long term.

Consider a few guard-rails to keep you on the right road and out of ditches:

- ⇒ Always start with the timeless truth of Scripture in your decision-making. Then, fill in the gaps with objective counsel from knowledgeable leaders. God-given common sense for your ministry context will serve you well.
- ⇒ Depending on the size of your church and the complexity of some of her ministries, you may want to consider Policy and Operation Manuals which can be extremely fluid.
- ⇒ Invest in legal counsel to stay within the boundaries of the laws of your state.
- ⇒ Eat this elephant one bite at a time. The discussions which the revision process creates can bring great unity and clarity to your leadership team.
- ⇒ Consider creating a "glossary of terms" to be sure all participants are speaking the same language.

Let's start with a large brush stroke to distinguish between the focus of these two documents. Hopefully this chart will give you an aerial picture of how they differ.

<i>CHURCH CONSTITUTIONS</i>	<i>CHURCH BY-LAWS</i>
Macro View	Micro View
Function	Form
Orthodoxy (Doctrinal Statement)	Orthopraxy (Philosophy of Ministry)
Purpose, Mission, Core Values	Vision
Fundamental Principles	Day-to-day Practices/Processes
Foundational Superstructure	Flexible Infrastructure
Biblically Founded	Culturally Fluid
Rarely Changes	Constantly Changes
Solid Double Lines... <i>Do Not Pass</i>	Dotted White Line... <i>Pass with Caution</i>
Denominational Affiliations	Denominational Associations
Legal Documentation	Practical Application
Govern Incorporation	Govern Operation
Changed by Membership	Changed by Governing Board
Requirements for Membership/Partnership	Rights & Responsibilities of Members/ Partners
Shorter in Length	Longer in Length

RECOMMENDED ARTICLES FOR INCLUSION IN A CONSTITUTION

- NAME
- PURPOSE
- STATEMENT OF FAITH
- AFFILIATION
- MEMBERSHIP/PARTNERSHIP QUALIFICATIONS

- OFFICERS
- GOVERNING BOARD
- MEMBERSHIP/PARTNERSHIP MEETINGS
- PROPERTY i.e. Dissolution
- AMENDMENTS

RECOMMENDED ARTICLES FOR INCLUSION IN BY-LAWS

- MEMBERSHIP/PARTNERSHIP i.e. responsibilities, expectations, discipline, removal, lifestyle covenant
- LEADERSHIP i.e. qualifications, selection process, appointments, job descriptions, officers, directors
- COMMITTEES/MINISTRY TEAMS i.e. ongoing, ad hoc
- MEETINGS/VOTING PRIVILEGES
- STAFF i.e. hiring, firing, job descriptions, accountability
- GOVERNANCE STRUCTURE i.e. boundaries, decision-making parameters
- PROPERTY i.e. rental, community use
- FINANCES i.e. budget, purchasing
- AMMENDMENTS

PRINCIPLES TO CONSIDER WHEN REVISING THE CONSTITUTION

- ❖ Wherever possible, use biblical terms to frame your Constitution. This reminds readers that, more than a legal document, this is an accurate reflection of what we believe. It may be popular to use terms such as *board members*, but why not use God's words such as *elder, deacon, bishop or pastor* to describe those who lead and govern. Again, a gentle reminder that some of these words need to be defined accurately to eliminate confusion.

- ❖ Clearly identify who makes final decisions. When there appears to be more than one decision-making body, there is room for dissension regarding who has the final say in a matter. In this writer's opinion, anything with two heads is a monster. Sadly, I have witnessed more "church splits" over this single issue which is little more than a power play by a handful of deceitful individuals who twist words to suit their sinful agenda.
- ❖ Never compromise on God's qualifications for godly men to lead His Church. If the right people are elected or appointed to lead- empower them to do so. Many churches make the fatal mistake of permitting unqualified people to lead the church. First Timothy 3 and Titus 1 demand that those who lead the church be men who have passed the test of character by leading effectively in their homes and the church body, and even gained the trust and respect of unbelievers in the community.
- ❖ Consider language which creates ministry teams instead of committees. Regarding committees, when all is said and done- there is usually much more said than done! Ministry teams engage in ministry together because it is their passion and often a reflection of their spiritual gifting. It would suffice in a Constitution to say the governing board will create ministry teams as necessary rather than "listing" groups which may simply be perpetuating old organizational forms.
- ❖ Officers of the official corporation of the church should be appointed or elected from within the current board.
- ❖ Doctrinal statements should focus on the orthodox teachings of the church since its birth, not second tier beliefs which are highly debated. Ask yourselves this question: Which doctrinal hills am I ready to die on? There is a big difference between splitting theological hairs and exposing heretical teaching.
- ❖ Terminology matters. Personally, I prefer using the word "partnership" instead of "membership." They have completely different connotations. The former suggests I share the mission, values and vision. In a consumer-given culture, the latter suggests a selfish association with something which I join to get something in return. While I am on this subject, I exhort churches to keep this standard high. We aren't interested in giving card-carrying carnal Christians the right to chart the direction of the church. Whose voices should the governing body listen to and how much clout do they have?
- ❖ Your Constitution is not the place to manage your church calendar. For example, you can state that sacraments will be observed regularly without stating if it is weekly, monthly or quarterly. An annual meeting can be scheduled at convenient times- not just "the third Sunday night in January."

- ❖ The governing body can amend the By-Laws as necessary without calling special meetings of members/partners. Review your By-Laws annually to keep them current and contextual.

PRINCIPLES TO CONSIDER WHEN REVISING THE BY-LAWS

- ❖ Think of the By-Laws as your set of rules, regulations, practices and procedures which guide how you will manage ministry responsibilities in *your* church. A key word here is mobility...how can you mobilize people and resources quickly and efficiently?
- ❖ Create an organizational chart to clarify and confirm channels of accountability. Your congregants will be extremely frustrated without clearly defined lines of authority. Where does the buck stop?
- ❖ Empower ministry teams to serve. Red tape frustrates them and throws cold water on their enthusiasm. I am not suggesting an environment where everyone does what is right in their own eyes without oversight. Establish a clear purpose, structure, accountability, goals, budget, etc. People need guard rails, but don't shackle them with too many rules. Ministries come and go. Evaluate them at least annually to determine if they should continue or morph.
- ❖ In creating By-Laws, seek input from people in the trenches, drawing on their expertise in some areas relatively new for you. For example, in creating a new staff position, talk to a few churches/organizations who recently made a similar hire.
- ❖ Pay particular attention to who you give decision-making authority to. In this writer's opinion, churches should rethink the whole scope of church "membership." Everyone can have a voice, but that does not mean they are qualified to have a vote. Set your standards for membership/partnership high. What are their responsibilities? How are they held accountable? How are matters of discipline handled? When does their official commitment to the church cease? I have never understood how some churches have hundreds of "members" who never attend the church. Why do people who are only present, but not serving, have an equal vote with those heavily vested in the life and ministry of the church? Yes, this is one of my "hot buttons!"
- ❖ Every time you want to add something to this document, ask yourself, "Is this really necessary?" Having said that, your By-Laws are going to be much more detailed than the Constitution. Just keep it uncluttered by outlining definitive statements which cannot be misunderstood. Brevity and clarity are the goal. Ambiguity is the enemy.

- ❖ Every staff position demands a job description and an annual review of it. I don't think ANY job description can capture EVERY detail of what a person does. However, it should describe where the largest portions of time are invested. It is unfair to evaluate a person's effectiveness in ministry without a current job description. Positions evolve as a church changes. The job description ought to reflect those changes.
- ❖ Ideally, the church's governing body should have authority to review and amend By-Laws annually. You may be startled how much changes in a 12-month period. No one else has their finger on the pulse of a church like their board. They should be looking behind the curtain constantly. As stated previously, some states actually require a vote by members to change to Constitution AND By-Laws. Consult legal counsel and obey the laws of the land.
- ❖ Encourage the congregation to be familiar with the By-Laws. The more they know, the better they will understand who does what and why.
- ❖ Consider the creation of a third set of documents to include:

Position Statements. Increasingly, churches are asked questions like: *What is your position on homosexuality...same sex marriage...the role of women in the church...poverty...sex trafficking...divorce/remarriage, etc., etc., etc.* It would be grand if the church was ready to explain its positions on controversial local and global matters and how they engage with people whose lifestyles and needs are very different from their own.

Policy Statements. Some clearly defined guidelines in how to make day-to-day decisions would give churches a decided advantage. Trying to figure out what to do in the midst of a crisis is emotionally charged and usually does not fare well. Policy statements often have to do with Human Resource standards of conduct such as hiring and firing a staff member, benefits packages, vacation time and sabbatical breaks, salary or severance packages. Business affairs including budgets, financial reports and records for tax deductible giving are another church responsibility which requires utmost attention to procedures and communication to guard integrity.

Another policy matter is related to a topic we touched on earlier. Many churches allude to church discipline but do not clearly outline the process. For your legal protection, you would be wise to outline your interpretation of the biblical process and clearly identify how it will be implemented.

Finally, performance reviews for all staff members should be conducted annually using their job description as the standard for evaluation. Preclude making hasty personnel decisions without offering admonition to change and clear expectations for the future. A probationary period gives the opportunity for improvement.

The goal here is work smarter, not harder. Unwritten positions, policies and procedures based on oral tradition do not allow the church to accomplish her mission *in a fitting and orderly way* (1 Corinthians 14:40).

NEXT STEPS

After your revision committee or board is comfortable with your revised document, I recommend several informal non-required meetings with ministry leaders and the stake-holders. Their comments and questions combined with your rational responses will bring increasing clarity to why the revisions are necessary. Based on their feedback, fine-tuning the document will most likely be necessary before official approval of the changes is in order, per the requirements for amendment stipulated in the current Constitution and/or By-Laws.

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