

Recommendations for Congregation Secretaries

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Evangelical Lutheran Church in America
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This memorandum provides background information and recommendations to assist you in your responsibilities as the congregation's secretary. As you carry out your duties, please do not hesitate to contact the Office of the Secretary.

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Responsibilities of a Congregation Secretary: The *Model Constitution for Congregations*, in C11.01.a., says that the duties of the officers, including the secretary, shall be specified in the bylaws. The secretary is a required officer of the congregation. The actual duties may vary from congregation to congregation. There are, however, certain core tasks that the secretary should ensure are accomplished.

1. Keep the minutes of all meetings of the congregation, the congregation council, and the congregation executive committee and be responsible for the distribution and publication of such minutes.
2. Be authorized and empowered, in the name of the congregation, to attest instruments that require attestation and may also be signed by the congregation president or pastor.
3. Work with the pastor and congregation staff, if any, to ensure the storage and protection of all important documents and papers.
4. Make sure that annual reports of the congregation's corporate status are filed with the appropriate office in your state (if required).
5. Work with the treasurer and pastor to ensure timely filing of the congregation's annual report.
6. Sign the letter of call for rostered staff at the time of a call meeting.
7. Attest to the synod office that the congregation's records are up to date and under your control at the time of pastoral transition.
8. Submit copies of constitution and bylaw amendments to the synod.

Minutes: The congregation secretary is also the corporate secretary of the congregation. That means that state nonprofit or not-for-profit corporate law will also govern how the records of the congregation are to be kept and maintained. This requires that the minutes of the congregation meetings and congregation council meetings be accurate and kept in a way that allows members of the congregation appropriate access to these minutes. This usually means that minutes are stored in the congregation's office (and in the cloud, if your state allows electronic records), not in the secretary's home. Once approved by the council or the congregation meeting, these are the official record of the congregation's decisions.

Certain elements should be part of congregation or council minutes:

1. Date, time, and location of the meeting. A record of the required notifications calling the meeting should be noted.
2. The presiding officer's call to order.
3. For a council or committee meeting, the names of the members present and absent. Those whose absence is excused should also be noted.
4. Affirmation that a quorum exists, including the number required for a quorum and the total number of members present.

5. Approval of minutes of previous meetings.
6. The exact language of motions or resolutions and any amendments. Even if an amendment is not adopted the language of an amendment and its disposition should be recorded.
7. The motion should be recorded, and the fact that a second is provided should be noted.
8. When a ballot is used or when voting other than by voice vote, the numbers of votes for or against are recorded. When voting by voice, the ruling of the chair is recorded.
9. When there are nominations and elections, the names of all nominees are recorded. When announced, the number of votes for each person is recorded along with the declaration of election.
10. A copy of all written reports is attached to the minutes.
11. A summary of any oral report should be included when there is not a written report.
12. Adjournment, including the time, is recorded.

Minutes do not need to include:

1. Record of discussion between members regarding the issues being considered.
2. Discussions that take place in executive session. Minutes should reflect the times when members went into and out of executive session. If actions are taken in executive session, they must then be reported out in open session.
3. Formal discussions with attorneys, certified public accountants, and other legal advisors should be in executive session.

Filing State Forms: Some states require an annual filing with the state to ensure that the corporate status of the congregation is maintained. Congregation secretaries should work with congregation staff to ensure timely filing of this information.

Annual Congregation Reports: The Congregation Report is to be filed annually with the Office of the Secretary of the ELCA. Pastors and congregation staff play an important role in filing this information. Congregation treasurers and secretaries may also contribute information for these forms, which can be filed online at www.elca.org/congregationreport.

Pastoral Transition:

- *C9.14. The records of this congregation shall be maintained by the pastor and shall remain the property of this congregation. The secretary of this congregation shall attest in writing to the bishop of this synod that such records have been placed in the secretary's hands in good order by a departing pastor before the installation of that pastor in another call or approval of a request for change in roster status.