

THE LUTHERAN CHURCH-MISSOURI SYNOD ENGLISH DISTRICT

BYLAWS

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PREAMBLE

In 1872 an initial conference of English-speaking Lutherans was held in Gravelton, Missouri. In 1888 the English Evangelical Lutheran Synod of Missouri was organized and in 1911 was invited to join the German Evangelical Lutheran Synod of Missouri, Ohio and other States as the English Mission District. An agreement dated May 15, 1911, in Saint Louis, Missouri (*Delegatensynod von Missouri, Ohio u.a. St.*, 1911, pages 31-35) made the English District official. Because of this origin the English District is unique among the districts of the Synod (Denver Convention *Proceedings*, 1969, Resolution 5-15). Since the English District is a district of The Lutheran Church–Missouri Synod, the Constitution of the Synod as given in the *Handbook* is also the Constitution of the District. Also, the Bylaws of the Synod are primarily the Bylaws of the District. The District's objectives are as noted in the Synod's Constitution (see *2010 Handbook*), Article III Objectives:

The Synod, under Scripture and the Lutheran Confessions, shall –

1. Conserve and promote the unity of the true faith (Ephesians 4:3-6; 1st Corinthians 1:10), work through its official structure toward fellowship with other Christian church bodies, and provide a united defense against schism, sectarianism (Romans 16:17), and heresy;
2. Strengthen congregations and their members in giving bold witness by word and deed to the love and work of God, the Father, Son and Holy Spirit, and extend that Gospel witness into all the world;
3. Recruit and train pastors, teachers and other professional church workers, and provide opportunity for their continuing growth;
4. Provide opportunities through which its members may express their Christian concern, love and compassion in meeting human needs;
5. Aid congregations to develop processes of thorough Christian education and nurture, to establish agencies of Christian education such as elementary and secondary schools, and to support Synod colleges, universities and seminaries;
6. Aid congregations by providing a variety of resources and opportunities for recognizing, promoting, expressing, conserving and defending their confessional unity in the true faith;
7. Encourage congregations to strive for uniformity in church practice but also to develop an appreciation of a variety of responsible practices and customs which are in harmony with our common profession of faith;
8. Provide evangelical supervision, counsel and care for pastors, teachers and other professional church workers of the Synod in the performance of their official duties;
9. Provide protection for congregations, pastors, teachers and other church workers in the performance of their official duties and the maintenance of their rights;

10. Aid in providing for the welfare of pastors, teachers and other church workers and their families in the event of illness, disability, retirement, special need and death.

Thus in the light of the Synod's objectives the mission of the English District is to seize every opportunity to serve the Lord of the Church, Jesus Christ, the whole Church in the whole world, and the whole person in the whole society, and in fulfillment of this mission, it shall seek to utilize its unique character to:

- A. Assist congregations of the District in their ministries to their own communities with their own characteristics and needs;
- B. Serve as a progressive element in the church body, both in applying the Gospel to new and changing situations and in demonstrating concern about community problems and ecumenical opportunities;
- C. Begin new churches and support new ministries with particular emphasis on openness to new challenges;
- D. Assist in the revitalization of existing congregations and ministries;
- E. Assist ministries in communities that are changing;
- F. Focus on special, ethnic, urban and campus ministries;
- G. Support mission initiatives of The Lutheran Church– Missouri Synod;
- H. Support life-long educational ministries within the District; and
- I. Provide opportunities and avenues for congregations and their members to live out their love for God through the Christian stewardship of their time, talents and treasures.

ARTICLE I

CONGREGATIONS OF THE DISTRICT

- A. The congregations of the District shall exercise their authority through delegate convention which shall consist of all duly certified delegates from member congregations.
- B. The District shall exercise its authority in harmony with the goals and directives of the Synod and under the guidance of the Scriptures and the Lutheran Confessions.
- C. The District shall delegate its authority as hereinafter prescribed. The exercise of such delegated authority shall always be subject to review by the District.

ARTICLE II

ADMINISTRATION

- A. The District shall establish an organizational structure for the effective operation of its programs and conduct of its affairs which shall include the District Convention (*referenced throughout as "Convention"*), the officers of the District, the Board of Directors, and such other staff and personnel as that Board may deem necessary and appropriate.
- B. The administration of the affairs shall be conducted on three levels:
 1. The Convention, which shall consist of the District at large through its delegates in convention assembled, and shall be the governing body of the District subject to the Constitution, Bylaws, and Resolutions of Synod, and to these Bylaws;
 2. The elected officers of the District, who shall have primary responsibility for the implementation of decisions of the Convention and the Board of Directors;

3. The Board of Directors elected by the Convention, which serves as the legal representative of the District and the custodian of all property of the District. Between conventions the Board shall provide for implementation within the District of the decisions of the Synod and District conventions, establish and review policy, determine general priorities, approve program budgets, allocate necessary funds for the support of the Synod and District budgets, review program performance, make provisions for necessary staff, and review the performance of the District President. It shall report its activities to the Convention.
- C. Dispute Reconcilers shall be chosen in such manner and exercise such jurisdiction as provided by the Bylaws of the Synod (see *2010 Handbook* bylaw 1.10.10ff).
- D. A Committee on Nominations shall be elected at each Convention to prepare the ballot for the next convention. One pastor and one layperson or commissioned minister by name from each conference region will be elected. The Committee will organize itself nine months prior to the convention in accordance with the District's *Corporate Operations Manual*.
- E. A Committee for Stewardship shall be appointed by the Board of Directors to comply with the stewardship programs and goals of the Synod (see *2010 Handbook* Bylaw 4.6).

ARTICLE III

OFFICERS

- A. There shall be a President (Bishop), four Vice-Presidents, a Secretary, an appointed Treasurer, and Circuit Counselors.
- B. The duties of the President, the Secretary, the Treasurer, and the Circuit Counselors are described Bylaw 5.2 (see *2010 Handbook*) and in the resolutions of the conventions.
- C. The Vice-Presidents shall advise the President, serve as his representatives, and assist him in bringing to the Board of Directors any needed recommendations.
- D. All staff shall be directly accountable to the President.

ARTICLE IV

ELECTIONS AND VACANCIES

- A. Elections
 1. All elections shall take place at the regular Convention.
 2. The President and all other elected officers, board and committee members shall be elected by a majority of votes cast.
 3. One Vice-President from each of the four regions shall be elected by the delegates. The convention shall determine their rank.
 4. Officers, members of the Board of Directors, Committee on Nominations, Committee for Stewardship, and Circuit Counselors shall serve for a term of three years. A person's tenure in the same office or function shall be limited to four (4) consecutive full three-year terms. These persons may be elected to their previous office or function after an interval of no less than three (3) years, or be appointed to fill an unexpired term after an interval of no less than two (2) years.

B. Vacancies

1. In the event that the Board of Directors determines that the President is unable to serve in that capacity because of prolonged illness or disability, the duties and responsibilities of the office of President shall be performed by the 1st Vice-President, and the 1st Vice-President shall remain as the Acting President until the Board determines such illness or disability has been removed, the President resigns or dies, or the Board determines that the illness or disability is permanent.
2. In the event that the office of President becomes vacant because of the resignation, death or permanent disability of the President, the 1st Vice-President shall succeed to the office of President and shall serve until the next Convention.
3. The successor need not terminate his current position while completing the unexpired term.
4. Any Vice-President, who by the terms of this Article succeeds to the office of President, may decline such office; in which event:
 - a. The next ranking Vice-President shall become President of the District;
 - b. All other Vice-Presidents shall move up one rank;
 - c. The declining Vice-President shall fill the last ranking vacant Vice-Presidency.
 - d. In the event that all Vice-Presidents decline the office of President, the ranking of the Vice-Presidents shall remain unchanged, and the 1st Vice-President shall serve as Acting President until the next convention, when a President shall be elected. He need not leave his current position while serving as Acting President.
5. A vacancy on the Board of Directors shall be filled by the voting members of the Board.
6. A vacancy on the Committee on Nominations or in the Vice-Presidents shall be filled by the Board of Directors.
7. Vacancies that occur in the office of Circuit Counselor between conventions shall be filled by appointment by the District President.
8. Persons appointed to fill a vacancy on the Board of Directors or other elected or appointed positions shall serve until successors have been elected by the Convention or appointed under the terms of the bylaws.

ARTICLE V

CONFERENCES

- A. The President shall confer with the Board of Directors to arrange for the official conferences of the professional ministers of the District.
- B. There shall be four regional pastoral conferences, which shall meet not less than once each year.
- C. There shall be at least one District Conference for Commissioned Ministers per triennium.
- D. Circuit forums shall meet at the call of their Circuit Counselors to select their Circuit Counselors no later than the time established by the District and following the procedures noted in Synod Bylaws 5.2.2 & 5.3 (see *2010 Handbook*).
- E. The Circuit Counselors and any other officers of the circuit shall have the primary responsibility of preparing the agenda for the Circuit Convocation (see Bylaw 5.4, *2010 Handbook*).

ARTICLE VI

POWERS

The District shall have legal powers as follows:

- A. To purchase, acquire, hold, administer, sell, transfer, mortgage and convey property of every description, both personal and real, in the interest of the District;
- B. To accept, hold, administer, sell, transfer and convey legacies, gifts, donations, commercial papers and legal documents of every description in the performance of its work;
- C. To delegate to the Board of Directors who shall exercise the aforementioned powers. No individual or officer of the District shall have the power to usurp this authority.
- D. No action on the part of the members of the Board of Directors shall be prerequisite to the borrowing of money or the execution of any mortgage upon personality or realty.
- E. There shall be no shares of stock issued in connection with the District.

ARTICLE VII

BOARD OF DIRECTORS

- A. The Board of Directors shall be composed of twelve (12) voting members: the President and the Secretary of the District; two (2) pastors, one of whom shall be elected from the Eastern/Lake Erie Regions and one from the Midwestern/Western Regions; two (2) commissioned ministers, one of whom shall be elected from the Eastern/Lake Erie Regions and one from the Midwestern/Western Regions; and six (6) lay persons, one from each of the four (4) regions and two (2) elected at-large. The Board shall also include six (6) non-voting members: four (4) Vice-Presidents, the appointed Treasurer, and the President of the English District of The Lutheran Church–Missouri Synod (Canada Corporation). They shall serve only in an advisory capacity. The Board shall elect its own chair and vice-chair from among the voting members of the Board after each convention. The President and Secretary may not serve as chair or vice-chair.
- B. The Board of Directors shall have such powers and duties as are accorded to it by the Constitution, Bylaws, Articles of Incorporation, resolutions, and policies of the Synod, as well as those of the District. The Board's chief responsibility is developing and amending policy.
 1. Subject to such limitations, it shall operate within the applicable federal and state laws.
 2. It shall be vested with the general management and supervision of the District's business and legal affairs and shall adopt policies and require procedures which assure that said management and supervision is affected.
 3. In fulfilling its functions and in coordinating its work with the Synod, the Board shall be guided generally by the functions of the Board of Directors of the Synod as defined in Synod Bylaws 3.3.5ff (see *2010 Handbook*) as these apply to districts.
 4. Between conventions it shall provide for implementation within the District of the decisions of the Synod and District conventions and allocate necessary funds for the support of the Synod and District budgets.
- C. Regular meetings of the Board of Directors shall be held at least four (4) times a year at such time and place as the Board shall determine.

- D. Special meetings of the Board of Directors may be called by the President or upon request of seven (7) board members at any time, by means of written or email notice, at least three (3) days in advance of the time, place and purpose thereof to each director. Special meetings may be held by means of conference telephone, video conferencing, or similar communications equipment through which all persons participating in the meeting can hear each other. A director participating by such means is deemed to be present in person at the meeting.
- E. A majority of the voting directors shall constitute a quorum.
- F. If and when all voting directors have been polled and a majority consent in writing to any action to be taken by the District, such action shall be as valid corporate action as though it had been authorized at a meeting of the Board of Directors.
- G. The Board of Directors shall have power to appoint such other officers and agents as the Board may deem necessary for the transaction of the business of the District.
- H. The Board of Directors may require any officer or agent to file with the District a satisfactory fidelity bond.
- I. Execution of instruments.
 - 1. All checks, drafts and orders for payment of money shall be signed in the name of the District and may be countersigned by such officers or agents as the Board of Directors designates for that purpose or by the Treasurer alone.
 - 2. When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the President and the Secretary may execute the same in the name of and on behalf of the District and may affix the corporate seal thereto. The Board of Directors shall have power to designate the officers and agents who shall have authority to execute any instrument on behalf of the District.
- J. The Board of Directors shall act on behalf of the District to borrow money the Board deems necessary and appropriate. In such case the Board may authorize the proper officers of the District to make, execute and deliver in the name of and on behalf of the District such notes, bonds and other evidence of indebtedness as the Board should deem proper. It shall have full power to mortgage the property of the District, or any part thereof, as security for such indebtedness, and no action on the part of the membership of the District shall be requisite to the validity of any such note, bond, evidence of indebtedness or mortgage.
- K. The Board of Directors shall establish and maintain the District's *Corporate Operations Manual* and shall approve appropriate modifications. Only the District in Convention, however, shall have the power to amend the *Corporate Operations Manual* with respect to sections dealing with the election of officers and the Board. Modifications, approved by the Board to any other sections, shall be reported at the next Convention.
- L. The Board of Directors shall establish the annual District budget.
- M. The Board of Directors shall establish the salary of the District President on an annual basis.
- N. The Board of Directors shall report at each Convention.
- O. The Board of Directors shall conduct, supervise, and manage all affairs of the District not otherwise assigned.
- P. The Board of Directors shall have full power and authority to exercise any and all of the powers set forth in Article VI.

- Q. No member of the Board of Directors shall receive remuneration (beyond allowable reimbursement) for service on the Board.
- R. Each Board member shall avoid conflicts of interest and shall disclose to the Board chair any potential conflicts of interest.
- S. A member of the Board of Directors may be removed for witness or actions that are contrary to the mission and ministry of the District or to the functions of a Board member. Such removal requires an affirmative vote of at least three-fourths (3/4) of the voting members of the Board present at a duly noticed and constituted Board meeting. All actions must be in accord with Synod Bylaw 1.5.7 (see *2010 Handbook*).

ARTICLE VIII

ENGLISH DISTRICT ENDOWMENT FUND

- A. The District shall establish and maintain an endowment fund, providing a stewardship opportunity for congregations and their members and a resource for the support of District and Synod ministries. (The structure and operation of the fund is described in the English District *Corporate Operations Manual*.)
- B. The Board of Directors shall exercise oversight for the English District Endowment Fund (EDEF).
- C. The Board shall assure that the EDEF Board of Managers reports on its work at least annually to the Board.
- D. The Board shall elect one of its voting members to serve on the EDEF Board of Managers.

ARTICLE IX

CONFLICTS

- A. No article of the Bylaws of the District shall be valid which conflicts with the Constitution and Bylaws of the Synod.
- B. Any matter, rule or regulation not specifically herein contained in the Bylaws shall be governed by comparable provision in the Constitution and Bylaws of the Synod.

ARTICLE X

AMENDMENT TO BYLAWS

Changes, additions and alterations to the Bylaws may be made provided they:

- A. Are not contrary to the Constitution or Bylaws of the Synod;
- B. Are separately considered and acted upon by the Board of Directors;
- C. Are presented for review to the Commission on Constitutional Matters of the Synod prior to consideration by a District convention;
- D. Are presented in writing to the District in convention; and
- E. Are passed by a majority of the voting delegates in convention.