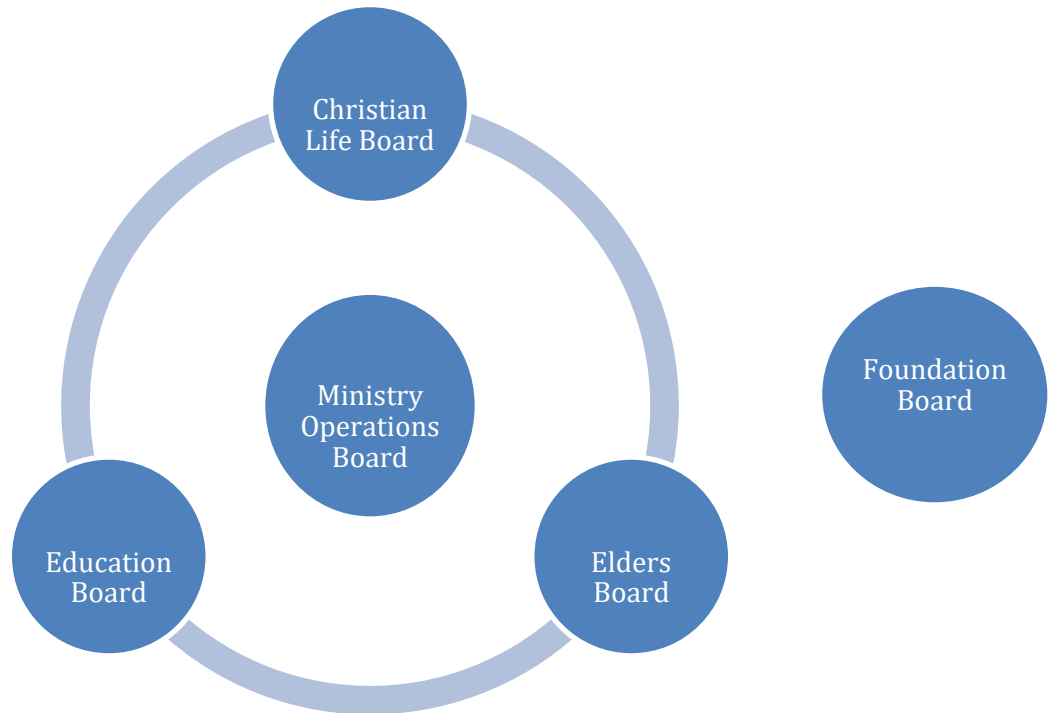


St. John Governance Team
Summary of Final Recommendations
Voting Assembly - August 2024



Elected Boards and Officers Governance Proposal

The Governance Team recommends an elected four board model (plus maintaining the separate Foundation Board).

Rationale

- This model responds to the notion of fewer elected boards.
- This model clarifies roles and responsibilities of both boards and staff.
- The inclusion of the Christian Life board honors the SMP engagement goal and the youth goal.

Name of Board	Type of Members	Number of Members
Christian Life	Men and women	9 elected
Education	Men and women	9 elected
Elders	Men	12 elected
Ministry Operations	Men and Women	9 elected (see below)

Ministry Operations Board	
<i>Elected</i>	<i>Ex officio</i>
President (serves as Chair of Congregation)	Chair of Christian Life Board
Vice President	Chair of Education Board
Secretary	Chair of Elders Board
Treasurer	
At-large (2)	

SMP GOVERNANCE TEAM

GOVERNING DOCUMENTS COMPARISON

I. Articles of Incorporation (current: 1970)

The proposed Amended & Restated Articles of Incorporation, which are filed with the Secretary of State, reflect modern practice, addressing items required by the Nebraska Nonprofit Corporation Act and IRS regulations for public charities and not including items which are, or can be, addressed in the Constitution or Bylaws. Additions are proposed to authorize indemnification of officers, employees, and agents of St. John and to adhere to requirements related to dissolution.

II. Constitution (current: 2009)

Preamble uses ESV translation of Matthew 28:19-20.

Legal name of the Congregation is established by the Articles, so existing 1.0 deleted.

Membership (current 4.0) revised to Baptized, Communicant, and Confirmed given Early Communion. Voting Members are Confirmed Members of legal voting age in Nebraska (18). Proposed 3.3, 3.4, and 3.6 reflect Ambassador of Reconciliation (AOR) sample provisions consistent with LCMS guidelines. Note in particular 3.6.2 re setting forth process for excommunication.

Office of the Ministry (proposed IV, current 5.0) build on AOR sample provisions. Proposed 4.2 and 4.3 are qualifications for call eligibility. Proposed 4.4 sets forth removal process for called worker, while 4.5 authorizes a RIF of a called worker where a policy adopted by Voting Assembly is utilized.

Authority of the Congregation (proposed V, current 6.0) specifically list items reserved to the Voting Assembly in 5.2. 5.3 conforms to LCMS guidelines regarding matters of doctrine and conscience. Current 6.2 (Division) becomes its own Article VII.

Proposed Article VI establishes the four (4) officers and the four (4) boards of the congregation. 6.3 limits membership on Elders to male Voting Members. Numbers and qualifications are otherwise addressed in the Bylaws.

Proposed Article VIII requires amendment of the Constitution to happen at the annual meeting. It cannot be changed at a regular or special meeting of the Voting Assembly. This, in essence, creates a higher bar, distinguishing the Constitution from the Bylaws, which can be amended at any Voting Assembly meeting. VIII also makes explicit approval of the District is required for the amendment to take effect.

Proposed Article IX makes this, once adopted, the new Constitution. Subsequent amendments would be to this Constitution.

III. Bylaws (current: 2018)

Articulates that the Bylaws are inferior to the Articles and Constitution.

Proposed II establishes the annual meeting in July. This would be the only meeting of the Voting Assembly unless other regular meetings are approved. In actuality, July would replace January and August. It sets the

quorum at 50 for a Voting Assembly meeting, while current says those who attend constitute a quorum. Expressly prohibits proxy voting.

Order of Business is deleted. The agenda provision do not need to be in the Bylaws and the matters to be brought to a Voting Assembly are addressed in the Constitution.

Proposed III builds out the four (4) boards created by the Constitution. Elders has 12 members, Christian Life, Education, and Ministry Operations each have 9. Voting Members except for a position on Christian Life for a Confirmed Member (high school youth). Ministry Operations are all *ex officio* (officers and three (3) board chairs) plus two (2) at large directors. Boards are authorized to adopt policies for their areas of responsibility. No term limits on board members.

Christian Life (Proposed IV) takes on elements of responsibilities of current Christian Nurture, Evangelism, Human Care, and Youth. Advisory members identified. **Appoints call committee for positions related to its responsibilities and prepares budget for those areas.**

Education (Proposed V) has generally same responsibilities as current. Advisory members identified. **Appoints call committee for positions related to its responsibilities and prepares budget for those areas.**

Elders (Proposed VI) adds Stewardship and Worship responsibilities to current. Advisory members identified. **Appoints call committee for positions related to its responsibilities and prepares budget for those areas.**

Ministry Operations Board (Proposed VII) has some Coordinating Council responsibilities, adds Finance and Trustees. Advisory member identified. Recommends annual budget, strategic plan, fundraising campaigns to Voting Assembly and implements once approved. Develop policies that affect multiple boards. Nominates District Convention delegates. Serves as board of directors for legal purposes. Chaired by Vice President.

Officers (Proposed VIII) are statutorily required plus vice president, all to be elected by Voting Assembly (currently Treasurer and Financial Secretary are appointed by Finance Board). Chair and Vice Chair of Congregation eliminated. Retains two (2) year terms. No explicit limitation on holding multiple offices (current Constitution has that provision). Officers must be Voting Members.

Call Process (Proposed IX) has board with responsibility for position organizing call committee and places requirements/limits on membership of committee (9.2). Proposed 9.5 requires a 2/3 vote to issue a call, above majority of current. Provisions related to limited call, work of call committee, budget for vacancies eliminated (some/all would be addressed in policies adopted by Ministry Operations Board).

Committees are eliminated from Bylaws. May be created by the Voting Assembly, as may other boards and officers.

Elections (Proposed X) still in May but earlier start of process. Elected individuals assume office July 1.

Fiscal Matters (Proposed XI) and Miscellaneous (Proposed XII) are additions that are consistent with best practices for exempt organizations.

Amendment (Proposed XIII) requires 2/3rd to approve (increase from current majority, which does not comply with state law) at any meeting of the Voting Assembly.