



TCN

TRANSFORMING CHURCHES NETWORK

Implementing the Accountable Leader Governance Structure

One of the components of congregations experiencing a healthy life cycle is a structure that marries responsibility and authority with accountability. The Transforming Churches Network (TCN) calls this the Accountable Leader model of governance. John Kaiser has popularized this model of governance in his book, Winning on Purpose.

Because this system has demonstrated effectiveness in helping congregations to be outward focused, healthy, and growing; it has been implemented as a prescription in many of our revitalization consultations. The initial manner in which this was done was by suspending--or putting into abeyance--the congregation's bylaws that dealt with governance, meetings, and structure and putting into place an accountable leader model.

However, this has raised some questions about whether this practice adheres to our synod's polity. In order to put those questions to rest, TCN asked a group of District Presidents to request an opinion from the synod's Commission on Constitutional Matters.

In effect, the CCM's response states that while such an action may be valid, in most instances it will technically be an amendment to a congregation's bylaws and thus need approval by the District's Constitution Review Committee. The response states in part, **"This is not to say...that the district could not adopt an expedited procedure to facilitate a speedy review of such proposed governance changes."**

To that end, TCN is proposing that participating Districts adopt a procedure similar to the one below, for use only by those congregations that engage in the Transforming Churches process.

"In order to enable a congregation to put in place an accountable leadership model for the purpose of participating in the Transforming Churches Network process, the normal review for bylaw amendments will be expedited by not requiring a full review of the congregation's Constitution and Bylaws. Assuming that the proposed amendments do not violate the conditions of membership as set forth in Article VI of the Constitution of the Synod and the eligibility requirements of Bylaws 2.2 through 2.4, a congregation requesting such amendments will automatically be granted permission without formal review."

TCN has also developed a sample set of Replacement Bylaws for congregations in the mission revitalization process, which could be approved in advance by the District's Constitution Review Committee. (See attached.)

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Sample Prescription on Structure

The President will lead the congregation in amending those particular bylaws that describe how the congregation functions in its ministries. (A set of Interim Bylaws is available, that should be used for this purpose.) The congregation will vote to amend the appropriate by-laws by adopting this report.

Once the bylaws are amended, the church will adopt an Accountable Leader model of governance. In this new model of governance, there will be a Board of Directors of no more than 7 people, including the Pastor. These 7 will sit on the board to represent an outward focused mission and the new vision when it is adopted. Their role will be to govern the church. The Pastor's role will be to lead the church. The role of staff members will be to manage the church. The role of the members will be to conduct the ministry of the church.

Upon amending the current bylaws, the existing Church Council (or Board of Directors) will function as an interim Board of Directors until the new board is elected. The new Board of Directors will be elected to their offices, following the procedures outlined in the new Interim Bylaws, within 12 weeks of the adoption of this report. The Interim Bylaws will be followed for the next two years. At the end of the two years, the congregation will vote to return to the original bylaws, adopt the Interim Bylaws as permanent, or write new bylaws to reflect how ministry is being done at that time.

Interim By-Laws

Article 3 - ORGANIZATIONAL STRUCTURE

It is the purpose of these Bylaws to provide a stable and effective organizational structure to aid this Church in accomplishing its mission. The sections that follow specify a model that keeps the roles of Senior Pastor (also referred to simply as the Pastor), Board, Staff, and Congregation distinct and effective for church health, church growth, and church multiplication. These Bylaws shall be reviewed annually for any changes to the structure that may increase the effectiveness of the Pastor and the Church.

- (a) The role of the Congregation is to serve as the primary ministers of the Church.
- (b) The role of the Board is to establish Guiding Principles for the Pastor's leadership.
- (c) The role of the Pastor is to lead the Church to accomplish its mission.
- (d) The role of the Staff is to manage the ministries of the Church, directed by the Pastor.

Article 5 - CONGREGATIONAL ROLE

The primary role of the Members shall be to serve as the ministers of the Church: reaching out to unchurched people first and also caring for the needs of one another within the Church. The following decisions of the Church shall require the approval of the Congregation by a simple majority of those Members present and voting:

- (a) Calling or dismissing a called Pastor
- (b) Amending the Articles of Incorporation or the Bylaws
- (c) Selecting Members to serve on the Board of Directors
- (d) Ratifying the annual budget in broad categories
- (e) Purchasing or selling the primary Church facilities
- (f) Dissolving the corporation

The Congregation shall be given at least two week's notice of any vote by announcement at regular services. A vote may be taken either in a meeting or by absentee ballot. Ten percent of the average Sunday attendance of the previous three quarters shall constitute a quorum. No abstentions or votes by proxy shall be counted. The Pastor or the Board may also bring to the Congregation decisions not listed above for a nonbinding vote or a less formal expression of support, as they deem appropriate. Meetings of the Congregation for voting shall occur annually and at special times as needed when called by the Pastor or the Board.

Article 6 - CONGREGATIONAL MEETINGS

A. Regular Meetings

Regular meetings of the Voters' assembly shall be held a minimum of once per year with special Assemblies called as required. Dates and times of all Voters' Assemblies shall be recommended by the Board of Directors. An annual voter's assembly meeting shall include the presentation of the election of officers and approval of the budget. Every meeting of the Voters' Assembly shall be publicized at the worship services for two Sundays preceding the date of the meeting.

B. Special Meetings

Special meetings of the Voters' Assembly may be called by the Board of Directors, the Pastor, or at the request of ten (10) voting members of the Congregation. The public announcement of a meeting as to the date, place, time, and nature of business shall be made known to the entire membership at least two weeks before such special meeting.

Article 7 - BOARD OF DIRECTORS SELECTION

The Board shall consist of seven members (equivalent to Directors in state law), including the Senior Pastor, who shall be the only Staff person on the Board. The other six Members shall be active Church Members selected for annual terms by the following process:

- (a) Nominations for the Board shall be submitted in writing.
- (b) Potential Members must successfully complete a training course taught by the Senior Pastor covering the mission, vision, and structure of the Church.
- (c) Potential Members must sign a covenant to uphold the highest standards of participation, service, supportiveness, and tithing with regard to the Church.
- (d) The Senior Pastor shall present to the Congregation for approval a selection of candidates that have been certified by the Board as qualified to serve as Board Members.

Article 8 - CHURCH BOARD ROLE

The primary role of the Board shall be to provide accountability and support for the Pastor by writing concise Guiding Principles in three categories:

- (a) Mission Principles shall define for the Pastor what ends the Church exists to achieve.
- (b) Boundary Principles shall define for the Pastor what means may not be used in pursuit of achieving those ends.
- (c) Accountability Principles shall define for the Chairperson how the Board is to establish the Guiding Principles and to monitor the Pastor's compliance with them.

The Board shall determine the compensation of the Senior Pastor based on achieving the mission principles and respecting the boundary principles. The Board shall influence all other operating and financial decisions through written policy in the Guiding Principles. The Board shall leave the leadership of the Church to the Pastor and shall leave the management of the Church to the Staff under the direction of the Pastor. In matters that require Board action by law, the Board shall routinely approve any motion of the Pastor or Chairperson without discussion unless a Member believes it violates the Guiding Principles, in which case the action shall be discussed before a vote. Action of the Board shall be by simple majority of all Members, whether or not present and voting. Voting shall be conducted in a similar manner as a congregational vote, described in Section 6 of these Bylaws, or as required by state law.

Board meetings shall occur quarterly and at other special times as needed when called by the Pastor or the Chairperson. All Board Members shall be sent at least 24 hours notice of every meeting by electronic, verbal, or written means. However, such notice may be waived by unanimous consent.

Article 9 - CHURCH BOARD OFFICERS

Each year the Board shall appoint a Chairperson and Secretary. To fulfill state law, the Board Chairperson shall routinely be designated as President of the corporation and the Board Secretary shall routinely be designated as Secretary and Chief Financial Officer of the corporation; these designations shall in no way alter the functioning of the Board as defined in these Bylaws. The Chairperson shall enforce the Accountability Principles and shall lead the Board when discussing the Pastor's performance and compensation; the Pastor shall lead the Board in all other discussions. The Secretary shall maintain and distribute the current edition of the Guiding Principles and other Board documents. The Board Chair and/or Secretary may sign legal documents on behalf of the corporation.

Article 11 - SENIOR PASTOR ROLE

The role of the Senior Pastor is to lead the Church to accomplish its mission. The Pastor shall lead the Congregation by teaching biblical truth, casting vision, and advancing the mission. The Pastor shall lead the Board by guiding its discussion of mission and boundary principles. The Pastor shall lead the Staff by directing them in their management of all Church operations. With regard to compensation based on performance, the Pastor shall be accountable to the Board. With regard to job retention and approval of major decisions, the Pastor shall be accountable to the Congregation. The Pastor shall hire, direct, compensate, and fire any and all Church Staff in compliance with the Guiding Principles established by the Board.

Article 12 - CHURCH STAFF

A Staff person appointed by the Senior Pastor shall manage each area of Church operation, including property and finance. The term "Staff" shall apply to all ministry leaders appointed for this management purpose, whether they are unpaid, part-time, or full-time with regard to compensation. Among these appointments shall be a financial manager to process receipts and pay bills. Staff positions shall be created, filled, vacated, or discontinued based on how effectively they accomplish designated parts of the Mission Principles within the means allowed by the Boundary Principles. All such decisions are the responsibility and prerogative of the Senior Pastor, who must answer to the Board for the effectiveness of the Staff.