

LEADER CONVERSATION GUIDE

Improving Church Bylaws & Board Policies (Interview with David Middlebrook, The Church Lawyers) - Episode 272

Effective Church Boards & Governance Models (Part 4)

Bylaws and board policies may not be the most exciting topic, but they do play a key role in helping your church board operate effectively.

For this conversation, I was joined by David Middlebrook from [The Church Lawyers](#), one of the country's leading attorneys in the area of religious nonprofit organizations. We discussed common governance mistakes churches make, the three fiduciary duties of a church board member, and encouragement for making positive change in your church.

Interview with David Middlebrook

Tony: Our sense is that poor governance and dysfunctional church boards are one of the key reasons why churches get stuck. Do you agree?

David: You have to have a good foundation or you're going to have a bad house. In the same way, the church, that is the house of the Lord, has to have a good foundation legally speaking. That includes all of the governing documents, articles, bylaws, minutes, board meetings, resolutions—all of those things that allow us to exercise our religious freedoms.

Tony: What are some of the common mistakes that you see as it relates to church governance?

David: A lot of it has to do with a misunderstanding of what each role does. It's true that in small churches people have to wear many hats, but as the church grows, you need to have everyone in defined roles with an understanding of what their job description is. Another problem that folks run into regularly is directors trying to micromanage or be involved in operations.

Tony: Are there things that can be addressed through the bylaws, policies, and procedures to help clarify the roles of the board compared to the roles of the pastor and the staff team?

David: There should be a governance policy to make it clear who is in what roles and what their respective responsibilities are. The broad framework for that should be contained in the governing document—the bylaws of the church.

Another challenge is that pastors or staff members start to take direction from individual board members rather than waiting for the direction of the entire board—that becomes a challenge because different board members may have different perspectives on the direction that the ministry is going. So that goes back to the concept of understanding that the board must act as a group: The majority of the board must act as a group and there must be a quorum present.

Tony: Large church boards are many times too hands-off. What are some of the best practices for boards at larger churches to try to overcome that challenge?

David: You have to go back to the basic principle of the duties of someone that serves on a board. Every member has three core fiduciary duties: a duty of care, a duty of loyalty, and a duty of obedience. The duty of care is what we call “the reasonable person standard.” Somebody should be able to look at the actions of an individual or the group and ask, “Is that what a reasonable person would do in the same or similar circumstances?” A duty of loyalty means “I put the interest of the church in the same degree of care and concern as I do my own personal stuff.” If I don't do that, then I really shouldn't be on the board. The duty of obedience means you obey the law—in this context, that begins with your bylaws. That's how you fulfill your duties.

Tony: Many times a pastor recognizes a problem with their governance model, but is concerned that a change will lead to tension and division in the church. Any encouragement for pastors facing that type of dynamic? How they could engage this type of conversation?

David: It's very beneficial to get a professional that can help you, because it's really more of a process. It's a good practice to set a reminder once a year to get your bylaws out and read them. They should be like a mirror: You should be able to say “Yes, that's what we did and that reflects who we are.” If anything doesn't feel that way, then make small and incremental changes so you can get it right.

Tony: Any final words of encouragement you'd like to provide, particularly to the senior pastors who are listening in today?

David: What I would wish for everybody that's listening is, whether you work with us or somebody else, that you would have peace of mind so that you can do what God's called you to do through the church—because it's never been needed more than it is right now.

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