

Thought Leadership Series

# The Church Constitution and Bylaws

***Most Churches Have Governing Documents. Few Have Documents That Actually Govern.***

*Every church has governing documents. Most rarely think about them until something goes wrong. When a leadership transition, a conflict, or a contested decision forces the question, those documents become the only authoritative reference anyone has. What they say in that moment matters enormously. Whether they were built for that moment is a different question. This piece addresses that gap.*

## Documents That Exist Versus Documents That Work

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*The difference between the two is not the quality of the language. It is whether the church built them with its actual governance life in mind.*

Most non-denominational churches have a constitution and bylaws. They were drafted at planting, copied from another church, downloaded from a template site, or assembled by an attorney who knew nonprofit law but had never attended a congregational meeting. They were signed, filed, and placed in a binder. And in most cases, they have not been read since.

This is not negligence. It reflects something understandable about the early season of a church plant, when relational trust and shared vision do the work that formal structure will eventually need to do. When everyone in the room knows each other, trusts each other, and is working toward the same thing, written governance frameworks feel like administrative overhead. The documents get created because they are required for incorporation and tax-exempt status. Then they get set aside.

The problem surfaces when the church grows, when leadership transitions, when a significant conflict arises, or when a decision is made that a portion of the congregation believes was made without proper authority. At that moment, the leadership reaches for the governing documents. And what they frequently discover is that the documents they have do not speak to what they are facing. The membership requirements are vague. The elder removal process is undefined. The amendment procedure requires a vote percentage the church has never used. The trustee authority is contradicted by a bylaw passed three years later that no one remembers amending.

A governing document that was never built for the church that exists today will not protect that church when it needs protection most.

*Most churches have governing documents. Few have governing documents that actually govern. The difference is not the quality of the language. It is whether the documents were built for the church that exists.*

## What Governing Documents Are Actually For

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*A constitution and bylaws are not a legal formality. They are the church's first and most foundational act of institutional self-governance.*

There are two reasons churches create governing documents, and they are not the same reason. The first is external: incorporation, tax-exempt status, and legal recognition require them. The second is internal: the church needs a framework that defines who has authority over what, how decisions get made, what the membership relationship means, and how the institution protects itself and its members when things go wrong.

Churches that create governing documents only for the first reason end up with documents that satisfy legal requirements without serving the second purpose at all. They have articles of incorporation and a set of bylaws that an attorney produced to meet state standards. What they do not have is a governance framework that reflects how the church actually intends to operate, how authority is structured, what accountability looks like, and what the congregation has the right to know and to vote on.

The internal purpose of governing documents is the more important one. A well-built constitution and bylaws accomplish several things simultaneously. They establish the theological identity of the congregation in a form that cannot be changed without deliberate congregational action. They define the governing structure in a way that prevents any one person or group from accumulating unchecked authority. They protect the pastor by clarifying the accountability structure before a conflict forces the question. They protect the congregation by establishing what decisions require their input. They protect the institution by creating documented processes for transitions, disputes, and disciplinary situations that would otherwise be navigated by whoever has the most informal authority in the moment.

### **The Distinction That Matters**

A constitution establishes the church's foundational identity and governance framework. It is intentionally difficult to change, typically requiring a supermajority and advance notice. Bylaws establish the operational procedures through which the constitution's framework is carried out. They should be easier to amend, because operational realities change more frequently than foundational commitments. Many churches combine these into a single document. Others separate them. Either approach can work. What matters is that both functions are served.

## When Documents Fail and Why

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*Governing documents fail in predictable ways. Most of those failures were built in at the drafting stage.*

The most common failure mode is documents that were drafted without the church's actual governance life in mind. A template borrowed from another congregation reflects that congregation's polity, theology, and organizational culture. Applied without adaptation, it will produce provisions that conflict with how this church actually makes decisions, contradict the governance model in the church's other documents, or leave critical questions completely unaddressed.

### **Vague Membership Language**

When membership requirements, rights, and responsibilities are undefined or aspirational rather than operational, the church has no reliable basis for determining who has standing to vote on significant decisions, who is subject

to the discipline process, or who must be notified of congregational meetings. Ambiguity here does not protect the church. It produces disputes about process at exactly the moments when process clarity matters most.

## **Undefined Leadership Accountability**

Documents that describe leadership roles without defining accountability structures leave the church without a framework for its most difficult conversations. Who evaluates the lead pastor and through what process? What triggers a formal review? What authority does the elder board have over a trustee decision? What happens when the lead pastor and elder board disagree? If the documents do not answer these questions, the answers will be improvised under pressure by whoever has the most confidence in the moment. That is not governance. It is the absence of it.

## **Amendment Procedures That Are Never Used**

Many churches have amendment procedures requiring notice periods, supermajority votes, and quorum thresholds that the congregation has never actually convened to meet. When the church needs to update its documents to reflect how it actually operates, the amendment procedure becomes an obstacle rather than a safeguard. The result is informal practice that diverges from the written document, creating a gap between what the church says it does and what it actually does. That gap is where governance disputes live.

## **Documents That Have Not Aged with the Church**

A church that was planted with 40 people and a single founding pastor operates very differently at 400 people with a full staff, multiple boards, and significant property holdings. Governing documents that were adequate for the first season are often structurally inadequate for the second. The membership section does not contemplate the covenant membership process the church now uses. The financial authority provisions do not reflect the trustee structure that was added three years ago. The elder qualifications section predates the current theology of eldership the church has developed. These are not minor administrative gaps. They are structural vulnerabilities.

*Documents that have not been reviewed and updated as the church has grown are not neutral. They are a liability waiting to be discovered under pressure.*

## **A Diagnostic for Church Leadership**

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*These questions are designed to surface whether your governing documents are working for you or simply existing alongside you.*

Work through these as a leadership team. The goal is honest assessment, not criticism of whoever drafted the current documents.

- ▶ When did your leadership last read your constitution and bylaws in full? Do the documents reflect how the church actually operates today?
- ▶ Are your membership requirements specific enough that you could explain them consistently to a prospective member, and enforce them consistently in a dispute?
- ▶ Does your document define a clear process for elder selection, accountability, and removal? Has that process ever been tested?
- ▶ If your lead pastor resigned or needed to be removed tomorrow, does your document give the board a clear, documented process to follow?

- ▶ Does your amendment procedure reflect a threshold your congregation can actually convene to meet, or is it a theoretical requirement that has never been used?
- ▶ Have your governing documents been reviewed by legal counsel familiar with nonprofit and religious organization law in your state?

If several of these questions surface uncertainty, the documents you have may be legally sufficient but governance-deficient. That gap is worth addressing before a situation arises that exposes it.

## Three Ways Stewardship Advisors Can Help

*Whether you are starting from scratch, updating existing documents, or navigating a governance transition, there is a right starting point for where your church is.*

Free	Purchase	Engage
<p><b>Constitution and Bylaws Template with Guidance Notes</b></p> <p>A structured template with annotations explaining what each section accomplishes and what decisions your leadership needs to make. A solid starting point for a church plant or first serious governance review. Available at no cost at <a href="http://stewardshipadvisors.co/resources">stewardshipadvisors.co/resources</a>.</p>	<p><b>Constitution and Bylaws Template with Baseline Text</b></p> <p>A complete template with drafted baseline language for each section, reflecting governance best practices for non-denominational congregations. Covers membership, elder governance, trustee structure, pastoral accountability, financial authority, and amendment procedures. Available at <a href="http://stewardshipadvisors.co/resources">stewardshipadvisors.co/resources</a>.</p>	<p><b>Custom Documents Built for Your Church</b></p> <p>We work directly with your leadership team to build governing documents that reflect your church’s actual structure, theology, and governance model. We review what you have, identify the gaps, and draft language built for the church you are not a template with your name on it.</p>

**Ready to talk? We’ll start by listening.**

Contact Stewardship Advisors to schedule a complimentary discovery conversation, or visit [stewardshipadvisors.co/resources](http://stewardshipadvisors.co/resources) to access the Constitution and Bylaws Reference Guide in guidance-only or baseline text editions.

**Available at [stewardshipadvisors.co/resources](http://stewardshipadvisors.co/resources)**

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