



Statement of Faith TRANSITIONAL TASK FORCE

Discussion Regarding Prohibitions on Amending a Statement of Faith

Some churches contain provisions in their organizational documents stating that their Statement of Faith “may not be repealed or amended.” This Statement of Faith is typically the 1950 EFCA Statement of Faith, but may also be a pre-1950 doctrinal statement. Sometimes such a prohibition is backed up by a statement that even the prohibition itself “may not be repealed or amended.”

The proposal that is being brought to the 2007 Conference regarding the EFCA Statement of Faith will not require individual churches that now embrace the 1950 Statement of Faith to change. On the other hand, if the EFCA Statement of Faith is changed, it is certainly understandable that many individual churches would want to consider changing to be in conformity, as encouraged by the Conference.

The idea of a provision in articles of incorporation, bylaws, or a constitution that cannot be repealed or amended is generally unknown in the law, since those documents are generally just contracts among individuals, subject to change by those individuals. While the specific analysis is likely to vary from state to state, in general the document of “highest” legal authority governing a church is called “articles of incorporation” or something similar (such as a “constitution”). Typically, state law permits amendments of articles of incorporation and sets forth the method of amendment. It would be unusual for state law to acknowledge limitations on that power of amendment, such as a limitation that any particular provision cannot be amended. In other words, state law typically overrides any purported restriction on that amendment ability, such as a provision that states that the Statement of Faith “may not be repealed or amended.”

Thus, if the restriction on amending the Statement of Faith is in the articles of incorporation (or other document of “highest” authority), then it should be possible, by following the procedure prescribed by state law, to simply amend that restriction. A church may then amend or replace the Statement of Faith. Even if articles of incorporation purport to prohibit amendment of the prohibition itself, state law can also be broad enough to override that prohibition.

If the restriction on amending the Statement of Faith is in the bylaws or some lower-level document, then it should be possible to amend the articles of incorporation to state that all provisions of the bylaws, including the Statement of Faith, may be amended, notwithstanding any restrictions in the bylaws. This could be accomplished by adding to

the articles of incorporation something like: “This corporation may adopt a constitution, bylaws, and similar governing documents and may repeal or amend any such document from time to time. Any such repeal or amendment shall be effective notwithstanding any provision of such document that purports to make any provisions impossible to repeal or amend. This provision shall apply to any existing provision in a constitution, bylaws, or other governing document, as well as to new provisions and new documents.” Since the articles of incorporation are superior to the bylaws, this procedure also should work as a legal matter.

In any event, a church with such a provision might well be advised to consult a lawyer with experience in interpreting corporate organizational documents. As a last resort, if there is any uncertainty about any of the procedures a church might employ to amend its Statement of Faith, it may be possible to ask an appropriate court for an order approving the amendment.

Of course, some brothers and sisters may be uneasy with an attempt to “lawyer” around a prohibition that was important to the founders of the church. This uneasiness would be understandable if the workaround violated the spirit of the prohibition while observing a hypertechnical view of the letter of the law. But in this case, a church may well conclude that the reason it has the 1950 EFCA Statement of Faith in the first place is not an accident – it is because the founders of the church made a deliberate decision to conform to the EFCA Statement of Faith in effect at the time. Viewing it that way, a church may conclude that there is no reason to resist employing available means to update a church’s Statement of Faith so it remains in conformity with whatever the EFCA, acting through its highest corporate authority, its Conference, chooses to do. In that way, if the EFCA Statement of Faith is changed, then any Evangelical Free Church, out of a spirit of commitment to the EFCA and to one another, could voluntarily conform its governing documents to the EFCA Statement of Faith and feel comfortable doing so.