

Overview of Changes to Thornapple's Governance Documents

Thornapple's Council of Elders is presenting a complete revision of the church's governing documents for membership ratification. The most significant change is structural. The existing Articles of Incorporation and Bylaws documents are difficult to use because the governing rules are spread across both documents.

- **The New Approach:** We have moved all governance rules into a single, well-organized document: the **Constitution & Bylaws**. We have also placed all of the other legally necessary provisions in the separate Articles of Incorporation in order to make the Constitution and Bylaws even easier to use.
- **The Goal:** Future leaders and members need only consult one document to understand how the church is run.

Below is a summary of the material changes (rules that are actually different) and the tonal updates (how we say things).

Key Material Changes

1. Leadership & Council Structure

- **Executive Committee:** We have formally established an Executive Committee (Council Chair, Vice-Chair, Secretary, and Treasurer). Their purpose is to address day-to-day issues with the Lead Pastor and handle emergencies that cannot wait for a full Council meeting.
- **Defining Roles:** We have clarified and clearly listed the specific responsibilities of the **Treasurer, Lead Pastor, Audit Committee, and Secretary** to avoid confusion.
- **Treasurer Status:** Previously, the Treasurer was not an Elder and did not have a vote on the Council. In the new document, the Treasurer must also meet the requirements to be an Elder and he or she votes the same as all other Elders.
- **Council Size:** The Council under the old documents could vary in size because they permitted between 9 and 12 elders in addition to the lead pastor. The new document sets the Council size to 11: 10 Elders (including the Treasurer) and the Lead Pastor.

2. Membership Simplification

- **Classes of Membership:** The complex categories of "Active," "Associate," and "Inactive" Members have been eliminated. You are now simply a **Member**.

3. Financial Protections

- **"Unusual Gifts" Clause:** The old documents were silent on this. The new documents require that "unusual or complicated gifts" (like real estate that may be environmentally contaminated or financial gifts with burdensome restrictions) must be reviewed and approved by the Council before acceptance.

4. Unified Voting Standards (The 75% Rule)

In the previous documents, major decisions required a mix of different voting thresholds. The new Constitution & Bylaws standardizes these significant votes to a consistent **75% threshold**.

- **Amending the Documents:** Previously, amending the Bylaws required 66% of votes, while amending the Articles required 75% of the *entire membership roster* (including those not present). The new document standardizes this to **75% of votes cast** at a meeting.
- **Removing an Elder:** Previously, removing an Elder for cause required a **unanimous** vote of the other Council members. The new document changes this to a **75%** vote of the Council.
- **Removing a Member:** Previously, the Council could terminate a membership with a **2/3 (66%)** vote. The new document raises this requirement to a **75%** vote of the Council.
- **Calling a Pastor:** This vote remains unchanged at **75%**.

(Note: There are some exceptions of lower thresholds when something is recommended to the membership for a final vote.)

5. Budget Management

The new document grants the Council the authority to use existing cash (savings/operating funds) to smooth over financial bumps without consulting the membership.

- **Old Bylaws:** In the case of an unexpected shortfall, such as a drop in giving or an unexpected expense, the Elders were **forced to cut spending** immediately.
- **New Bylaws:** If we run into an unbudgeted loss, the Elders are **authorized to use savings** ("available operating funds") to cover it without a membership vote.

This effectively gives the Council a "safety valve" to manage crises using savings, whereas the old rules forced them to manage crises by cutting current operations or calling a special membership meeting.

6. Conflict Resolution (Schism)

- **Mandatory Mediation:** In the event of a significant division (schism), the old rules focused on which group abided by the Articles of Incorporation, with the church's property going to that group. The new rules focus instead upon non-binding mediation with the Evangelical Covenant Church (ECC) as a means of resolving the schism.

Language & Modernization (Tonal Changes)

- **Gendered Language:** The previous documents often used gendered titles like "Chairman." The new documents use gender-neutral pronouns and titles (e.g., "Chair" or "Lead Pastor").
- **Plain English:** We have removed dense legal phrasing (e.g., "indemnification," "hereinafter") wherever possible, replacing it with clear, understandable language.

Side-by-Side Comparison of Specific Changes

Topic	Old Documents (Previous Rules)	New Constitution & Bylaws (Proposed)
Document Structure	Split: Rules found in both <i>Articles</i> and <i>Bylaws</i> .	Unified: All rules in one <i>Constitution & Bylaws</i> .
Budget Shortfalls	Restricted: Forced spending cuts	Management: Council can use savings
Executive Committee	Informal: No formal authority defined.	Established: Chair, Vice-Chair, Secretary, Treasurer handling day-to-day issues.
Treasurer	Non-Voting: Could speak but not vote on Council.	Voting Elder: Full voting member of the Council.
Nominee Vetting	Silent: No explicit requirement to vet.	Vetting Required: Nominating Committee must vet all nominees before presenting them.
Election Threshold	Plurality: Recipient of highest vote total (even if unopposed).	Majority Vote: Required for all elected offices.
Donor Confidentiality	Strict / Silent: Did not account for modern software access needs.	Enhanced: Specific protections for donor data in modern accounting systems.
Pastoral Care (Giving)	Leadership Eligibility: Giving records checked only for leadership qualification.	Pastoral Exception: Financial Secretary may alert Lead Pastor to unexplained changes in giving to ensure care.
Pastor Suspension	Silent	Allowed: Council may suspend duties/benefits if a removal request is pending.
Council Removal of Elder	Unanimous: Required 100% of other Elders to vote yes.	Unified: Standardized to 75% of Council.
Council Removal of Member	2/3 Vote: Required 66% of Council.	Unified: Standardized to 75% of Council.

Amending Documents	Inconsistent: <i>Articles</i> required 75% of ALL members. <i>Bylaws</i> required 66% of votes cast.	Unified: Requires 75% of votes cast at a meeting.
Schism / Division	Property Rule: Focused on group who abides by the Articles taking control of property.	Mediation First: Requires mediation with ECC before action.
Gift Acceptance	Silent: No mechanism to protect against the acceptance of risky gifts.	Protection: Council may reject complicated gifts (e.g., property).
Pastoral Relations	Not Required: Not listed as a standing committee.	Standing Committee: Permanently established to support pastors.
Membership Age	14 Years Old: Minimum age specified.	Adult: Open to "any adult."
Emergency Meetings	None: No rule for pandemics/disasters.	Force Majeure: Allows flexibility (e.g., virtual meetings) during disasters.
Gendered Language	Male Default: Used "he", "his" and "chairman."	Inclusive: Uses "chair" and neutral phrasing.

Recommendation

The Council of Elders unanimously recommends ratifying these new documents. They provide a safer, clearer and more manageable framework for our church's future.