

MEMORANDUM

To: Synod Bishops, Vice Presidents, and Secretaries

From: Secretary Wm Chris Boerger

Date: February 20, 2017

Subject: Memorials and Resolutions

Synod Assembly season once again is on the horizon! Just as in past years, it is important to process synodical resolutions and memorials carefully and in a timely manner. This memorandum provides background information regarding memorials and resolutions to facilitate these processes. Please share its contents with your Synod Council and your synod's Reference and Counsel Committee or Resolutions Committee.

More than ever, practical and financial issues are important stewardship considerations, both in synods and in the churchwide organization. For these reasons, the churchwide organization asks that your Synod Council consider and evaluate memorials or resolutions that contain funding mandates for the churchwide organization *before* their submission to the Synod Assembly. You will find a form, (Exhibit B), that asks the makers of the memorial to indicate what they believe the personnel and financial impacts of adopting this memorial will be for the churchwide organization, the synods and the congregations of this church.

In addition, sometimes proposed resolutions and memorials ask for actions that are not consistent with the governing documents of this church. As explained in more detail below, such proposed actions are out-of-order and are null and void if adopted. As a matter of stewardship of time and resources and to avoid future disputes, please work proactively with those submitting resolutions and memorials so that proposed actions pass constitutional muster. Enclosed at the conclusion of this memorandum as Exhibit A is a form for reporting the actions taken at your Synod Assembly. As indicated below, please submit this Report of 2017 Synod Assembly Actions as soon as possible after your Synod Assembly.

I. What is the Difference between a Memorial and a Resolution?

In 1988, the Church Council voted that communications from synods to the churchwide organization and the Churchwide Assembly would be made pursuant to ELCA constitutional and bylaw provisions. Essentially, this action affirmed three avenues for communication:

- (1) Synod Assemblies may address the Churchwide Assembly through memorials;
- (2) Synod Councils may address the ELCA Church Council through resolutions;
- (3) Synod Councils may address churchwide units or offices through the ELCA Church Council's Executive Committee (including forwarding resolutions adopted by Synod Assemblies).

Although both memorials and resolutions are requests by a synod for action, they are intended to address different issues and are processed differently.

Memorials address broad policy issues and are passed by Synod Assemblies for consideration by the Churchwide Assembly. Synod Councils are not authorized to adopt memorials for submission to the Churchwide Assembly. One of the responsibilities of the Churchwide Assembly, in accordance with provision 12.21.c, in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*, is to “[r]eceive and consider proposals from synod assemblies.” Once received by the churchwide organization, they are referred to the Memorials Committee, which is appointed by the Church Council to review and make recommendations to the Churchwide Assembly, in accordance with bylaw 12.51.02. The Memorials Committee meets after all Synod Assemblies are over, approximately six to eight weeks before the Churchwide Assembly.

Resolutions are requests from synods to the Church Council or units or offices of the churchwide organization. Either Synod Assemblies or Synod Councils may originate resolutions. Frequently, Synod Councils pass resolutions between meetings of the Synod Assemblies and forward them directly to the Church Council for consideration or to the Church Council Executive Committee if the desired action involves referral to a unit or office of the churchwide organization. As a practical matter, resolutions have a narrower focus than memorials because they are requests for consideration or action by individual units or offices or the Church Council. Thus, for example, a request for the Church Council to recommend a parliamentary rule or action by a unit would be the subject of a resolution, but a request to change an ELCA policy should be a memorial.

A resolution and a memorial may *not* be combined in one action. In addition, a synod should not address both the Church Council and the Churchwide Assembly on the same subject. The Office of the Secretary, with the concurrence of the Executive Committee of the Church Council, may treat a proposal characterized as a memorial as a resolution or vice versa. In these circumstances, the synod will be notified promptly of the re-classification.

It also is important to point out that resolutions and memorials may *not* direct the churchwide organization to take action. They are proposals *requesting* the specified action.

Please note that memorials adopted at this year’s Synod Assemblies will not come before the Churchwide Assembly until 2019. If issues address by your Synod Assembly require a timely response it would be appropriate to consider a resolution to the Church Council rather than a Memorial to the Churchwide Assembly.

Interdependence, as well as stewardship of resources, militates for care to avoid resolutions and memorials that impose unreasonable financial demands on synods and the churchwide organization. If a proposed resolution or memorial will impose an unfunded mandate if adopted, Synod Councils are requested to consider the proposed action *before* submission to Synod Assemblies. Synods also are requested to advise their Synod Councils and Synod Assemblies that the churchwide organization may not be able to support requested resolutions or memorials for budgetary reasons and that, if adopted, such proposed actions may have adverse consequences on existing programs or ministries. As interdependent partners, it is important for synods and the churchwide organizations to work collaboratively. If questions

exist regarding the potential implications of a proposed resolution or memorial, inquiries to the Office of the Secretary are encouraged.

II. Drafting Memorials and Resolutions

Provision S7.32. in the *Constitution for Synods* states: "*Robert's Rules of Order*, latest edition, shall govern parliamentary procedure of the Synod Assembly, unless otherwise ordered by the assembly." A comparable bylaw 12.31.09., is in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*.

Both memorials and resolutions are forms of main motions under *Robert's Rules of Order, Newly Revised* (11th ed.), Section 10. A main motion is simply a motion that brings business before the assembly. It is the basic mechanism to present a matter to the assembly for possible action.

Resolutions and memorials frequently contain both "resolved" clauses and "whereas" clauses. "Resolved" clauses state the action to be taken by the assembly; "whereas" clauses constitute a preamble describing the reasons for the proposed action. "Whereas" clauses are *not* required; in fact, *Robert's Rules of Order, Newly Revised* (11th ed.), Section 10, page 107, discourages their use:

In general, the use of a preamble should be limited to cases where it provides little-known information without which the point or the merits of a resolution are likely to be poorly understood, where unusual importance is attached to making certain reasons for an action a matter of record, or the like.

If "whereas" clauses are used, there should be as few as necessary. They should be succinct and factual. They should not be argumentative. The Reference and Counsel Committee or the Resolutions Committee should ensure that any "whereas" clauses comply with *Robert's Rules of Order*.

"Resolved" clauses, if adopted, become the officially worded statement of an action taken by a legislative body and a request for further action by the churchwide organization or the Churchwide Assembly. This means that they should be concise, accurate, and complete. They also should be unambiguous and should state clearly the proposed action. Just as any main motion, "resolved" clauses should not employ offensive language that would be improper in debate, according to *Robert's Rules of Order, Newly Revised* (11th ed.), Section 10, page 104.

Some resolutions and memorials should not be considered. Any resolution or memorial that conflicts with the governing documents of this church is an "improper motion." As stated in *Robert's Rules of Order, Newly Revised* (11th ed.), Section 39, page 343:

Motions that conflict with the corporate charter, constitution or bylaws of a society, or with the procedural rules prescribed by national, state, or local laws, are out of order, and if any motion of this kind is adopted, it is null and void.

Synod Councils are encouraged to work closely with the Reference and Counsel Committee or Resolutions Committee to craft resolutions and memorials that do not conflict with the governing documents and meet the required criteria.

Memorials must include a final “resolved” clause asking the Churchwide Assembly to act (or refrain from acting) in a particular way. Here is a sample final paragraph of a memorial from a Synod Assembly:

RESOLVED, that the _____ Synod Assembly memorialize the 2019 Churchwide Assembly of the Evangelical Lutheran Church in America to . . . [clearly describe the proposed course of action].

The final “resolved” clause of **resolutions** will differ depending upon whether they are intended for the attention of the Church Council or a churchwide unit or office. Here are sample final paragraphs for resolutions:

RESOLVED, that the _____ Synod Assembly direct the Synod Council to forward this resolution to the Church Council for consideration and possible action.

Or

RESOLVED, that the _____ Synod Assembly direct the Synod Council to forward this resolution to the Church Council’s Executive Committee for referral and disposition to the appropriate unit or office of the churchwide organization in accordance with the bylaws and continuing resolutions of this church.

Or

RESOLVED, that the _____ Synod Council request the Church Council to . . . [clearly describe the proposed course of action].

Or

RESOLVED, that the _____ Synod Council request the Church Council’s Executive Committee to . . . [clearly describe the proposed course of action].

III. Review and Processing of Draft Memorials and Resolutions

Synods generally provide that memorials and resolutions (as well as other main motions) be referred to a Resolutions Committee, which frequently is called a Reference and Counsel Committee. Regardless of its name, a conscientious and well-trained Reference and Counsel Committee can screen proposed actions and thereby facilitate discussion of important issues and save valuable time at Synod Assemblies.

The scope of authority of the Reference and Counsel Committee varies, depending on the governing documents and rules of organization and procedure of the synod. In the simplest arrangement, the Reference and Counsel Committee only has the power to put resolutions in the proper form, eliminate duplication where similar resolutions are offered, and ensure that all resolutions relating to a specific subject will be offered in logical sequence (see *Robert’s Rules of Order, Newly Revised* (11th ed.), pp. 633-640). In other cases, the synod’s rules may authorize the Reference and Counsel Committee to make

substantive edits and alterations in resolutions. In all cases, the committee must report all resolutions referred to it, although the committee can report resolutions without a recommendation.

If a synod so desires, its rules of organization and procedure or a continuing resolution can provide additional authority for the Reference and Counsel Committee. For example, they could provide that in reviewing proposed resolutions and main motions, the Reference and Counsel Committee may edit, prepare an alternative resolution or motion, or consolidate into a single proposed action multiple resolutions or main motions on the same or similar subjects. In these circumstances, the Reference and Counsel Committee should confer with the makers of the original memorial or resolution. In addition, whenever the Reference and Counsel Committee recommends an edited or alternative resolution or motion, the report to the assembly should contain the original maker's text.

Here is a sample provision authorizing editing by the Reference and Counsel Committee:

In reviewing proposed memorials, resolutions, and main motions, the Reference and Counsel Committee may edit, prepare an alternative memorial, resolution, or motion, or consolidate into a single proposed action multiple memorials, resolutions, or main motions on the same or similar subjects. Whenever the Reference and Counsel Committee recommends an edited or alternative memorial, resolution, or motion, the report to the assembly also shall contain the original maker's text.

Regardless of the scope of editorial authority, a Reference and Counsel Committee should consider at least the following factors in evaluating memorials and resolutions:

- (1) Is the proposed memorial or resolution timely (i.e., was it submitted before the deadline)?
- (2) Is the proposed memorial or resolution consistent with the governing documents of this church?
- (3) Is the proposed memorial or resolution germane to issues on the agenda?
- (4) Does the proposed memorial or resolution address a priority, ministry, or concern of this synod and this church?
- (5) Does the proposed memorial or resolution have budgetary implications, and, if so, how will they be addressed?
- (6) Is the proposed memorial or resolution clearly drafted?
- (7) Do the "resolved" clauses clearly define the proposed course of action?
- (8) If the proposed memorial or resolution contains "whereas" clauses, do they explain the proposed action and are they accurate and non-argumentative?
- (9) Are the proposed actions feasible and appropriate for the Synod Assembly, Church Council, Churchwide Assembly, or the unit or office that will be addressed?
- (10) Are there other memorials or resolutions that address the same or similar issues?

The synod's rules of organization and procedure also should address how the Reference and Counsel Committee reports to the assembly and the status of its recommendations. Here is a sample of a provision, based on the Rules of Organization and Procedure for the Churchwide Assembly, which addresses the status of recommendations of the Reference and Counsel Committee:

The Reference and Counsel Committee shall report its recommendations on memorials, resolutions, and main motions to the Synod Assembly. Such recommendations do not require a second. When the Reference and Counsel Committee recommends approval, the committee's

recommendation shall be the main motion before the assembly. When the Reference and Counsel Committee recommends the adoption of a substitute or alternative motion, the committee's recommendation shall be the main motion before the assembly. When the Reference and Counsel Committee recommends referral, the committee's recommendation shall become the main motion before the assembly. When the Reference and Counsel Committee recommends that the assembly decline a proposed memorial, resolution, or main motion, the recommendation shall be reported to the assembly. If the author or another voting member wishes to bring the declined proposed memorial, resolution, or main motion to the floor, he or she may move the matter, and it shall become the main motion before the assembly, and the committee's recommendation shall be received for information.

III. Submission of Resolutions and Memorials to the Churchwide Organization

For proper recording and disposition, synods must submit all resolutions and memorials in a timely manner to the secretary of this church (and not directly to churchwide units or offices). A standard form on which each synod reports memorials and resolutions, as well as the names and contact information for newly elected synod officers, the text of amendments to governing documents, and other important information is attached as Exhibit A. Please respond electronically by sending the completed form and the text of memorials and resolutions to the attention of Frank Imhoff, manager for official documentation (Frank.Imhoff@elca.org). An acknowledgment will be sent upon receipt. Given the need to process memorials before the meeting of the Memorials Committee in June, it is important to transmit them as soon as possible.

The Office of the Secretary is available to respond to questions regarding memorials and resolutions and to assist in addressing parliamentary and other issues that may arise at Synod Assemblies. Let us know how we can help!

Exhibit A

Report of 2017 Synod Assembly Actions

Date: _____

Synod: _____

From: _____

A. Memorials for the Churchwide Assembly

1. Subject: _____

2. Subject: _____

B. Resolutions referred through the Synod Council to the Church Council

1. Subject: _____

2. Subject: _____

3. Subject: _____

4. Subject: _____

C. Resolutions submitted through the Synod Council for referral to a churchwide unit or office through the Church Council's Executive Committee

1. Subject: _____

2. Subject: _____

3. Subject: _____

4. Subject: _____

D. Names, addresses (home and office as well as email), and telephone numbers (home and office) of newly elected synodical officers, and the effective date they will take office. (Please attach a list.)

E. Text of constitutional amendments adopted in accord with †S18.12. and †S18.13. (Please identify under which provision each amendment was adopted.)

F. Text of bylaw amendments adopted in accord with †S18.21.

G. Text of continuing resolutions adopted in accord with †S18.31.

H. Other significant actions.

Submit electronically to Frank.Imhoff@elca.org

Anticipated Memorial Implementation Analysis

(Please attach this form to each Memorial submitted)

Memorial Title _____

Anticipated financial implications of memorial if adopted for:

Churchwide Organization

Synods

Congregations

Anticipated staff or personnel implications of memorial if adopted for:

Churchwide Organization

Synods

Congregations