

Rationale Statements Regarding the
2024 PROPOSED CONSTITUTION, BYLAWS, AND
CONTINUING RESOLUTIONS OF ESPERANZA
LUTHERAN CHURCH, PHOENIX, AZ

During the review of the present Constitution, errors in punctuation were discovered and corrected. They do not affect the wording or intent of this document and are not listed for approval.

The index of each proposed modification is listed below, followed by a short rationale statement.

Constitutional Amendments Required by the ELCA

We begin by listing the changes to the Constitution which are marked with an asterisk (*). The (*) indicates a mandatory section and can only be changed by the ELCA. The corrections or changes in (*) are based on review by the Grand Canyon Synod. These are changes from the 2022 model that were not incorporated by Esperanza in the 2023 revision. In most cases, these rationales are copied verbatim from the 2022 “Amendments to the Model Constitution for Congregations.”

- *C3.05. Corrected subject/verb agreement.
- *C4.02.d. This amendment was proposed on the assembly floor during the 2019 Churchwide Assembly; consequently, no rationale was provided prior to the assembly.
- *C6.05.a. Inclusive language.
- *C6.05.d. Inclusive language.
- *C9.03.a.8. This amendment was proposed on the assembly floor during the 2019 Churchwide Assembly; consequently, no rationale was provided prior to the assembly.
- *C9.05. These changes parallel those being made for 7.46. and †S14.18 (*Synod Numbering*). 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 standards 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 (*Synod Numbering*). The deletion of “parochial” is for consistency of usage. The second change is for inclusive language.

- *C9.21. Synod required change.
- *C9.23.c. Inclusive language.
- *C9.25. These changes parallel those being made for 7.75 and †S14.43 (*Synod Numbering*) 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.
- C9.30. Reserved.

Non-required Changes

The remainder of this document provides rationale for changes to the non-required provisions of the constitution and to bylaws and continuing resolutions. These are all elements that can be tailored by each congregation. See Chapters 16-18 regarding the relevant change processes.

CHAPTER 4: Statement of Purpose

- C4.05.01. Mission statements do not require listing in the constitution, and it is not typical to do so. Deletion allows a change of the mission statement by vote, but a bylaw change is not required.
- C4.05.02. Vision statements do not require listing in the constitution, and it is not typical to do so. Deletion allows a change of the mission statement by vote, but a bylaw change is not required.

CHAPTER 8: Membership

- C8.05.01. Removal of “and Council” aligns with current practice, as the council does not provide member counseling. To “receive Holy Communion of record” is not a valid criterion for removal because Esperanza does not keep records of communion; this was likely based on the old practice of collecting communion cards during worship before communion became a weekly event. To “participate in worship” can be informally determined by the Pastor or Council.

Use of the term of “roll of this congregation” is consistent with language in C8.01. Removal of the last sentence is unnecessary as “roll of this congregation” extends to baptized, confirmed, and voting members without listing the categories. See *C8.02.

In practice, no member of the congregation is removed from the roll capriciously or without process or notice. It is only done, as stated in this bylaw, after the pastor meets or attempts to meet with the member and determines that they are no longer participating in the congregation as described.

CHAPTER 10: Congregation Meeting

C10.01.01. The ELCA requires at least one congregation meeting a year. If there are two or more meetings, then one must be identified as the annual one per C10.01. Esperanza’s most recent practice is that the May meeting is the annual one.

See also C12.05.01, which recommends changing the fiscal year to July-June. Under the new fiscal year, the Mission Plan will be voted on in the May meeting. This removes the necessity to hold a meeting in January to vote on the Mission Plan. This frees us to move the meeting not designated as the annual meeting to November so that the two meetings will be evenly-spaced throughout the year.

C10.02. Replace “of” that was accidentally dropped from the model.

C10.06. Clearly define the type of vote. A “simple majority” is when more than half of those who are present agree to the idea. An “absolute majority” is when more than half of the *total membership* agree to the idea. A “super majority” requires some higher threshold, e.g., 2/3. Adding “simple” eliminates the possibility of interpreting “majority” as one of the other types.

This does not override congregation voting which requires a higher level for passage as indicated in the following sections: *C16.02.b, *C18.02 , *C6.05.a. , *C6.05.h.

CHAPTER 11: Officers

C11.01. In (c)-(e), the existing language was from options in the ELCA model constitution which provided alternative paragraphs to modify for local application, e.g., the option of electing officers by either the congregation or council. Esperanza implements the option that the Council elects all officers from the Council membership, including the treasurer, thus text related to the non-used option is surplus and should be deleted. The new (c) is simpler, replaces prior (c)-(e), and codifies current practice.

C11.01.01.a.2. Use of proper word.

C11.01.A01. Recommended wording from Synod review.

C11.02. Clarify election of officers:

1. Retain the sentence from the ELCA model which affirms that officers of the council are also the officers of the congregation.
2. Retain the phrase from the ELCA model that officers serve until their successors are elected. This clarifies the term length when a term may be slightly different than 365 days due to scheduling of the annual meeting.
3. Indicate that the officer election should be held right after the annual meeting. This reduces the problem of having a potential leadership gap between the annual meeting and the first council meeting when one or more officers leave the council. And it removes the possibility that the “first meeting” phrase will be interpreted as having to be a regularly-

scheduled meeting, which might be a month or so after the annual meeting.

4. All these changes simply codify current practice, so no new practice is being introduced.

CHAPTER 12: Congregation Council

C12.01. Clarify membership of council:

1. In the ELCA model constitution, the phrase “the four officers of this congregation” is optional, intended for use in congregations that elect officers directly from the congregation and separately from the Council. However, Esperanza elects’ officers only from the council as described in C11.02. Thus, the existing phrase is inaccurate because it implies the council could contain 13 (4+9) members plus the pastor.
2. Esperanza has not found it feasible to recruit or retain youth or young adult members to the council for many years. Thus, this change aligns this process to current practice. The deletion does not *prevent* youth or young adult members from being elected to the council; it simply removes the strict requirement. (Also see C12.02.02 and C13.02.A24 below.)
3. In approval of the changes to C12.01, the bylaws C12.01.01, C12.01.02, and C12.02.01 are no longer needed.

C12.01.01. By amending C12.01, the bylaw is unnecessary. (The bylaw technically had no effect based on application of *C17.01, which prevents a bylaw from overriding a constitutional provision.)

C12.01.02. By amending C12.01, the bylaw is unnecessary.

C12.02. Remove language relating to a “partial term,” which is not defined. Add statement that clarifies that a member may be *appointed* by the council per C12.03 and then be eligible to serve two full elected terms.

C12.02.01. This bylaw relates to C12.01.02, which has been removed.

C12.02.02. Clarify the procedure for voting for council members:

1. Regarding the removal of existing (a) and (b), see the change to C12.02. Esperanza’s current practice is to elect the number of persons required to fill the number of open slots. For example, if there are two open slots, and three persons are nominated, the two persons with most votes would be declared elected. We are proposing replacing the existing language that suggests that a vote for each open seat would be held separately. Since we are clarifying that a member may be *appointed* by the council per C12.03 and then be eligible to serve two *elected full terms*, there is no reason to *elect* a member for a partial term.
2. Regarding the proposed (a) and (b) and the change to (c), we are attempting to simplify and clarify the election process and the number of terms that a council member may serve, staying consistent with C12.02.

C12.05: Council Financial and Property Responsibility

Section C12.05 has undergone significant changes. We provide additional background for this section, followed by a detailed breakdown:

The original text has remained unchanged since the first iteration in 1987. This has created confusion over the years in attempting to understand the responsibilities of the Congregation Council as it relates to creating and following a Mission Plan.

When the ELCA was formed, there were many similarities, but also some distinct differences, in governance and council officers between the Lutheran Church in America (LCA), the American Lutheran Church (TALC) and the Association of Evangelical Lutheran Churches congregations (AELC).

Because of the difference in congregations, it was considered wise to provide a certain amount of flexibility in selection of officers, governing structures and managing finances. As a result, those sections are developed with non-required language.

Non-required language serves as a recommended model, but a congregation can develop a governance system, subject to approval of the Synod. It is a good idea to give the Congregation Council authority to spend beyond the budget so that not every unforeseen expenditure requires calling a congregation meeting. Some congregations identify the amount of excess spending as a dollar amount or by a percentage amount.

The Esperanza Council has proposed to use the percentage method to specify excess spending allowance. The fixed dollar amount can be challenging, since the purchasing power of dollars changes over time, so an amendment would be inevitable at some point. In addition, the excess spending allowances have been explicitly and separately applied to items contained in the Mission Plan and those not contained in the Mission Plan in order to address questions that have arisen over the last few years.

Revisions to this section includes a rewording of the paragraphs, restructuring of the subsections, and combining subsections. It should be noted that the authority given of the council has been reworded and clarified, but the overall intent of responsibly administering the congregation's resources is unchanged.

- a.** This is a change in the wording regarding being a board of directors, but not the intent of the subsection. The phrase about “maintaining and protecting its property and managing its business and fiscal affairs” has been moved to (d) and expanded there.

- b.** Clarifies the limitations of authority given to the council by the congregation regarding real property. It should be noted that the council has never been given the authority to deal in real property unless directed by the congregation. Also see *C5.03 and C5.03.01, the latter of which only relates to personal property (not real property).

The existing subsections (c)-(f) are proposed to be deleted. The following discussion refers to the proposed new subsections (c)-(e). There is no correspondence between the deleted subsections and their new similarly-named subsections, e.g., new (c) does not replace deleted (c). Rather, all the new subsections replace all the old ones in whole.

- c.** This subsection addresses the responsibility of the council to prepare and present a Mission Plan which addresses the support of the ELCA, as well as the mission of the Esperanza congregation on the local and synod levels.

- d.** This subsection confirms the responsibility of the council to the congregation to manage the assets and finances of the congregation in a manner acting reasonably and in the best interests of the congregation.

A critical change in the authority of the council is located in subsection (d). The proposed change authorizes the council to spend, on a percentage basis, funds which exceed the Mission Plan amounts without prior authority of the congregation.

First, subsection d.1 is intended only for exceeding budgeted expenses in the authorized Mission Plan in managing the business affairs and property of the Esperanza congregation. There is no prior intention of spending in excess of the Mission Plan, but the potential of additional spending is fundamental to good governance.

Then, subsection d.2 authorizes use of cash reserves from previous years without prior approval of the congregation when acting in the best interests of the congregation.

- e.** This section incorporates both the responsibility to maintain investments and insurance liability into one section.

C12.05.A20. This continuing resolution (CR) was amended in 2020. The suffix is corrected from B90 to A20 reflect the correct year.

C12.05.01. This proposed change is to align the fiscal years of the General Fund and the Children of Hope Development Center (COH). This will simplify accounting practices and software usage within the congregation. It will also avoid requiring the Finance Team and the Council to finalize a Mission Plan during the busy Advent and Christmas seasons.

If the congregation approves the change, the congregation council would implement the following steps to transition to this schedule:

1. The current budget term will end on December 31, 2024.
2. A congregational meeting will be scheduled for November 2024 per C10.01.01. There will not be a regularly-scheduled meeting in January 2025.
3. At the November meeting, the council will introduce a six-month interim Mission Plan to cover the period from January 1, 2025, to June 30, 2025, for approval.
4. At the May 2025 annual congregation meeting, a Mission Plan for the 2025-2026 fiscal year will be presented to the congregation for approval. This process be repeated for subsequent years.

C12.12. The three instances of the term “or interim pastor” is removed as the term is not used elsewhere in this constitution and is not needed. As indicated in *C9.07, an interim pastor has all rights and duties as a called Minister of Word and Sacrament and the extra wording is not needed.

C12.12.A24. This continuing resolution was added based on feedback from the Synod regarding best practices for avoiding any conflicts of interest within the council.

CHAPTER 13: Congregation Committees, Teams, and Task Forces

C13.02.B24. Change role of the Nominating Committee from a bylaw to a continuing resolution to follow C13.07. Add more examples to clarify for which roles the Nominating Committee should seek candidates. This does not change the current practice.

Note that the Nominating Committee will be elected at the annual meeting per C13.02, which is in May. This is not a change to the wording, but it is a change in practice, because we currently elect the Nominating Committee in January. Following the requirement in C13.02 will give the Nominating Committee a full year to find candidates for the next council and new Nominating Committee before the next annual meeting. It will also avoid having outgoing members of the council being on the Nominating Committee while they're still on the council.

C13.02.C24. The Nomination Committee is charged with seeking qualified candidates to be Church Representative and filling positions on committees. The change does not alter existing procedure but encourages diversity when possible.

C13.03. The establishment of the Audit Committee is recognized as an important part of the function of the Congregation Council in governance and using best practices in managing the resources of Esperanza. The changes here merely improve the wording.

C13.03.D24. Added a continuing resolution to define the role of the Audit Committee to follow C13.07. Responsibility of the Audit Committee in using guidelines available to all ELCA congregations is an important tool in using best practices.

C13.04. Replace the Staff Support Committee with a Mutual Ministry Committee, following the new ELCA model constitution.

C13.04.01. Bylaw outlining the composition and term of office of committee members.

C13.04.02. Bylaw identifies who is eligible for appointment or election to the committee.

C13.03.E24. Added a continuing resolution to define the role of the Mutual Ministry Committee to follow C13.07.

C13.05. The sentence structure has been changed for clarity. There is no change in meaning.

C13.06.F24.c. The continuing resolution (CR) number is updated to show 2024 change.

The Congregation Council should not define the details of each group but has a responsibility to ensure the group is formed with the intent of supporting the mission of Esperanza and is progressing or maintaining their intent. The minimum of at least one report yearly to the congregation is required, but the council should have the ability to request information on a more frequent basis.

C13.08. It is not recommended for the current pastor to be a member, even ex officio, of the Call Committee.

END OF REPORT