



# Upstate New York Synod

Evangelical Lutheran Church in America

God's work. Our hands.

## A Resource for Holy Closure

Preface:	Do Not Be Afraid	Page 2
Chapter 1:	The End of an Era is Not the End of the Story. God is Faithful.	Page 2
Chapter 2:	The Life Cycle of a Congregation - Thoughts on Life, Death and Dying, and Leaving a Legacy for the Future.	Page 5
Chapter 3:	The Discernment Process – What is God Calling Our Congregation to Do? Worksheet on Congregational Sustainability	Page 7
Chapter 4:	Steps in Closing a Congregation Q&A	Page 9
Chapter 5:	Making Closure, Ending in Hope	Page 13
<b>Appendix A:</b>	A Checklist for Steps in Closing a Congregation	Page 14
<b>Appendix B:</b>	Outline of Legal Steps to Close a New York ELCA Congregations	Page 15
<b>Appendix C:</b>	Relevant Portions of the Model Congregational Constitution	Page 17
<b>Appendix D:</b>	Testimonies of Those Who Have Gone Through Holy Closure	Page 19
<b>Appendix E:</b>	Ideas for Distribution of Assets	Page 20
<b>Appendix F:</b>	Local Resources	Page 21
Closing Checklist		Page 23



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## Preface: Do Not Be Afraid.

Our purpose is not to close congregations. Rather, we want to help congregations who have acknowledged their mortality to think through their options, and to understand that in some situations, closure can be a faithful and life-giving decision. The purpose of this manual is to offer encouragement for congregations who are wondering about their continued sustainability, and to provide practical guidance to congregations who are considering closure.

This manual is for congregations who are afraid of the future, congregations who are afraid of failure, and congregations who are afraid that they might have to close. The underlying message we want to share is: Do not be afraid. Be strong and courageous. God has led you this far, and God will never forsake you.

We want you to remember that as followers of Jesus Christ, death is nothing for us to fear. Remember that just as a seed has to die in order to bear much fruit, so death and change can lead to abundant life. This can be just as true for the life of a congregation as it is for individuals.

This manual is for congregations who are beginning to acknowledge that they are mortal. It is for congregations who are wondering about their options for the future. It is for congregations who are wondering if they are sustainable for mission and ministry, and are wondering what the next steps should be. This manual will not give you all the answers. But our hope is that it will help you to begin asking the right questions.

God's promise to Joshua as he faced an unknown future is still God's promise to us: "Be strong and courageous; do not be frightened or dismayed, for the Lord your God is with you wherever you go" (Joshua 1:9).

"O God, you have called your servants to ventures of which we cannot see the ending, by paths as yet un-trodden, through joys and perils unknown. Give us faith to go out with good courage, not knowing where we go, but only that your hand is leading us and your love supporting us; through Jesus Christ our Lord. Amen." (*Adapted from the Service of Evening Prayer, Evangelical Lutheran Worship*).



## Chapter 1: The End of an Era is not the End of the Story. God is Faithful.

### Joshua and the Promised Land.

Israel had become a great nation while in Egyptian captivity; then God called Moses to lead them out of Egypt into the promised land of Canaan. Moses led the people through the wilderness for forty years. He led them to capture the land east of the Jordan. Then Moses died in sight of the Promised Land.

How could God allow this to happen? Why didn't God raise Moses from the dead? Moses had been the loyal leader of God's people for forty years, and now, at the time of their deliverance, he was dead. The people of Israel were filled with fear and anxiety.

Joshua, who had served as Moses' personal minister for years, was confused and caught in an extremely difficult situation. If Joshua was expecting consolation and sympathy from God, he was mistaken. God's response to Joshua was: Moses my servant is dead. Now then, you and all these people, get ready to cross the Jordan River into the land that I am about to give them—to the Israelites" (Josh. 1:2).

God was proclaiming the end of an era, but also the continuation of the promise he had made to Moses, the same promise of a place and a people that he had made to Abraham, Isaac, and Jacob.

God's brutal honesty with Joshua can be a lesson for us today. God's people have always had great responsibilities. We do not have the same challenges or charge that God gave Joshua, but we do have a charge from God, and we will face challenges. Like the people of Israel, we can also get discouraged and fearful, thinking that we cannot succeed. When we face these responsibilities, nothing should be of greater encouragement than the assurance that God will help us accomplish them.

If you are part of a congregation that is fearful and anxious about the future of your church, consider the story of Joshua on the verge of the Promised Land. Can you be honest about the realities of your congregation? If considering your church's future causes you to mourn about its possible lost future, can you celebrate and mourn at the same time? Could God be proclaiming the end of one era, but also continuing his promise in a new way? The lessons Joshua received from God about tough times can be relevant for us today.

Having received instructions and encouragement from the Lord, Joshua began to prepare to cross the Jordan into Canaan. He commanded the officers to instruct the people in the camp to prepare provisions and be ready in three days to cross the Jordan and go into the Promised Land. Joshua told his people to get prepared and be ready to move forward. These lessons can apply to us as we examine the health and viability of our own congregations.

### **The temptations of the "good old days".**

"The good old days!" How we humans long for the "good old days", even though we know they will never return, and maybe they weren't really all that good anyway. In our churches, we also reminisce about how wonderful it used to be back in the "good old days". It is understandable that we would want to return to a more secure past. If only we could develop a new program, start a better Christian Education program, or call a more enthusiastic pastor, then maybe everything would be better. Many of us would rather long for the "good old days" than face difficult realities in the present.

God told Joshua, "Don't live in the past. Prepare for the future. Move on." God wanted the Israelites to look forward, not back. He also wants us to look forward, not back. He wants us to prepare for the future that we cannot see.

After the Israelites crossed the Jordan, eventually Solomon built the temple in Jerusalem. However, it didn't last forever. A conquering army destroyed the temple and took many Israelites into captivity. Generations later, returning Israelites began the process of

rebuilding their lives, their city, and their temple. As the new temple was being built, those who remembered the glory of Solomon's temple wept. They wept because they felt that the new temple could never compare to Solomon's temple. They wept, not realizing that their longing for the past had shaken their faith in the power of God and his ability to shape a new and glorious future.

Just as the Israelites wept for Moses, so we may also weep as we long for our past. The dream of reliving the "good old days" by returning to a period of growth and glory is strong in many of our congregations. Again, this is understandable, for God has done wonderful things through our congregations. Faith has been nurtured and mission has been accomplished through the life of our congregations. But the reality may be that God is telling us, just as he told the Israelites: "Don't look back at the way things were, but look forward to see what I will do".

### **Be strong and courageous, for God is with you.**

If your church is at the threshold of closure, you are not alone. The future is not without hope. God still has a plan and a purpose for you. The kingdom will prevail. Keep in mind that the decision to close a congregation can be a faithful and life-giving choice.

God instructed Joshua what to do and how to do it. He told him to observe the law as revealed to Moses, to study it diligently, and obey it. It is much easier to be brave when you have received proper guidance and instruction. We often speak of people who act out of the "courage of their convictions". It is hard to act courageously when we're not sure what the right thing to do is.

When we face the reality that our congregation may be in crisis, we may feel overwhelmed with guilt. When we face the possibility of ending and closure, we may begin to ask ourselves: What did we do wrong? Were we not faithful enough? Will a new building program or a new pastor return us to the "good old days"? But as we ask these questions, also consider: Was God's plan for the Israelites completed once Moses died? Or was God preparing for a new era, a different beginning?

God said to Joshua, "I will give you every place where you set your feet, as I promised Moses" (Joshua 1:3). God promised that he would be with Joshua, just as he had been with Moses. He would not leave or forsake him. As with Joshua, we too need encouragement and assurance that we can succeed in God's work.

In struggling with the reality of your church, could it be that God has accomplished everything he intended through your particular congregation? Could God be telling you that your work is done, and that a new ministry is being formed? Remember, congregations were not meant to last forever. The kingdom of God is forever, but individual churches are not. We are here because of the legacy of congregations that have come before us. Perhaps, God is telling us to pass that legacy forward in a new fashion, a new form, a new ministry. God's plan will not be stopped by closing the doors of a church building! As God said to Joshua, "Don't live in the past. Prepare for the future. Move on."

Preparing for the future and moving on may mean letting go! Jesus told his disciples, "If anyone would come after me, he must deny himself and take up his cross and follow me" (Matthew 16:24). These words should remind us that preparing for the future may be difficult.

Remember that the Church has faced tough times throughout its history. In the life of a church, no issue can be tougher than considering the end of an era. Will this experience cause pain, anxiety, confusion, and doubt? Yes. Will you become discouraged and fearful, thinking that you cannot succeed? Possibly. But as you travel through this process, remember to celebrate all that God has accomplished through your ministry. And remember that, as with Joshua, God will never forsake you.

As with Joshua, we need encouragement and assurance that we can succeed in God's work. God has given us all that we need to be successful in serving him. As the psalmist writes, "God is our refuge and strength, an ever-present help in trouble. Therefore, we will not fear" (Psalm 46:1-2).

God's goal for Joshua was to lead the people into the land of Canaan. Joshua was filled with fear and anxiety with this goal. However, God promised Joshua that he would be with him. With hope and the promise of God's presence, Joshua was able to be strong and courageous.

What is God's goal for you and your congregation? We can face the tough times of our unknown future knowing that God has offered us the promised land of eternal life, and he has assured us that we can successfully reach it. This alone should make us strong and brave enough to face our future together. "The kingdom's ours forever".



## Chapter 2: The Life Cycle of a Congregation - Thoughts on Life, Death and Dying, and Leaving a Legacy for the Future

### **The life cycle of a congregation.**

God's kingdom lasts forever, but individual congregations do not. Congregations come into being, live, and eventually, die. This is normal. The stages in the congregational life cycle are birth, growth, mature flourishing, plateau, decline, and dying. (For helpful descriptions of each stage, see Chapter Five of **Legacy Churches** and "Assessing Congregational Viability" in **Ending with Hope**; see permission credits on p. 30).

Times of crisis and transition can provide good opportunities for a congregation to return to the basic questions: What is God calling us to do, at this particular time and place? What is our purpose? Why are we here?

The danger is that it is tempting to avoid wrestling with these questions until it is almost too late. It is better to ask these questions when a congregation is in the flourishing, plateau, or even in the early declining stages of the life cycle. By the time a congregation is actually moving into its death throes, people may be too scared and worn out to do the hard work of corporate discernment. By that time, financial and material resources may also be scarce or worn out.

Therefore it is smart to be proactive about starting this conversation **before** a congregation is moribund. This is just good common sense. It is also better stewardship. The discernment process about a congregation's future (including any ensuing process of transformation or closure) takes a lot of time and energy. Any options such as merger,

consolidation, relocation, or closure will also involve significant legal and constitutional work. All this takes time, people, and money. It is wise to plan ahead.

This is analogous to the individual life cycle. We all know that it is wise to acknowledge your own mortality and make plans while you're still reasonably healthy. It is much more difficult to make good end of life decisions and do effective estate planning when you're already enfeebled, exhausted, and have already used up your resources. The problem (with individuals and with congregations) is that we often choose to live in denial of the fact that we are mortal.

Prayer is crucial. Sustained prayer and conversation about the congregation's mission can lead to new directions for ministry and a new sense of focus and purpose. Sometimes, such prayer and conversation help a congregation to identify assets and resources it didn't realize it had, so that ministry in that place may continue for a time in new ways. Here, options such as yoked ministry, cooperative ministry, relocation, and consolidation are worth careful consideration. Depending on the situation, these options may be viable strategies for renewed mission, or they may just postpone inevitable decline.

Sometimes, sustained prayer and conversation about mission leads to the realization that God is calling a congregation to close. Grief is inevitable, but closing may also be an opportunity to use the congregation's resources to continue God's mission in another way or in another place.

There are times when dying may be a more faithful response to God's call than stubborn survival.

### **Death and dying.**

For Christians, dying is okay. Jesus taught that a seed must die in order to bear much fruit (John 12:23-26). We lose our life in order to gain it. This is true for individual Christians, but is also true for congregations. If a congregation is clinging to survival for its own sake, and not for the sake of Christ and his mission, then something is amiss.

Just as individuals experiencing change and loss go through stages of grief, so do congregations. It is important to acknowledge the stages of grief as they are experienced by congregational members, lay leaders, and pastoral leaders. The classic stages of grief are denial, bargaining, anger, depression, and acceptance. As with any grief, there is no set timeline, nor is there a set order for moving through these stages. Different issues will affect different people in different ways. Different people within the congregation will be at different places in the grief cycle at any given time. Acknowledge this, and respect where different people are in their grief process.

Good communication is important at any time. In a time of crisis, change and loss, communication is critically important. Do lots of listening. Be open about the process. Involve as many voices as possible in your discernment conversations. Allow everyone to be heard.

Do not underestimate the strength that comes from having companions on the journey. "Mutual conversation and consolation" among the community of believers is truly a means of God's grace. Especially during difficult times, draw on the strength and insight that comes from corporate worship, bible study, and prayer.

Do not underestimate the power and significance of material things. It is normal for people to have powerful emotional attachments to such things as pews, stained glass, cemeteries, communion ware, and even silverware and furniture. This is not simply a matter of idolatry. Every thing in a church develops layers of meaning over time. Every object can accumulate layers of stories and powerful emotional resonance. Find ways to respect and honor the significance of these objects, even—and especially—as you are letting go.

### **Leaving a legacy.**

Closing a congregation does not have to mean an end to ministry. In fact, closing may actually be a way of extending and expanding a congregation's ministry. Just as an individual should plan ahead, so a congregation nearing the end of its life cycle can plan ahead how to use its resources to continue serving God and neighbor in faithful witness. Use the following questions and issues as starting points for your discernment:

- Could the congregation's resources be used to plant a new congregation, or to support mission and evangelism in other ways?
- Could the church building and grounds be used in new ways to serve the local community? (For example, as a senior center, a school, a playground, a worship center for another faith community...)
- Consider the congregation's commitments and energies in the past. This might give a clue as to how existing resources could be invested in the mission of the wider church. (For example, a scholarship fund, or support for a specific ministry [outdoor ministry, campus ministry, Lutheran Charities, etc.]...)
- Can congregational furnishings and other property be sold, gifted, or re-purposed in ways so that ministry can continue? (No asset may be given to a member.)
- Identify objects and documents that have real historical value. Take steps to preserve and archive these so that others can learn from them.
- Find ways to tell, share, celebrate and preserve the congregation's story. This is also a legacy for the wider church.



## **Chapter 3: The Discernment Process - What is God Calling our Congregation to Do?**

Through this exercise we want to help a congregation make the proper decision to close or not to close, centered on the question:

"What is God calling this congregation to do?"

That is the core question of ministry.

Individual congregations like individuals — Moses, Joshua, you and me — are not immortal. The closure of a congregation does not signify failure. A congregation like an

individual is born, grows, may get sick, can recover, will age and will eventually die. The churches of the First Century in the Book of Acts no longer exist, but their legacy lives on in the churches today.

God was not downplaying the significance of Moses' leadership with the Hebrew people when God turned to Joshua to push forward when Moses died. God asked Joshua to do the work that needed to be done. Past history and events should be considered a blessing and be celebrated, but time moves on and so must our ways of accomplishing ministry. Look forward and see what God can do.

Every local congregation can trace its lineage to the churches of Acts. However, congregations were not meant to last forever. Closing the doors does not stop the plan of God. His plan moves forward even when there are apparent problems in a congregation. God can use the seed found within a closing congregation to produce more fruit and enable one's church to provide an eternal legacy.

A decision to close a congregation is not easy. Emotions run high, and a sense of failure may pervade the hearts and minds of those remaining. The question before us — **"Is this congregation sustainable?"** The main issue is — **can we make the Gospel of Jesus Christ meaningful?** It takes **money and people** to do ministry in our culture.

We live in a culture of bigness — big malls; huge parking lots; massive theaters; enormous office buildings. That is the mindset of people in our culture, and many people will bring that mindset with them when they visit a congregation.

Smaller congregations struggle because they have limited people and limited resources from which they can provide ministry. Often when a congregation is in a fight for survival, it may lose its sense of vision and mission. A congregation needs enough attendance to make itself look, feel and sound alive. Visitors probably will not return if the church is perceived as dying.

**So we can panic or we can plan.** We are called to be Kingdom Builders. A congregation that closes can be the beginning of something greater with the purposeful planting of new ministries that spread the good news of Christ.

The starting point for our discernment of viability should always begin with prayer. Then study the congregation's constitution concerning its mission. Discuss:

**How is this congregation living out its stated mission?**

**What barriers exist that hinder the fulfillment of its mission?**

**Can the congregation overcome these barriers?**

Your response to these indicators will reveal areas of concern for ministry.

Continue the discernment process by using the worksheet below. This worksheet will help you take a realistic look at your congregational attendance trends, to determine your viability for ministry and mission.

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### **Worksheet on Congregational Sustainability**

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Using attendance figures for the previous ten years, chart your congregation's average attendance. Then use the following questions as a springboard for further discussion, answering each with a simple "yes" or "no."



1. Do we have a pattern of growth in attendance?
2. Will our trend of growth, plateau or decline allow us to thrive and develop ministry for the future in this place?
3. Can we maintain our own existence as a congregation and provide ministry in the community, synod and ELCA?
4. Can we survive without some form of life support from bequests, special gifts?
5. Do we have sufficient numbers of people to volunteer for ministry within the congregation and outreach into the community?
6. Are new efforts in evangelism and Christian Education feasible?
7. Are there sufficient funds and interested membership to do ministry within the congregation as well as outreach and evangelism into the community and world?
8. Are we experiencing the presence of first-time visitors on a regular basis?
9. Do they return for a second or a third visit?
10. Do 20-25% of our first-time visitors eventually join the congregation?
11. Is the congregation's main focus on outreach/evangelism?
12. Is the congregation striving to do more than trying to survive/keep the doors open?
13. Has the congregation grown in the last five years?
14. Do we have enough members to do ministry well?
15. Does giving in the congregation enable "Great Commission" work, or does most of the giving go towards maintenance and survival?
16. Are there young families active in the church?
17. Has the congregation maintained a good level of stewardship including several families (10-12) who tithe faithfully to the congregation?
18. Is the congregation willing/able to adapt its ministry and lifestyle in order to develop the ministries that will meet the needs of a changing community?
19. Is the present facility physically adaptable for use?
20. Can the congregation afford the repairs that are needed to use these facilities for ministry?

**If you marked 5 answers "No",** we suggest you contact the Dean of your Conference to discuss the trends that are revealed. **If you marked 8 or more answers "No",** this may suggest a serious condition of decline for your congregation. It is time to look courageously and honestly at your situation, and consider what options you have as a congregation.



## Chapter 4: Steps in Closing a Congregation

When closing a congregation, there are two important points always to keep in mind:

1. Congregational leaders must communicate clearly and often with congregation members being completely transparent about the issues to be decided and the meetings to make these decisions.
2. Thorough minutes must be kept of all discussions and actions.

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## Q & A

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### **What is Holy Closure?**

Holy Closure is a multi-step faithful process that prepares congregations to be strong and courageous as they acknowledge that the most faithful thing they can do is to close their beloved church. It is natural for there to be a grieving process.

### **How do we know we are at the point of Holy Closure?**

This involves a discernment process of prayer and thoughtful reflection and discussion. Generally, it is when the congregation no longer has the people, resources or energy to continue to fulfill its mission. (See the Worksheet on Congregational Sustainability in Chapter 3.)

### **What are some of the options we might consider? What are the advantages and disadvantages of each?**

- a. Partnership with another congregation (Lutheran or Ecumenical Partner)
- b. Parish – a group of congregations who work cooperatively
- c. Satellite (preaching point) of another congregation
- d. Consolidation – a number of congregations come together to create a new one
- e. Merger – a congregation is absorbed into another congregation
- f. Closure

**How long will it take to go through the grieving process? Have others already gone through this?** The grieving process is different for everyone. Be patient and understanding as everyone grieves differently. Be open with each other and pray for all those affected by this closure. There have been a number of congregations which have closed in the synod and its members have been able to find new, welcoming church homes, while bringing with them their memories and the faith nurtured in their previous church home.

### **How is a decision for Holy Closure made?**

Holy Closure generally requires a 2/3 vote (or such other vote required by the congregation's constitution) at a properly called meeting of the voting members of the congregation to accept the recommendation of the Congregation Council to end the congregation's legal existence as a religious entity. The congregation may need to vote as many as three times during the process:

1. A vote to start the process to dissolve and authorize the Congregational council to list the property for sale.

2. A vote to accept the purchase agreement for the sale of the property.
3. After the sale closes and monies are received, a vote to officially approve dissolution and the final distribution of assets.
4. Your constitution or certificate of incorporation can add additional voting or meeting requirements. Please review both thoroughly.

### **What are the steps to dissolving the congregation?**

There are many steps in the dissolution of a congregation's legal existence. Some are legal, some are financial and some are operational. These steps must be done in accordance with the constitution of the congregation and also the laws governing Religious Corporations in the State of New York. (See the legal section, Appendix B.)

### **What are some of the legal and financial steps?**

- Determine all of the financial assets of the congregation – bank accounts, investments, money held by committees, memorial funds, special funds, etc.
  - Transfer or sale of the church property (including parsonage).
  - Transfer or sale of furnishings and other property owned by the congregation.
  - Payment of all debts
  - Have a simple audit done, perhaps by a neighboring congregation. This insures that everything is above board.
  - Distributing financial assets i.e. bank accounts, trusts, endowments and other financial assets in accordance with constitutional and legal requirements.
  - Filing of legal documents with government authorities to dissolve the corporation status of the congregation.
- (See Legal Steps, Appendix B)

### **What are some of the operational steps?**

- Maintain the property until sold or transferred.
- Gather historical information, legal materials, insurance documents and any other related records.
- Archive congregational records.
- Plan a Grand Celebration to honor the congregation's faithfulness to the mission and ministry of Christ's Church.

### **How much will it cost?**

The final costs will depend in part upon the process selected by the congregation. There are fees associated with archiving of documents, legal fees, real estate fees, and the continuation of the care of the property including insurance. Congregations are obligated by law to pay all of their debts before any proceeds from the sale of church assets can be distributed.

**Who will attend to these tasks?**

The Congregational Council will address each of these steps with the help and guidance of the Synod along with legal and financial professionals. It is helpful if all the members of the congregation help in the process. Committees or teams may be formed to address specific tasks. Getting involved with the process and tasks can facilitate the grief process.

**Where and when do I go?**

Have an open discussion about where you would like to worship in the future. You may choose to all go to another congregation together, but ultimately, each member may join the congregation of their choice. It is the hope and prayer that members will remain active, faithful and supportive until the congregation closes.

**When should I transfer my membership to another church?**

It is important that you keep your membership with this congregation until the dissolution is final in order to fulfill obligations, even though you may begin worshipping at another church.

**Do I continue to give my tithe and offerings to this congregation?**

Until Holy Closure is complete, we hope you will continue to support the congregation financially, as there are still financial obligations to be met.

**When is our last regular Sunday service?**

The Congregational Council will determine when the last Sunday service would be. It is appropriate to hold a grand celebration of the congregation. The date and nature of this celebration is determined by the Congregational Council.

**What liturgy do we use for our last service or the grand celebration?**

There is a service of leave taking in the ELW Occasional Services for the Assembly or on [www.SundaysandSeasons.com](http://www.SundaysandSeasons.com). A pastor of the congregation may serve as the presiding minister for this occasion. The synod bishop or another synod representative, if present, may preside at the service or at the sending.

**What happens to all the assets in the buildings? Who will be responsible for making the decisions?**

All the assets including tables, chairs, pianos, appliances, furnishings etc. are considered assets of the congregation and would be disposed of either by sale or by donation to other religious or non-profit organizations. The provisions of the sale and timing for this will be determined by the Congregational Council with guidance from both the Synod and legal counsel. The congregation has to vote on the final sale of the building.

**What happens if the building is not sold?**

If the building is not sold, the congregation may vote to donate the property to a religious, membership, educational, municipal or not-for-profit organization for no or minimal consideration. Any assets remaining in the name of the congregation when it dissolves revert to the Upstate New York Synod.

**When is the congregation actually closed?**

The congregation will finally close when all the legal and financial requirements as required by law are complete which generally takes a number of months. The Congregational Council, congregation and care of the property continue until this is done.

**Who can vote in these matters?**

Check with your own constitution regarding who can vote and rules pertaining to congregational meetings – quorums, notification required, etc.



## Chapter 5: Making Closure, Ending in Hope

In the multi-step process of closing, your congregation will experience a variety of emotions of varying degrees: grief and nostalgia, anxiety and hopefulness about the future. Some of the members may feel relieved; some may worry that by closing, your congregation and its witness will be forgotten. A final gathering time and service can be an important way to acknowledge your congregation's history and witness in the community; it can give voice to the pain of loss that many are feeling about closing; it can be a lasting testimony to the community. Gathering with members, friends, the community at large, and other congregations who may be joining in ministry is a public sign that God's mission continues and extends beyond our temporary buildings.

Below are some suggested steps your congregation may want to consider as you plan for the final gathering and service. We have also included a *Service of Leave-Taking* for use when a congregation is leaving a church-building that has served its mission, or for when a congregation is closing.

**Steps to consider when planning the final service:**

1. Have a meal. For centuries, when Christians gather to mark a life-changing occasion, food is shared. Think what weddings and funerals would be without the meal to share in. Even baptisms and confirmations have their traditional cake or luncheons. Sharing one last meal in the beloved kitchen, using the space of the building that your congregation is leaving, is a testament to your shared spiritual life together in this place.
2. Invite current and former members.
3. Invite the community. This service is their chance to say farewell and Godspeed to your congregation and its witness in the community.
4. Invite the recipients of the church's assets. This can be a public way to show continuity of God's work between your congregation and the recipients of your abundance. Share this information during the service.

5. Invite other congregations. Especially invite a congregation you may be merging with, or a congregation that has been identified as the primary congregation your members will be joining. This can be a powerful testament to the mutual ministry you share in Christ.
6. Plan the service with care and attention. Be intentional about the final procession, where items commonly used in the congregation's worship life are carried out of the building for the last time. Plan who will carry these items and what the person carrying them is to do with them at the end of the procession. You may also wish to incorporate the church's mission statement in a part of the liturgy.



## **Appendix A:** **A Checklist of Items to Consider in Closing a Congregation**

### **Synod**

Contact Bishop's Office

### **Records**

*Please note that local historical societies may copy any of the congregation's records but the originals must be sent to the Lutheran Archives Center in Philadelphia (address in Appendix F). If you are consolidating or merging, the records may be move to the new congregation.*

Gather all records and make a list:

Articles of incorporation, constitution, bylaws

Parish register

Minutes: congregation meetings and congregation council meetings

Minutes: committees and groups (i.e. WELCA)

Newsletters

Worship bulletins

Property papers: titles and deeds

Insurance policies

Annual statistical reports

Annual audit reports

Printed histories

Congregational directories

Audio and visual records including photographs, videotape, and films Church cemetery records *(if applicable)*

Appraise which records to maintain and forward to Synod Secretary

Appraise records to archive

Dispose of records not needed

**Membership**

Arrange for transfer of membership for all members

**Pastor**

Finalize payments to pastor

File any forms related to pastor's end of call

**Property**

1. Inventory the contents of the building(s).
2. Arrange to secure the building(s) until ownership is transferred.
3. Designate person to check building regularly
4. Discontinue utility services no longer needed.
5. Arrange for the exterior of the property to be maintained (lawn mowing, weed control and snow removal).
6. Decide what to do with the contents and with the building(s).

**Financial**

1. Catalog all financial accounts.
2. Arrange for bills to be paid promptly until closing is finalized.
3. Have a simple audit done by someone outside the congregation.
4. Plan how to disburse any remaining funds and then disburse them when appropriate.

**Cemetery (if applicable)**

Transfer ownership or establish fund for cemetery maintenance in perpetuity.

**Synod & ELCA**

1. File the Congregation Closing Checklist (Appendix G) with the Upstate New York Synod.
2. File a parochial report for the year of closure.



**Appendix B:**  
**Outline of Legal Steps**  
**to Close a New York ELCA Congregation**

**BACKGROUND**

Most ELCA congregations are formed as separate religious corporations under the New York Religious Corporations Law. They are legal entities separate from the Upstate New York Synod of the ELCA (the “Synod”) and the Evangelical Lutheran Church in America (the “ELCA”).

The principal governing documents of an ELCA congregation are its Certificate of Incorporation, Constitution and By-Laws. Its Certificate of Incorporation is filed in the county

clerk's office for the county in which it is located, not the New York Secretary of State's Office. Its Constitution and By-Laws are adopted by its members, subject to approval of the Synod. An ELCA congregation, as a New York religious corporation, is also subject to the provisions of the New York Religious Corporations Law and certain provisions of the New York Not-For-Profit Corporation Law. Under these statutes, certain actions by a religious corporation are subject to review by the New York Attorney General and/or a New York Supreme Court Judge.

The Constitution of the ELCA congregation and the New York Religious Corporations Law describe the relationship of an ELCA congregation to the Synod and those matters which require Synod approval.

Subject to the provisions of New York Law or its governing documents, the primary authority to govern and operate an ELCA congregation rests with its members who act through meetings. Through its Constitution and By-Laws, the members delegate certain authorities to the Congregational Council and its officers.

The decision to close an ELCA congregation and dissolve an ELCA congregation is governed by both applicable law and also the governing documents for the ELCA congregation.

#### **LEGAL STEPS TO CLOSE AN ELCA CONGREGATION**

Generally a two step process is used to "close" congregations. First, the real property of the religious corporation is sold. Second, the religious corporation is dissolved. The congregation should obtain the assistance of an attorney experienced in this process to assist it.

The legal steps generally followed to sell the real property include:

1. Listing the property for sale with a broker.
2. Locating prior searches and surveys for the real property.
3. Signing a contract to the sell real property which should be contingent upon approval by the members of the congregation and also subject to approval by the New York Supreme Court.
4. Closing the real property sale and receiving the sales proceeds.

After the closing of the real property sale, the congregation then knows how much it has available to dispose of in connection with its dissolution.

The second step which is the dissolution of the religious corporation, includes the following steps:

1. The members must vote to dissolve.
2. The proposal for dissolution should include provisions for distribution of the assets including provisions for payment of any debts or legal obligations. Distributions must, by



New York law, be made to other qualified charities. As the Synod is entitled, under the model ELCA Constitution and New York law, to undisposed assets or funds upon the dissolution of a Lutheran religious corporation, generally the decisions as to how to distribute funds are made in consultation with the Bishop or Bishop's representative.

3. The congregational records are sent to the archives and a fee is paid.
4. The congregation should not be distributing assets of any value to individual members. It may either sell its assets or contribute them to another qualified charity.
5. Notice of dissolution must be published in a newspaper for four consecutive weeks.
6. An application must be made to the Supreme Court for authority to dissolve. The application, among other things, sets forth the distribution of the assets of the congregation.
7. A court order is obtained dissolving the corporation. The remaining assets are then distributed in accordance with the court order.
8. File the final checklist with the synod. (Appendix G).



## Appendix C: Relevant Portions of Model Congregational Constitution

The following portions of the Model Constitution for Congregations deal with voting and matters in relation to closing or disposing of property. Please check your own constitution as it may be slightly different than the model.

### Chapter 5.

#### **POWERS OF THE CONGREGATION**

- \*C5.01. The powers of this congregation are those necessary to fulfill its purpose.
- \*C5.02. The powers of this congregation are vested in the Congregation Meeting called and conducted as provided in this constitution and bylaws.
- \*C5.03. Only such authority as is delegated to the Congregation Council or other organizational units in this congregation's governing documents is recognized. All remaining authority is retained by the congregation. The congregation is authorized to:
  - g. hold title to and use its property for any and all activities consistent with its purpose;

### Chapter 7.

#### **PROPERTY OWNERSHIP**

**\*C7.01.** If this congregation ceases to exist, title to undisposed property shall pass to the Upstate New York Synod of the Evangelical Lutheran Church in America.

**\*C7.02.** If this congregation is removed from membership in the Evangelical Lutheran Church in America according to its procedure for discipline, title to property shall continue to reside in this congregation.

**\*C7.03.** If a two-thirds majority of the voting members of this congregation present at a legally called and conducted special meeting of this congregation vote to transfer to another Lutheran church body, title to property shall continue to reside in this congregation. Before this congregation takes action to transfer to another Lutheran church body, it shall consult with representatives of the (*insert name of synod*) Synod.

**\*C7.04.** If a two-thirds majority of the voting members of this congregation present at a legally called and conducted special meeting of this congregation vote to become independent or relate to a non-Lutheran church body, title to property of this congregation shall continue to reside in this congregation only with the consent of the Synod Council. The Synod Council, after consultation with this congregation by the established synodical process, may give approval to the request to become independent or to relate to a non-Lutheran church body, in which case title shall remain with the majority of this congregation. If the Synod Council fails to give such approval, title shall remain with those members who desire to continue as a congregation of the Evangelical Lutheran Church in America.

**C7.05.** Notwithstanding the provisions of \*C7.02. and \*C.7.03. above, where this congregation has received property from the synod pursuant to a deed or other instrument containing restrictions under provision 9.71.a. of the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*, this congregation accepts such restrictions and:

- a. Shall not transfer, encumber, mortgage, or in any way burden or impair any right, title, or interest in the property without prior approval of the Synod Council.
- b. Shall—upon written demand by the Synod Council, pursuant to 1-S13.23. of the constitution of the (*insert name of synod*)—reconvey and transfer all right, title, and interest in the property to the synod.

## **Chapter 8.**

### **MEMBERSHIP**

**\*C8.01.** Members of this congregation shall be those baptized persons on the roll of this congregation at the time that this constitution is adopted and those who are admitted thereafter and who have declared and maintain their membership in accordance with the provisions of this constitution and its bylaws.

**\*C8.02.** Members shall be classified as follows:

- a. **Baptized** ...
- b. **Confirmed** members are baptized persons who have been confirmed in this congregation, those who have been received by adult baptism or by transfer as confirmed members from other Lutheran congregations, or baptized persons received by affirmation of faith.
- c. **Voting** members are confirmed members. Such confirmed members, during the current or preceding calendar year, shall have communed in this congregation and shall have made a contribution of record to this congregation. Members of this congregation who have satisfied

these basic standards shall have the privilege of voice and vote at every regular and special meeting of the congregation.

#### **Chapter 10.**

##### **CONGREGATION MEETING**

**C10.03.** Notice of all meetings of this congregation shall be given at the services of worship on the preceding two consecutive Sundays and by mail to all [voting] members at least 10 days in advance of the date of the meeting. The posting of such notice in the regular mail, with the regular postage affixed or paid, sent to the last known address of such members shall be sufficient.

**C10.06.** All actions approved by the congregation shall be by majority vote of those voting members present and voting, except as otherwise provided in this constitution or by state law.

#### **Chapter 12.**

##### **CONGREGATION COUNCIL**

**C12.05.** The Congregation Council shall be responsible for the financial and property matters of this congregation.

a. The Congregation Council shall be the board of [trustees] [directors] of this congregation, and as such shall be responsible for maintaining and protecting its property and the management of its business and fiscal affairs. It shall have the powers and be subject to the obligations that pertain to such boards under the laws of the (State of New York), except as otherwise provided herein.

b. The Congregation Council shall not have the authority to buy, sell, or encumber real property unless specifically authorized to do so by a meeting of the congregation.

e. The Congregation Council shall ascertain that the financial affairs of this congregation are being conducted efficiently, giving particular attention to the prompt payment of all obligations and to the regular forwarding of benevolence monies to the synodical treasurer.

f. The Congregation Council shall be responsible for this congregation's investments and its total insurance program.



### **Appendix D:**

## **Testimonies of Those Who Have Gone Through Holy Closure**

*“The transition was fairly easy for me... At first it felt strange coming to a new church. As time goes on it has become more comfortable. People are friendly and we are welcomed in church*

*activities.... We have a new home – a place to share with our second family, a fellowship that can't be replaced.” - Ann Zimmerman, formerly of St. Paul's, N. Tonawanda*

*“You will be surprised at the behavior and actions of some members. More importantly, you will be pleasantly surprised at how many people are often on the same page and ‘reasonable.’ I would say that although Holy Closure is not necessarily a positive experience, it isn't necessarily bad either. I was able to experience just how wonderful, wise and intelligent many of the people are in my church. ...I knew they were good people, but this gave me an opportunity to experience their greatness. - Dr. Michael Wendt, formerly of St. Paul's, N. Tonawanda*

*“... I and others felt the end coming... I began to feel as if God was telling us we had to move to other places to be of service. The building we called ‘home’ was ultimately closed. It was a sad day – it felt as if I was losing a dear friend. ... However, I don't really feel a need to return to the old building. I have a new ‘home and family.’” - Virginia Broeker, formerly of St. Paul's, N. Tonawanda*

*“The congregation and Congregational Council had a difficult time making the decision even though numbers were getting low and people were getting burned out. Letting go of the building was very difficult. It was “home” to a lot of people – they spent a lot of their lives there – marriages/baptisms/confirmations all very important times in their lives. A feeling of failure is great, especially among the leaders. The Holy Closure service and celebration was very beneficial. It showed what an impact Grace had on people over the years....” - Diane Martin-Pratt, formerly of Grace, N. Tonawanda*

*“...Holy Closure is where the dedication of the Congregational Council to the true reason for CHURCH becomes really tested. The main thing the Congregational Council needs at this time is solidarity! Much prayer and discussion will be needed to not only hold up the spirits of those involved but so that everyone is on the same page....” - Chuck Hyland, formerly of Grace, N. Tonawanda*



## **Appendix E:** **Ideas for the Distribution of Assets**

**Financial resources, real property or assets of the congregation may not be given to individuals – current or former members.** The financial assets of the congregation must be distributed as part of the final dissolution of the congregation. The current leaders and members of the congregation are the stewards of perhaps generations of gifts to our Lord and His church. Memorial gifts are the property of the congregation, not the families who gave them, and the congregation should disperse them as appropriate. Consider the congregation's

commitments and concerns in the past. That might give you a clue as to how existing resources could be invested in the mission of the wider church. Therefore, the recipients should proclaim Jesus Christ and the mission of the Church and not just any not-for-profit organization. For example:

- Any level of the ELCA – national church, Upstate NY synod, Niagara Frontier Conference
- Special funds within the synod or ELCA
  - Fund for Leaders in Mission (seminary scholarships)
  - Feed the Roots of Leadership (support for Outdoor Ministries, Campus Ministries & Seminary education)
  - Disaster Relief
  - Missionary support
  - World Hunger
  - ...
- Any agency of the ELCA
  - Lutheran Charities
  - Lutheran Campus Ministry
  - Niagara Lutheran Health System
  - Lutheran Theological Seminary at Philadelphia (or other seminary)
  - Outdoor ministries – Lake Chautauqua Lutheran Center or VanderKamp
  - Conference Education Fund
  - ...
- Another congregation of the ELCA
  - For their general fund
  - To establish a new ministry within that congregation
  - To start a new congregation/ministry site
  - ...



## **Appendix F:** **Local Resources**

You will need to fill in local names and contact information for many of these.

### **Conference Dean**

### **Upstate NY Synod**

Bishop – Rev. John S. Macholz  
 Admin. Asst. – Kathy Neugent  
 Bookkeeper– Karen Brundige  
 5811 Heritage Landing Drive, First Floor  
 E. Syracuse, NY 13057  
 315-299-4955  
[KNeugent@upstatenysynod.org](mailto:KNeugent@upstatenysynod.org)

**Synod Archivist**

Ms. Karen Kolb  
 202 Joseph Drive  
 Tonawanda, NY 14150  
[kkolb@roadrunner.com](mailto:kkolb@roadrunner.com)

**The Lutheran Archives Center  
at Philadelphia**

7301 Germantown Ave.  
 Philadelphia, PA 19119-1794  
 215-248-6383  
[mtairyarchives@ltsp.edu](mailto:mtairyarchives@ltsp.edu)

**Local Historical Society****Attorney**

*(You need a lawyer who is versed in NY  
 state religious corporation law.)*

Jeff Human  
 Gross, Shuman, Brizdle & Gilfillan P.C.  
 465 Main St., Suite 600  
 Buffalo, NY 14203-1787  
 716-854-4300, Ext. 210  
[JHuman@gross-shuman.com](mailto:JHuman@gross-shuman.com)

**Realtor**

Any realtor in your area that deals in  
 commercial property

**Distribution of used church furniture**

- There are many websites that will buy and sell used church furniture. Simply Google it and you'll find a wealth of information.

- Buffalo Re-Store (Habitat for Humanity)  
 501 Amherst St.  
 Buffalo, NY 14207  
 (716) 852-6607 ext. 203  
[BuffaloReStore@yahoo.com](mailto:BuffaloReStore@yahoo.com)

**Accountant****History Event Leaders****Congregations who have recently gone  
through Holy Closure**

- Grace, North Tonawanda  
 Contact Diane Martin Pratt  
[Diane.Pratt@nfmcc.org](mailto:Diane.Pratt@nfmcc.org)  
 Rev. Janet Griffiths  
[jangriff@roadrunner.com](mailto:jangriff@roadrunner.com)
- Calvary, Niagara Falls  
 Contact Rev. Rod Klinzing  
[rodneyKlinzing@yahoo.com](mailto:rodneyKlinzing@yahoo.com)
- St. Paul's, North Tonawanda  
 Contact Rev. Devie Ellis  
[RevDevie@aol.com](mailto:RevDevie@aol.com)



# Upstate New York Synod

Evangelical Lutheran Church in America

God's work. Our hands.

## CONGREGATION CLOSING CHECK LIST

Congregation/Location: \_\_\_\_\_

Congregation ID Number: \_\_\_\_\_

Final Vote for Closure Date \_\_\_\_\_ Vote Results \_\_\_\_\_ YES  
 \_\_\_\_\_ NO  
 \_\_\_\_\_ Abstentions

Date Closing Service (Grand Celebration): \_\_\_\_\_

Date Corporate Dissolution Approved (court order received) \_\_\_\_\_

Date of Completion of Distribution of Assets per Court Order \_\_\_\_\_

Date Congregation Records Transferred to Archive Center at Philadelphia \_\_\_\_\_

Official Close Date of Congregation \_\_\_\_\_

Church Officer Signatures (requires 2 officer signatures):

\_\_\_\_\_  
 SIGNATURE #1

\_\_\_\_\_  
 PRINTED NAME

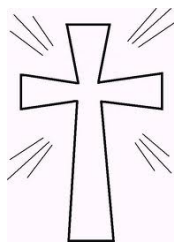
\_\_\_\_\_  
 DATE

\_\_\_\_\_  
 SIGNATURE #2

\_\_\_\_\_  
 PRINTED NAME

\_\_\_\_\_  
 DATE

To be mailed to the synod office no more than 30 days after the official closing date.



*This manual includes material adapted and used by permission from*

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***Legacy Churches***, by Stephen Gray and Franklin Dumond; ChurchSmart Resources, 2009.

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Committee on Holy Closure: The Rev. Nancy A. Milleville, The Rev. Devie Ellis, The Rev. Janet Griffiths, The Rev. John Scarafia, The Rev. Rod Klinzing, Mr. Jeff Human Esq.

Reviewed by: Bishop John S. Macholz, Upstate New York Synod staff, Committee of Deans and Synod Council.

October, 2013