

ENGLISH DISTRICT BOARD OF DIRECTORS MEETING

March 20, 2025

Meeting Location:

Meeting was held via telecommunication originating from the District Office [33100 Freedom Road, Farmington, MI 48336].

Attendance: Voting Members - Mr. Christopher Cassel, Ms. Carol George, Mr. Thomas Habitz, Mr. Thomas Honebrink, Rev. Justin Laughridge, Mr. Terry Leu, Rev. Jeffrey Miskus (*Pres.*), Mr. Keith Vieregge, Mrs. Kristin Wellik, Rev. Luke Zimmerman. **Non-Voting Members** - Rev. Robert Kieselowsky, Rev. Zachary Marklevitz, Rev. Michael Morehouse, Mrs. Sally Naglich, Rev. Robert Rogers, Mr. Jim Thielen. **Staff** - Mr. Albert Amling, Mr. Ronald Grimm, Mr. John Hoover, Rev. Derek Mathers.

Not Attending: Rev. Todd Arnold, Mr. Rod Lane.

Call to Order: Chairman Terry Leu called the meeting to order at 12:00pm.

1. Opening Prayer

Rev. Robert Rogers offered an opening prayer.

2. Determination of Quorum

Secretary Luke Zimmerman reported that a majority of voting members were participating in the teleconference, thereby constituting a quorum.

3. Adoption of Overture for Submission to 2025 District Convention

Secretary Zimmerman introduced the overture *"To Amend District Bylaw 5.1"* for adoption by the Board for submission to the 2025 District Convention. [See Attachment A.] This overture originated from questions regarding the application of term limits for individuals who had resigned mid-term but were nominated for election to the same role. Motion: *"To adopt the overture."* Following short discussion which acknowledged the need for this clarifying language, the motion carried.

4. Revision of English District Endowment Fund Governing Documents

Chairman Leu introduced the resolution *"To Amend the English District Endowment Fund Governing Documents Regarding Regional Limitation for Membership on Its Board of Directors"* for adoption by the Board. [See Attachment B.] This resolution originated from the difficulty in finding qualified candidates to serve on the Endowment Fund Board of Managers from some regions of the District. Motion: *"To adopt the resolution."* Discussion focused on the lack of nominees who have necessary skills with finance and investing when limited by geography. Following discussion, the motion carried.

5. Review of Bylaw Revision Overture Submitted by Congregation

Secretary Zimmerman presented the overture *"To Amend English District Bylaws 5.4.4 and 9.1.1"* for review by the Board. [See Attachment C.] This overture was submitted to the District Convention by a member congregation of the District. Review of proposals to amend District Bylaws by the Board of Directors is required under the amendment process [cf. EN Bylaw 12.1(b)]. The proposed bylaw change would remove the geographic limitation on service for the two ordained ministers to be elected to the Board of Directors. Motion: *"To endorse the overture."* Following discussion about the implications of the overture, including that it would not take effect until after elections are conducted at the District Convention, the motion carried.

6. Update on Legal Proceedings Concerning Arizona Campus Christian Center

President Jeffrey Miskus provided the Board with an update about the legal proceedings involving the Arizona Campus Christian Center (AZCCC). He informed the Board that meeting with the appellate attorney has not happened since the Board's February 2025 meeting; he did note that the appellate attorney's fees are still being shared with the Presbyterian ministries. He reported that advice from the District's attorney is not to go forward with a purchase proposal at this time.

President Miskus also reported having met with the pastor of the local Presbyterian ministry. That pastor informed him that his organization desires to move forward with legal proceedings focused on the purchase agreement reached between the AZCCC and the Methodist Church. Question has been raised about the integrity of the purchase, as individuals involved with AZCCC governing board are also involved with the governance of the Methodist congregation that purchased the property.

President Miskus informed the Board that the checks received from the AZCCC liquidation will not be cashed, as that would be seen as an acceptance of the property purchase.

A question was raised about the desired result of these proceedings. President Miskus indicated that he sees the desired result to be that the District receives a proper value of proceeds from sale of the AZCCC property. He also mentioned that if an opportunity to purchase the AZCCC would materialize, the Board should consider it. A further question was raised about any ceiling on expenses incurred in the legal matter. The cost to the District is being taken into consideration throughout the process.

7. Synod Mission Priorities

President Miskus introduced the matter of the Synod Mission and Ministry Emphases and the seven Mission Priorities that were adopted for the 2023-2026 triennium under the theme "Making Disciples for Life." District Conventions have been requested to voice their opinion concerning mission and ministry emphases or to adopt resolutions to submit mission priorities that could be adopted by the Synod for the 2026-2029 triennium.

During discussion of these emphases and priorities, Board members indicated that these are not easily adopted or implemented by Districts. Members also noted that the priorities have been and continue to be overly broad. Another comment focused on having the Synod adopt emphases or priorities that it is uniquely equipped to do compared to what an individual District has the capacity to do. A suggested consensus indicated that adoption of no more than three emphases should be done by the Synod Convention.

8. Closing Prayer and Adjournment

At 1:10pm, Chairman Leu solicited a motion to adjourn the meeting. Motion: *"To adjourn the meeting."*
Motion carried. Rev. Zachary Marklevitz offered a closing prayer.

Submitted,

Rev. Luke Zimmerman
Secretary, LCMS English District

ATTACHMENT A: To Amend Bylaw 5.1

Rationale

During the 2022-2025 triennium, a number of District officeholders resigned their offices and took up new roles, either within or outside of the District. This led to several individuals beginning their service during the triennium, while other individuals completed more than half a term prior to their resignation.

As the nominating process for the 2025 District Convention reached its conclusion, questions were asked concerning the application of District Bylaw 5.1 to individuals who had served multiple terms in office but had resigned during their current term. These questions focused on whether the limitation on tenure would reset for them, particularly since they had not completed a full term but had not been out of office for an interval of less than a year. Due to how District Bylaw 5.1 currently reads, different opinions concerning the application of the limitation of tenure were being offered, with none being definitive.

This situation can be addressed by adopting revised bylaw language that resembles that used in Synod Bylaw 3.2.4.2, which establishes limitation on tenure for members of Synod boards and commissions.

Therefore be it

Resolved, That District Bylaw 5.1 be amended as follows:

PRESENT/PROPOSED WORDING

5.1 Terms of Office and Tenure

~~5.1.1 Officers, members of the Board of Directors, Committee on Nominations, Committee for Stewardship, and Circuit Visitors shall serve for a term of three years.~~

~~5.1.2 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.~~

5.1.1 Officers, Circuit Visitors, and members of the Board of Directors, Committee on Nominations, Committee for Stewardship, and Endowment Fund Board of Managers shall serve for a term of three (3) years.

5.1.2 Officers, Circuit Visitors, and members of the Board of Directors, Committee on Nominations, Committee for Stewardship, and Endowment Fund Board of Managers shall be ineligible for re-election or reappointment after serving a total of four (4) successive terms.

(a) Such persons may become eligible again for election or appointment to the same office or function after an interval of three (3) or more years.

(b) Such persons may be appointed to fill an unexpired term after an interval of two (2) or more years.

(c) More than one-half of a term shall be regarded as a full term under limited tenure rules.

(d) Any person who is ineligible for re-election or reappointment may be elected or appointed to another position.

ATTACHMENT B: To Amend the English District Endowment Fund Governing Documents Regarding Regional Limitation for Membership on Its Board of Directors

Rationale

District Bylaw 5.5.1 tasks the Committee on Nominations to develop a slate of candidates for various offices, including the Endowment Fund Board of Directors: *"The Committee on Nominations shall select candidates for District Secretary, Committee on Nominations, Endowment Fund Managers, and other Boards or Committees. At least two (2) candidates and at least one (1) alternate shall be selected for each position...."*

Under the current regional representation requirements established in Paragraph 5.3.1 of the English District Endowment Fund Governing Documents, the Committee on Nominations must find at least three qualified individuals to stand for election from each region of the District.

An examination of the Convention Workbooks from the 2015, 2018, and 2022 District Conventions presents the following results concerning the number of candidates identified by region:

2015	Eastern:	2	Lake Erie:	2	Midwestern:	2	Western:	2
2018	Eastern:	1	Lake Erie:	1	Midwestern:	3	Western:	5
2022	Eastern:	1	Lake Erie:	2	Midwestern:	2	Western:	3

These results do not take into account where candidates for the Endowment Fund Board of Managers were also candidates for other District offices, some of whom were elected to those other offices.

The limitation on service by region also raises the question whether the District is being best served by having the most-qualified individuals exercise stewardship over the financial assets of the District. Would the District be better served (a) by ensuring that its Endowment Fund Board of Managers has representatives from each of its four regions or (b) by having the ability to elect four individuals with knowledge and experience in finance and investing? If the aptitude of the managers is more important than their geographical location, then the regional limitation on service should be removed.

If the regional limitation on service is removed, then the vacancy appointment provisions outlined in English District Endowment Fund Governing Document Paragraph 5.6 will need to be edited to reflect that change. Additionally, District Bylaw 6.2.5 that also speaks to vacancy appointments to the Endowment Fund Board of Managers will need to be edited; such action requires District Convention approval.

Therefore be it

Resolved, That English District Endowment Fund Governing Document Paragraph 5.3.1 be amended as follows:

PRESENT/PROPOSED WORDING

5.3.1 The Board of Managers shall consist of:

- a. The Treasurer of the District, who shall serve as treasurer of the Fund
- b. One member of the District Board of Directors elected by the Board

- c. ~~One regional manager (preferably laity) elected from each region of the District; Four individuals, preferably laypersons, elected from the District at-large by the District Convention~~
- d. The District President

and be it further

Resolved, That English District Endowment Fund Governing Document Paragraph 5.5 be amended as follows:

PRESENT/PROPOSED WORDING

5.5 Nomination and Election of ~~Regional~~ Managers

- 5.5.1 Nominations for ~~the regional elected~~ managers ~~positions~~ shall be gathered by the District Committee on Nominations before each District Convention ~~to fill each position.~~
- 5.5.2 ~~Election of each regional manager shall be held at the District Convention by a vote of the Convention.~~ Election of managers shall be conducted at the District Convention. [cf. District Bylaw 5.5ff].

and be it further

Resolved, That English District Endowment Fund Governing Document Paragraph 5.6 be amended as follows:

PRESENT/PROPOSED WORDING

5.6 Vacancies

- 5.6.1 A vacancy in any ~~regional elected~~ manager position shall be filled by appointment of the District President, subject to approval by the Board of Directors. The appointed ~~manager individual~~ shall serve the remainder of the term.
- 5.6.2 A vacancy in the Board of Directors position shall be filled by appointment of the Board of Directors. The appointed ~~manager individual~~ shall serve the remainder of the term.

and be it finally

Resolved, That the Board of Directors request that the 2025 District Convention amend District Bylaw 6.2.5 as follows:

PRESENT/PROPOSED WORDING

- 6.2.5 ~~Vacancies that occur in the office of District Endowment Fund Manager shall be filled:~~
 - ~~(a) A vacancy in any regional manager position shall be filled by appointment by the District President, subject to approval by the Board of Directors.~~
 - ~~(b) A vacancy in the Canadian representative position shall be filled by appointment by the Canada Corporation.~~Vacancies that occur in the office of District Endowment Fund Manager shall be filled according to the process outlined in the English District Endowment Fund Governing Document.

ATTACHMENT C: To Amend District Bylaws 5.4.4 and 9.1.1

WHEREAS, The elected voting membership of the English District Board of Directors currently consists of six (6) ministers of religion [four (4) ordained ministers—President, Secretary, one (1) ordained minister from the Eastern or Lake Erie Region, and one (1) ordained minister from the Midwestern or Western Region—and two (2) commissioned ministers] and six (6) laypersons [one (1) from each District Region and two (2) from the District at-large] who are elected by the District Convention (EN Bylaws 5.2.2, 5.4.4, 5.4.5, 5.5.3, and 9.1.1); and

WHEREAS, Regional representation by ordained ministers to the District Board of Directors is currently provided by the four Regional Vice-Presidents, who “shall advise the President, serve as his representatives, and assist him in bringing to the Board of Directors any needed recommendations” (EN Bylaw 4.3) and also serve as non-voting members of the Board of Directors (EN Bylaw 9.1.2); and

WHEREAS, The English District may be better served by electing ordained ministers with various skill sets (legal, finance, investment, administration, etc.) to its Board of Directors without limitation by District Region; and

WHEREAS, The election of commissioned ministers as voting members of the Board of Directors is no longer limited by District Region (cf. 2018 Resolution 3-03A); and

WHEREAS, The proposed bylaw amendments would not change the existing practice of the District Convention electing six (6) ministers of religion and six (6) laypersons to serve as voting members of the Board of Directors; and

WHEREAS, The nomination process for election of ordained ministers to the Board of Directors at the 2025 English District Convention has been conducted under the current limitation by District Region (EN Bylaw 5.4.1); therefore be it

Resolved, That English District Bylaw 5.4.4 be amended as follows:

PRESENT/PROPOSED WORDING

5.4.4 The District Convention shall elect ~~one (1) ordained minister from the Eastern or Lake Erie Region, one (1) ordained minister from the Midwestern or Western Region,~~ two (2) ordained ministers from the clergy roster of the District, two (2) commissioned ministers from the commissioned minister roster of the District, and one (1) layperson from each of the four regions of the District:

- (a) A majority of votes cast shall be required for election.
- (b) Balloting will proceed with the candidate receiving the least number of votes eliminated from consideration until one candidate receives a majority of the votes cast, who shall be declared elected.

and be it further

Resolved, That English District Bylaw 9.1.1 be amended as follows:

PRESENT/PROPOSED WORDING

9.1.1 The Board of Directors shall have no more than fifteen (15) voting members, as follows:

- (a) The President of the District
- (b) The Secretary of the District
- (c) Two (2) ministers of religion—ordained, ~~one of whom shall be elected from either the Eastern Region or Lake Erie Region and one whom shall be elected from either the Midwestern Region or Western Region~~
- (d) Two (2) ministers of religion—commissioned
- (e) One (1) layperson elected from each of the four regions of the District.
- (f) Two (2) laypersons elected from the District at large
- (g) Up to three (3) at-large laypersons appointed by the elected voting members of the Board of Directors to obtain needed additional skill sets (legal, finance, investment, administration, etc.)

and be it finally

Resolved, That these amendments to English District Bylaws 5.4.4 and 9.1.1 be enacted following the election of the Board of Directors at the 2025 English District Convention and become effective upon adoption.