

**SOUTHERN ILLINOIS DISTRICT**  
**ARTICLES OF INCORPORATION AND BYLAWS**  
**Adopted by Convention February 1997**  
**Amended February 2000**  
**Amended February 2003**  
**Amended February 2006**

**ARTICLES OF INCORPORATION**

Article I Name, Duration, Registered Office, and Agent

- a. The name of this corporation shall be "The Lutheran Church--Missouri Synod, Southern Illinois District".
- b. The period of duration of the corporation is perpetual.
- c. The address of the registered office of the corporation as of February 1982 is 2408 Lebanon Avenue, Belleville, Illinois 62221-2597.
- d. The registered agent of the corporation is the District President.

Article II Objectives

The objectives of this corporation shall be:

- a. To unify in a corporate body the congregations, pastors, and commissioned ministers who are members of The Lutheran Church--Missouri Synod situated or residing within the geographical bounds of the Southern Illinois District, and
- b. To carry out with the resources of the Southern Illinois District the objectives of The Lutheran Church--Missouri Synod, as stated in the Articles of Incorporation of said Synod.

Article III Membership

The power of this corporation shall be lodged with the accredited pastoral and lay delegates of the congregations of The Lutheran Church--Missouri Synod which are situated within the geographical bounds of the Southern Illinois District.

Article IV Meetings

This corporation shall have general meetings in the years prescribed by the HANDBOOK of Synod. Special meetings may be called in such manner as may be provided by the constitution and bylaws of The Lutheran Church--Missouri Synod.

Article V Officers

- a. The officers of this corporation shall consist of a President, Vice Presidents as specified by the bylaws of this corporation, a Secretary, and a Treasurer.
- b. The Board of Directors of the corporation shall be comprised of the President, the Vice Presidents, the Secretary, and the Treasurer of this corporation, and such additional directors shall be elected from time to time in accordance with the bylaws of this corporation.
- c. The officers and members of the Board of Directors shall be elected at the general meetings of the corporation for such terms as shall be specified by the bylaws of this corporation and shall serve until their successors are duly elected and have qualified.

Article VI Property

This corporation shall have power to acquire by gift, grants, demise, devise, bequest, purchase, or otherwise, property of every kind and description, real, personal, or mixed; to hold and use such property and deal with, or dispose of, any or all such property by sale,

exchange, or gift, when necessary or expedient to carry out the objectives and purposes of the corporation; provided that all such property shall be acquired, dealt with, or disposed of in a manner not in conflict with the laws of the State of Illinois or the laws of any State in which said property is located.

#### Article VII Bylaws

a. The constitution of The Lutheran Church--Missouri Synod shall govern this corporation.

b. The bylaws of The Lutheran Church--Missouri Synod shall be primarily the bylaws of this corporation; and this corporation shall have and make such additional bylaws as may be necessary to accomplish its purposes and shall have power to create such offices, committees, and other subordinate bodies as may be necessary to accomplish its general and special objectives.

#### Article VIII Dissolution

a. In the event of dissolution, all assets remaining after the payment of the debts of the corporation shall be distributed to The Lutheran Church--Missouri Synod.

b. If, however, on the date of such proposed dissolution, The Lutheran Church--Missouri Synod, a Missouri Corporation, or its successor, is no longer in existence, or shall not be operated for purposes specified in or shall not otherwise qualify under Section 501(C)(3) of the Internal Revenue Code of 1954, as the same may hereafter be amended and supplemented, then in such event the assets of this corporation, under its dissolution and liquidation shall be transferred, conveyed and distributed to such other nonprofit organization or organizations as may be provided by Illinois law, but in any event, each such distributee organization shall be organized and operated exclusively for purposes similar to those for which this corporation is organized, and shall further be exempt under the provisions of Section 501(C)(3) of the Internal Revenue Code of 1954, as the same may hereafter be amended or supplemented; it being understood that in no event shall the assets of this corporation upon its dissolution and liquidation be distributed for purposes and uses other than those set forth in Section 501(C)(3) of the Internal Revenue Code of 1954, as the same may hereafter be amended or supplemented.

#### Article IX Amendments

Amendments to these Articles of Incorporation may be made at any time at a regularly called meeting of this corporation by a majority of the voting delegates present at such meeting, provided such amendments are not inconsistent with the Constitution or the laws of the United States or the State of Illinois or the Constitution or Bylaws of The Lutheran Church--Missouri Synod.

#### Purpose Statement for the SID

The Southern Illinois District is the Synod itself performing the functions of the Synod in a specific locality. The following statements delineate the objectives of Synod which especially apply to the purpose of the SID.

The District, under Scripture and the Lutheran Confessions, shall

1. Conserve and promote the unity of the true faith (Eph. 4:3-6; 1 Cor. 1:10) and provide a united defense against schism, sectarianism (Rom. 16:17), and heresy;

2. Provide evangelical supervision, counsel, and care for pastors, teachers, and other professional church workers of the Synod in the performance of their official duties;
3. Provide support and protection for congregations, pastors, teachers, and other church workers in maintaining the proper balance between the rights and authority of the office of the ministry and the rights and authority of the congregation.
4. Function *on behalf* of its member congregations as it proclaims the message of salvation in Jesus Christ in those endeavors which can be accomplished more effectively in partnership with other member congregations of the District.
5. Function *in support of* its member congregations by providing assistance as congregations conduct their ministries locally, as well as their ministries at large.
6. Provide opportunities through which congregations and their members may express their Christian concern, love and compassion in meeting human needs;
7. Provide pastors, teachers, and other professional church workers with opportunity for their continuing growth;

# THE BYLAWS OF THE SOUTHERN ILLINOIS DISTRICT, LCMS

## I. DISTRICT ORGANIZATION

### A. MEMBERSHIP

#### 1.01 Eligibility

The membership of the District consists of all those members of The Lutheran Church-Missouri Synod (congregations, ordained and commissioned ministers) who have been received into the District at the time of joining the Synod, who have been transferred from another District, or who have been assigned to the District by the Synod. Termination of membership in the Synod terminates membership in the District.

#### 1.03 Admission to Synodical / District Membership of Congregations and Professional Church Workers

The Bylaws of the Synodical Handbook pertaining to admission to Synodical / District membership of congregations and professional church workers (*2.2 through 2.7*) are those followed by the District.

#### 1.05 Duties of Advisory Members

Advisory members of the Synod shall attend the District conventions. They shall not be elected by any congregation or by any group of congregations as lay delegates to a Synodical convention, nor shall they be accredited as such.

#### 1.07 Relation of the District to its Members

a. The Constitution, Bylaws, and all other rules and regulations of the Synod and District apply to all congregational and individual members of the District. The District expects congregations that have not been received into membership, but are served by the Synod and District, and whose ministers of religion, ordained and commissioned, hold membership in the Synod and District, to honor its rules and regulations.

b. The District expects every member congregation to respect its resolutions and to consider them of binding force if they are in accordance with the Word of God and if they appear applicable as far as the condition of the congregation is concerned. The District, being an advisory body, recognizes the right of the congregation to be the judge of the applicability of the resolution to its local condition. However, in exercising such judgment, a congregation must not act arbitrarily, but in accordance with the principles of Christian love and charity.

c. While retaining the right of brotherly dissent, members of the District are expected as part of the life together within the synodical fellowship to honor and to uphold the resolutions of the Synod and District. If such resolutions are of a doctrinal nature, dissent is to be expressed first within the fellowship of peers, then brought to the attention of the Commission on Theology and Church Relations before finding expression as an overture to the convention calling for revision or rescission. While the conscience of the dissenter shall be respected, the consciences of others, as well as the collective will of the District, shall also be respected.

d. Membership of a congregation in the District gives the District no equity in the property of the congregation.

e. Ordained and commissioned minister members of the Synod serving this District or congregations of this District shall hold their Synodical membership in this District.

## 1.09 Constitutions of Congregations

a. A congregation which applies for membership in the Synod and District shall submit its constitution and bylaws to the District President, who shall refer it to the District Commission on Congregational Constitutions and Bylaws. This Commission shall examine the constitution and bylaws to ascertain that they are in harmony with Holy Scripture, the Confessions, and the teachings and practices of the Synod in order that any necessary changes may be made by the congregation before the application is acted upon. An application for membership by a congregation shall not be acted on by the District Board of Directors until the congregation has made such changes as the District may have deemed necessary and has so notified the District President.

b. A member congregation which translates, revises, or amends its constitution or bylaws or adopts a new constitution and/or bylaws, shall, as a condition to continued eligibility as a member of the District and Synod, submit such translation, revision, amendment, or new constitution and/or bylaws to the District President, who shall refer such to the District Commission on Congregational Constitutions and Bylaws for review to ascertain that the provisions are in harmony with Holy Scripture, the Confessions, and the teachings and practices of the District and Synod. Upon advice of the District Commission on Congregational Constitutions and Bylaws and recommendation by the District President, the District Board of Directors shall determine if the changes are acceptable to the District and Synod. Upon favorable action by the District Board of Directors, the congregation shall be notified that the changes are acceptable to the District and Synod and that the congregation is entitled to continue to function as a member of the Synod in good standing under the new or changed constitution or bylaws. Such action by the District Board of Directors shall be reported to the next convention of the District.

c. It shall be the policy of the District as it is of the Synod (HANDBOOK, *Bylaws*, 2.3.1. (a))

1. To decline membership to congregations whose constitutions deny membership or other congregational privileges to any Christian because of race or ethnic origin;

2. To encourage such applying congregations to bring their constitutions and practices into harmony with the Holy Scriptures and the Lutheran Confessions so their applications might receive favorable action.

## B. DISTRICT CONVENTIONS

### 1.13 Rules of Order

The conventions of the District shall be governed by the bylaws adopted by the Synod for its conventions, insofar as these may be applicable. The District may adopt any other regulations, provided these are not contrary to the constitution and bylaws of the Synod. The President of the District shall conduct the sessions according to accepted parliamentary rules and shall so arrange the schedule of business that the sessions do not extend beyond six business days.

### 1.15 Time and Authority of Convention

a. The District shall meet in convention during February in the year immediately preceding the general convention of the Synod. If a time other than February seems advisable or necessary, the Board of Directors has the authority to make such a change.

b. The convention of the District shall be the District's chief legislative assembly. It

shall establish policies, programs, and procedures to carry on the District's work.

#### 1.17 Convention Service

- a. The convention shall open with a divine service, normally including the celebration of Holy Communion.
- b. The President of the Synod or his representative shall deliver the sermon.

#### 1.19 Convention Essays and Reports

- a. At least one theological essay shall be presented at the District convention. The essayist(s) and the subject of the essay(s) shall be selected by the District President.
- b. The President of the District, as well as other officers of the District, shall render a report of their respective activities since the previous convention.
- c. The President of the Synod or his representative shall report on the condition and affairs of the Synod.

#### 1.21 Certification of Delegates

The pastor of a voting congregation shall stand certified and entitled to vote. (Congregations having associate pastors should notify the District Secretary four months prior to the convention which one of their pastors will have the pastoral vote of the congregation.) If a pastor serves two or more congregations, these shall be regarded as one parish and shall be entitled to only one lay vote. Four months prior to the convention each congregation shall forward the names and addresses of its lay delegate and alternate lay delegate to the District Secretary on the registration form provided by the district. This procedure shall constitute certification. Any changes or late registrations must be properly certified and handled through the office of the District Secretary.

#### 1.23 Attendance of Delegates

All duly elected delegates and all advisory members, unless officially excused, shall attend all sessions of the convention regularly until the close of the convention.

#### 1.25 Convention Arrangements and Procedures

- a. The Board of Directors shall have the responsibility for convention arrangements. The convention shall be governed by the bylaws adopted by the Synod for its conventions, insofar as these may be applicable. (Synodical HANDBOOK Bylaws, 4.2.1 (a-c))
- b. The District President, upon approval of the Board of Directors, shall inform the members of the District at least six months prior to the opening of the convention of procedures to be followed in submitting reports and overtures to the convention. Appointed floor committees shall propose resolutions to be presented to the convention and mail these resolutions prior to the convention to all delegates when possible.
- c. The President of the District shall conduct the sessions of the convention according to accepted parliamentary rules.
- d. The President of the District shall inform the delegates in advance of the order of business for each day's sessions. Brief daily minutes of the sessions shall be presented by the Secretary of the District.
- e. The Chairman of the District Commission of Communications, or his/her authorized representative, shall communicate the activities of the convention to the public.
- f. The official proceedings of the District convention shall be sent to all delegates (voting and advisory) and to all members of the District boards and commissions. The cost shall be paid by the District.
- g. The place of the next convention of the District and the host congregation shall be

determined by the Board of Directors, unless the convention itself has acted.

h. Travel and housing expenses of the voting and advisory delegates are to be borne by the congregation in which they hold membership. The District will bear the expenses of all District officers required to attend the convention and of the convention essayist. All others are responsible for paying their own expenses. The District President shall have the authority to determine exceptions. Each congregation shall be assessed a fee to cover general convention expenses.

i. Congregations shall not require their delegates to vote in accordance with specific instructions, but every delegate shall be permitted to vote according to his/her own convictions.

j. The delegates representing the District at synodical conventions shall be reimbursed for expenses as approved by the Board of Directors.

### 1.27 District Convention Overtures

Overtures to a convention of the District may be submitted only by a member congregation of the District, an official District conference of ordained and/or commissioned ministers, a board or commission of the District listed in Bylaw 2.05, a committee established by a prior convention, or a forum of a Circuit within the District.

## C. CIRCUIT ORGANIZATION

### 1.31 Structure of Circuits

a. The District consists of Circuits created in accordance with Paragraph 5.1 of the Synodical HANDBOOK Bylaws.

b. The Circuit is the primary grouping of congregations within the District structure. It serves as a channel of communication and action:

1. from individuals or congregations to the District;
2. from the District to congregations or individuals; and
3. to and from other Circuits and agencies.

### 1.33 Structure of Circuit Forums

a. Each Circuit organizes a Circuit Forum consisting of one pastor of each congregation and one member of each congregation, designated by the congregation, as voting members. This pastor and lay delegate shall be the voting delegates who elect delegates to the Synodical convention. The Circuit may determine how many additional representatives a congregation may send. In addition the Circuit Forum is encouraged to meet at least twice a year.

b. The Circuit Forum elects its own chairman and secretary and any other officers or committees deemed advisable. If the Circuit Forum elects as its chairman someone other than the Circuit Counselor, the Circuit Counselor nevertheless remains as the principal officer of the Circuit. (Synodical HANDBOOK Bylaw 5.2)

c. These officers and the Circuit Counselor will have the primary responsibility of preparing the agenda for the Circuit Forum and maintaining liaison between Circuit, District, and Synod.

### 1.35 Functions of Circuit Forums

The functions of the Circuit Forum shall be those described in Bylaw 5.3.1 in the Synodical Handbook.

### 1.37 Responsibilities and Authority of Circuit Forums

Each Circuit Forum shall have the following responsibilities and authority:

- a. Elect its own officers, establish its own working structure, and determine its own goals;
- b. Elect representatives to District boards or committees when such representation is requested or authorized for each Circuit.
- c. Initiate programs for mission and ministry in its area and equip individuals to participate therein;
- d. Request inclusion of definite projects in the District budget and supervise the expenditure of any funds allocated to it in the District budget or by action of the District Board of Directors;
- e. Gather and disburse funds, in consultation with the District Board of Directors, for specific projects not included in the District budget.
- f. Election of voting delegates to synodical conventions shall be conducted in accordance with Bylaws 3.1.2; 3.1.2.1; 3.1.2.2; 5.3.3 of the Synodical HANDBOOK.
- g. The Circuit Forum shall be qualified to submit overtures to Synodical and District conventions.

#### 1.39 Circuit Convocations

- a. The Circuit Convocation is a larger gathering of members from Circuit congregations.
- b. The Circuits may hold convocations in the year following the Synodical convention, the purpose being to provide a setting in which congregational members may know of and celebrate the ministry pursued by each congregation, may review and discuss the work of the Circuit Forum, and may receive information on various phases of the work pursued through Districts and the Synod, its emphasis being on inspiration, education, and motivation.

## II. DISTRICT ADMINISTRATION

### A. OFFICERS AND BOARDS

#### 2.01 District Expectations of Officers and Boards

The officers and boards of the District shall operate in accordance with the general purpose statement of the District and the specific purpose statement given for each board.

#### 2.03 Officers

The officers of the District elected at convention sessions of the District are: A President, two Vice Presidents, a Secretary, a Treasurer, and a Circuit Counselor for each Circuit, as prescribed in the constitution and bylaws of Synod. (HANDBOOK, Article XII.3 and Bylaw 4.3)

#### 2.05 Boards

The boards, commissions, committees, and executives of the District shall be:

- a. Elected by the convention of the District:
  - A Board of Directors
  - A Board of Circuit Counselors (Board of Spiritual Care and Supervision).
  - A Board of Missions
  - A Board of Congregational Support
  - A Commission of Nominations and Elections
  - A Chairman of the Board of Missions and the Board of Congregational

Support

- b. Appointed by the Board of Directors:
  - A Schools and General Executive
  - A Part-time Mission Executive
  - A Commission of Communications
  - A Commission on School Matters
  - An Office and Personnel Committee
  - Four District Reconcilers
  - A Fund Advisory Committee
  - A Lutheran Church Extension Fund Area Vice President
  - Other Part-Time Staff
- c. Appointed by the District President:
  - A Commission on Congregational Constitutions and Bylaws
  - A Commission on District Bylaws
  - All convention committees
  - Ad Hoc committees, which are to be ratified by the Board of Directors

#### 2.07 Vacancies on District Boards or of Board Chairman

Unless otherwise specified in the Bylaws, in the event of the death, resignation, or permanent incapacity of a chairman or a member of a board, the Board of Directors shall appoint a successor for the unexpired term.

#### 2.09 Term of Office

a. The term of office of all elected District officers shall be three years, of the members of all elected District boards three years, and of all District commissions and committees three years, unless these bylaws shall hereinafter specifically provide otherwise.

b. Installation for all elected personnel shall take place before the close of the convention and all officers and members of boards and commissions shall assume office as soon as possible after either election or appointment.

c. Following the election of a President in the convention which is held in February of the convention year, the new District President officially takes over at the close of the convention. However, for transition purposes, the incumbent District President will assist the new President in making the transition for a period of two months, longer if the new President and Board of Directors request it.

d. If the President of the District is not reelected to his office before he reaches the official retirement age or does not stand for reelection, he shall continue to receive his full salary up to six months while rendering transitional service. If the Schools and General Executive, following the District convention, is not reappointed to his position because of pending retirement or other reasons, he shall continue to receive his full salary up to six months while rendering transitional service. During this period, District officers shall assist them, if requested, in their efforts at finding another opportunity for service in the church. In the event of a resignation, they shall be continued at full salary for a minimum of three months. Any extension beyond these periods shall be at the discretion of the District Board of Directors.

#### 2.11 Successive Terms

a. The number of successive terms in office of the President, the Schools and General Executive, and the Part-time Mission Executive shall be without limitation.

b. All other elected or appointed District officers and members of District boards shall be ineligible for reelection or reappointment to the same board after serving a total of two complete successive terms. They may become eligible again for election or appointment to

the same office or board after an interval of three or more years.

### 2.13 Holding Office

No one, either in the Synod or in the District, or between the Synod and the District, shall hold more than one elective office simultaneously, or more than two offices although one or both be appointive unless otherwise specified by Synod or District Bylaws.

### 2.15 Disclosure of Conflict of Interest

The Bylaws of the Synodical Handbook pertaining to conflict of interest (1.5.12; 1.5.12.1; 1.5.12.2) shall also be followed by the District.

### 2.17 Full Financial Disclosure

The Bylaws of the Synodical Handbook pertaining to full financial disclosure (1.5.13) shall also be followed by the District.

## B. THE PRESIDENT OF THE DISTRICT

### 2.19 Duties

The President of the District shall:

- a. Serve as chief executive officer of the District and as such be an ex officio member of any and all boards and commissions of the District and be welcome at all meetings and auxiliaries or affiliated groups within the District;
- b. See that the spiritual purposes of the District are understood and implemented on all levels of administration and by all elected and appointed officers of the District;
- c. Supervise the doctrine, the life, and the official administration on the part of the pastors and the teachers of the District and inquire into the prevailing religious conditions of the congregations of the District. As often as possible, he shall attend the conferences of pastors and teachers held in the District, when deemed advisable make suggestions for conference essays, advise the congregations of the District as to the calling of pastors and teachers, give counsel when requested, and reply to inquiries. The President may call upon the Vice Presidents and the Circuit Counselors to assist him in this task. The suggestions of teacher candidates may be largely delegated to the Schools and General Executive of the District;
- d. See that the resolutions of the Synod that apply to District members and the resolutions of the District are carried out;
- e. Arrange for an official visit or an investigation, even without formal request for it, when a controversy arises in a congregation or between two or more congregations in the District. He shall ask for a report on the case of both contesting parties in order that by such a report he may be enabled to have a clearer understanding of the real situation. If the District President authorizes anyone to represent him in such matters, his representative shall be accorded the same rights as the District President. In such a situation the District President may request one of the District / Synodical reconcilers to assist in achieving reconciliation;
- f. Exercise executive authority when the affairs of the District demand it. If this becomes necessary in an emergency without a specific resolution of the District, the President will seek the advice of the Vice Presidents and may also consult the Circuit Counselors and/or the Board of Directors. Any member of the District shall have the right to appeal to the convention of the District from the President's action.
- g. Consult regularly with the Vice Presidents and the Circuit Counselors of the District, call a meeting with them at least twice a year, and establish the agenda for those meetings to

promote and maintain unity of doctrine and practice in all the congregations of the District;

h. Conduct the meetings at the sessions of the District convention, give a report of his administration of District affairs, and strive to promote a Christian spirit during the proceedings of the convention itself;

i. Sign the official papers and documents in the name of the District;

j. Annually revise the official roster of pastors and commissioned ministers in the LUTHERAN ANNUAL as far as the Southern Illinois District is concerned and remove the names of those who have died, have severed their connections with the Synod, have been removed from the roster by the Council of Presidents, have resigned their status as pastors or teachers in the Synod, or have in some way disqualified themselves for service in The Lutheran Church--Missouri Synod.

k. In consultation with the District Commission of Communications, appoint the editor of the official District publication, which appointment shall be ratified by the District Board of Directors;

## C. VICE PRESIDENTS OF THE DISTRICT

### 2.21 Duties

a. The Vice Presidents shall in the order in which they have been ranked perform the duties of the President in the event that the President's office is vacated or the President becomes incapacitated.

b. The Vice Presidents shall serve as members of the District Board of Directors.

c. The Vice Presidents shall act in the place of the President as he directs.

### 2.23 Vacancy

A vacancy in any Vice Presidency shall be filled by advancing the lower ranking Vice President. The remaining vacancy shall then be filled by the President from the non-elected nominees according to the number of votes received at the convention, provided that such nominee was named on at least one-fifth of the ballots cast in the first balloting following the nominating ballot. If there are no such nominees, the Board of Directors shall fill the vacancy.

### 2.25 Term Limits

For the purpose of term limits the offices of first and second vice president shall be considered one office.

## D. SECRETARY OF THE DISTRICT

### 2.27 Duties

The Secretary of the District shall:

a. Sign the official papers and documents of the District with the District President, as required;

b. Serve as consultant to the District convention committee, make proper credential forms available for each lay delegate, record the proceedings during the convention, officially notify every member of the District elected to office of his election, publish the proceedings of the convention, and arrange for distribution to all those authorized to receive copies;

c. Serve as secretary of the Board of Directors of the District;

d. Appoint an archivist for the District in consultation with the District President;

e. Carry out such other duties as may be specified in the Bylaws or assigned by the Board of Directors of the District.

## 2.29 Vacancy

In the event of the death, resignation, or permanent incapacity of the Secretary, the Board of Directors shall appoint a successor for the unexpired term.

## E. TREASURER OF THE DISTRICT

### 2.31 Duties

The Treasurer of the District shall:

- a. Be responsible for the receiving, counting, and depositing of all funds in the hands of the District boards, commissions, officers, and employees who by virtue of their office act as custodians or trustees of such funds;
- b. Be responsible for accurate recording of District receipts and disbursements, budgeted and actual expenditures according to proper accounting procedures, and, as deemed advisable, shall suggest improved methods for consideration by the District Board of Directors, initiating any procedures as may from time to time be authorized or directed by the Board of Directors;
- c. Be responsible for monthly remission of offerings for missions and church agencies and for prompt payment of salaries and bills authorized by the Board of Directors or chairmen of the various District boards;
- d. Sign or review authorized signature of all checks for payment of bills, salaries, or other financial commitments or transactions for the District;
- e. Work in close cooperation with the Schools and General Executive of the District in the following areas of financial administration: custody of the District's safety deposit box, signing of all checks and all notes, review of all investments of the District, Church Extension loans and real estate transactions of the District, and all financial reports;
- f. Coordinate the flow of money from the treasury to the various boards of the District in such a way that an adequate balance is retained for the payment of salaries and other regularly recurring expenses;
- g. Present a written, duplicated financial report at meetings of the Board of Directors;
- h. Provide for all boards of the District a current record for their accrued disbursements and budget allocations;
- i. Serve ex officio as the trust officer of the District and keep a correct file of all devises and bequests which directly or indirectly have been given to the District;
- j. At any time submit all of his/her books and accounts for examination by authorized individuals as determined by the Board of Directors.

### 2.33 Vacancy

In the event of the death, resignation, or permanent incapacity of the Treasurer, the Board of Directors shall appoint a successor for the unexpired term.

## F. THE CIRCUIT COUNSELORS

### 2.35 Duties

The Circuit Counselors shall perform all duties prescribed by the Synodical Handbook, Bylaws 5.2.1; 5.2.2; 5.2.3.1-3.

### 2.37 Circuit Counselor's Congregation

The congregation of a Circuit Counselor shall be visited by the District President or by one of the District Vice Presidents or by another Circuit Counselor designated by the District

President.

#### 2.39 Vacancy

In the event of the death, resignation, or permanent incapacity of the Circuit Counselor, the District President is authorized to appoint a successor for the unexpired term.

### G. THE BOARD OF DIRECTORS

#### 2.41 Membership

The Board of Directors shall be constituted as follows: The President of the District, the Vice Presidents of the District, the Secretary of the District, the Treasurer of the District, eight laymen, the chairman of the Board of Missions, the chairman of the Board of Congregational Support, one circuit counselor, and two commissioned ministers. (Therefore, the Board of Directors is composed of nine lay members and nine professional church worker members.) The Schools and General Executive of the District shall serve as an advisory member. Other staff shall serve as advisory members as determined by the Board of Directors.

#### 2.43 Officers of the Board of Directors

The President of the District shall normally be the chairman of the Board of Directors. The Board shall elect its own vice chairman and such other officers of the Board as may be necessary. Should the President prefer not to be chairman of the Board, the Board will then elect a chairman also.

#### 2.45 Meetings

The Board of Directors shall determine its own schedule of meetings but shall meet not fewer than four times a year. A majority of the board members shall constitute a quorum.

#### 2.47 Duties

The Board of Directors shall function as the executive administrative body of the District between conventions, acting in behalf of the District, and such actions shall be subject, if challenged, to ratification by the convention. The Board of Directors shall:

- a. Provide for the coordination of the policies and programs of the District, communicating them to all the members of the congregations of the District, and supervising and evaluating the implementation of the same;
- b. Review any policy or program of any board, commission, or committee of the District and make recommendations concerning the same;
- c. Appoint a Schools and General Executive of the District, define his duties, and determine his compensation;
- d. Appoint an Office and Personnel Committee.
- e. Provide support personnel to assist the President, the Schools and General Executive, and other District officers in need of such assistance and determine appropriate compensation
- f. Extend calls and/or make appointments to specialized ministries established by the District after consulting with the board, if any, that will be directly affected by said call or appointment;
- g. Engage legal counsel and other professional or technical personnel deemed necessary or advisable to carry out District policies or programs;
- h. Develop policies and practices for careful receiving, safe deposit, recording and reporting of all funds, monthly remission of offerings designated for the Synod, and for

various church agencies and institutions, and for proper operation of District offices;

- i. The treasurer, one commissioned or ordained minister from the Board of Directors, and three of the at large lay members of Board of Directors shall be appointed by the Board as a finance committee to develop the District budget and monitor the financial situation of the District.
- j. Set the annual budget for the District;
- k. Acquire bonding for all District personnel who handle District funds;
- l. Engage the Synod's auditing department or a professional certified audit accounting firm to make the annual audit;
- m. Make decisions, if necessary, in regard to economizing measures and reallocation of District funds;
- n. Review annually during budget preparation the salaries and fringe benefits of all salaried personnel of the District;
- o. Set policies regarding subsidy to congregations and to special ministries in the District;
- p. Establish the salaries of District and subsidized ministries personnel upon recommendation from the Office and Personnel Committee or from appropriate District boards concerned about such personnel;
- q. Broad general guidelines and policies for salary standards, both for District personnel and congregational personnel, may be established by the District convention. On the basis of these, the Board of Directors will establish suggested salary schedules for pastors, teachers, Directors of Christian Education, and lay ministers; and assist congregations in reference to salaries for church secretaries, custodians, organists, and other salaried personnel of congregations, after receiving suggestions from District boards related to respective personnel.
- r. Coordinate all fund-raising efforts within the District that involve more than one congregation, also those conducted by synodical auxiliaries and by agencies and institutions within the Synod;
- s. Maintain an awareness of both the immediate and long term direction in the mission and ministry of the District

#### 2.49 Vacancy

The Board of Directors shall fill vacancies in its membership not otherwise provided for in the bylaws by appointment.

### I. THE SCHOOLS AND GENERAL EXECUTIVE

#### 2.53 Duties

- a. In his relation to the District President, the Schools and General Executive shall:
  1. Work in close cooperation with and under the general supervision of the District President;
  2. Communicate regularly with the President on his various activities as well as on problems and potentialities in the District;
  3. Suggest lists of teacher candidates and DCEs to congregations of the District by authorization of the District President.
- b. In his relation to the District Board of Directors and other District Boards and Commissions, the Schools and General Executive:
  1. Shall be the primary resource person for the Board of Congregational Support and the Commission on School Matters. He shall also be a resource person to the other boards and commissions of the District as requested.

2. May attend Synodical staff meetings, conferences, and workshops as deemed beneficial to the District.

3. Shall report regularly to the Board of Directors meetings.

c. In relation to District finances and fiscal policy, the Schools and General Executive shall:

1. Serve, together with the Treasurer, as custodian of the District's safety deposit box;

2. At the request of the Treasurer of the District supervise the work of the bookkeeper and oversee the day to day financial operations of the District.

3. Work with the Finance Committee of the Board of Directors in developing and monitoring the District budget.

4. Serve as Business manager of the District

d. As Business manager of the District, the Schools and General Executive shall:

1. Take charge of the District Office and be directly responsible for the direction and supervision of all support personnel, full time and part time, with the exception of the District President's personal secretary;

2. Delineate carefully in writing the duties and responsibilities of all office personnel;

3. Present an annual list of office personnel needs for approval in connection with the preparation of the budget;

4. Present any additional personnel to be engaged during the year to the Office and Personnel Committee for recommendation to the Board of Directors for approval.

5. Supervise the physical maintenance of the District Office and the maintenance personnel; (Subject to the approval of the Board of Directors, the Schools and General Executive may select a property manager and delegate a portion of these duties to him.)

6. Secure bids for major purchases or repair of equipment;

7. Receive all mail appropriate to this position and distribute to personnel under his supervision;

e. In his relations to the Archivist, the Schools and General Executive shall work in close harmony with the Archivist in providing adequate archival facilities.

#### 2.55 Term of Office

The period of appointment to the office of Schools and General Executive is normally for three years, coinciding with the term of office of the District President. Each appointment or reappointment of the Schools and General Executive shall be effected within six months after the election or reelection of the District President, subject to the approval of the District President.

#### 2.57 Vacancy

In the event of the death, resignation, or permanent incapacity of the Schools and General Executive, the Board of Directors shall appoint and/or call a successor, subject to the approval of the District President.

### J. PART-TIME STAFF

#### 2.61 Lutheran Church Extension Fund Area Vice President Duties

The Lutheran Church Extension Fund (LCEF) Area Vice President shall:

a. Be generally responsible to the Mission Board and the Board of Directors and specifically to the District President;

b. Be responsible for Church Extension affairs of the LCEF within the District, including fund promotion and investor development as well as the preparation and processing of loan applications and the servicing of existing mortgage loans;

c. The Area Vice President's primary responsibilities are as follows:

1. Counsel with congregations, associations, and the District in the proper preparation of loan applications;

2. Receive, verify, and evaluate loan applications, preparatory to review and action (approval or disapproval) for the appropriate District board or committee;

3. Forward approved loan applications to the LCEF national office with cover letter detailing loan terms and conditions;

4. Continue to counsel with loan recipient(s) as building program is planned and implemented;

5. Receive, verify, and evaluate applications for loan refinancing, preparatory to review and action by the appropriate District board or committee;

6. Forward approved refinancing application(s) to the LCEF national office;

7. Review loan and investment activities monthly and follow up on loan delinquencies;

8. Be responsible for the development and implementation of the overall program of LCEF promotion within the District;

9. Be responsible for developing a viable group of congregational LCEF Representatives in the District and for conducting indoctrination and training sessions;

10. Be responsible for the development of both oral and visual presentations to be used in area LCEF promotions;

11. Be responsible for submission of quarterly progress reports relating to major annual program objectives;

12. Prepare and submit to the LCEF national office the annual budget for area LCEF operations, including realizable new investment objectives, local capital needs, advertising and promotion, and supporting administrative costs (compensation, office space, telephone, miscellaneous costs);

13. Insure that the District properly elects Class A Members annually.

## 2.65 Part-time Mission Executive

The Part-time Mission Executive shall:

a. Work in cooperation with and under the general supervision of the District President.

b. Serve as resource person for and report to the Board of Missions, as it carries out its responsibilities to administer the mission work done by the District (6.03a).

c. Responsibilities

1. Visitation of Mission entities

(a). At least annually visit personally with pastors of new and assisted subsidized congregations.

(b). Annual personal visit with pastors in campus and prison ministries.

(c). Arrange for, determine the format for, and participate in the yearly visits of members of the Board of Missions to all District Mission entities.

2. New Mission Opportunities

(a). Be alert for new mission opportunities in the District.

(b). Assist in the development of new congregations.

(c). Annually visit circuit pastors conferences to discuss mission possibilities in their area.

3. Ensure that all quarterly and annual reports of new and assisted subsidized

congregations are sent and received.

#### 4. Budget

(a). Assist the Mission Board in the development of a proposed budget and forward the figures to the District Schools and General Executive for incorporation in the proposed budget presented to the Board of Directors at its August meeting.

(b). Assist the Mission Board with any revisions necessary prior to presentation of the final budget to the Board of Directors for adoption at its February meeting.

d. Participate in staff meetings with the Schools and General Executive and District President as necessary.

e. May attend Synodical staff meetings, conferences, and workshops as deemed beneficial to the District.

f. Shall give regular reports to the District Board of Directors meetings.

#### 2.66 Term of Office and Vacancy

a. The period of appointment to the office of Part-time Mission Executive is normally for three years, coinciding with the term of office of the District President. Each appointment or reappointment of the Part-time Mission Executive shall be effected within six months after the election or reelection of the District President, subject to the approval of the District President.

b. In the event of the death, resignation, or permanent incapacity of the Part-time Mission Executive, the Board of Directors shall appoint and/or call a successor, subject to the approval of the District President.

#### 2.67 District Archivist Duties

The archivist of the District shall:

1. Encourage congregations to transfer significant historical records to the Concordia Historical Institute for permanent keeping, especially if a congregation disbands;

2. Serve as the person to deposit, file, and index papers, manuscripts, and historical material of interest and service to the District;

3. Develop an archive for the District which includes constitutions, pictures of historical interest, and informative documents;

4. Serve as a resource of historical information for congregations and committees of the District, especially on the occasion of anniversaries.

### K. NOMINATION AND ELECTION OF OFFICERS AND BOARDS

#### 2.71 Commission of Nominations and Elections

A Commission of Nominations and Elections shall consist of one member representing each circuit of the District. It shall be elected by the District convention. Half the circuits shall elect a pastor from their circuit and the other half of the circuits shall elect a layman from their circuit. In the event that there are an odd number of circuits, the extra member shall be a layman. The Board of Directors shall establish a system of rotation, designating which kinds of representatives (pastors or laymen) are to be elected from each circuit to the Commission of Nominations and Elections. In addition two commissioned ministers from the District shall be elected by the convention to serve on this Commission. Any qualified member of a District congregation, regardless of how many offices he/she holds, may serve on this commission. The District President and Schools and General Executive shall also serve on this committee ex officio. The committee shall select its own chairman and secretary.

#### 2.73 Notification and Solicitation

a. The names and addresses of the members of the Commission of Nominations and Elections shall be published and a copy of this list mailed to all congregations of the District at least six months prior to the first day of the convention by the Secretary of the District.

b. The congregations of the District shall be invited to submit to the Commission of Nominations and Elections names of suitable candidates for District offices and boards. Names shall be submitted at least four months prior to the opening of the Convention. Qualifications and consent to serve must accompany the names.

#### 2.75 Nomination Process

a. The Commission of Nominations and Elections at its first meeting shall elect a chairman and a secretary.

b. The commission shall inform itself as to the offices and boards to be elected, the structure of each office and board as to pastor or commissioned minister or layman, and the duties and requirements of each position to be filled, and thereby be guided in its selection of nominees.

c. The commission shall arrange a slate of nominees for Circuit Counselor in accordance with Bylaw 2.83.

d. The commission shall nominate candidates for all elective offices, boards, and commissions, except President and Vice Presidents.

e. By December 1, the commission shall contact the people submitted by congregations as candidates and confirm their qualifications and consent to serve.

f. The commission shall nominate two people for each office to be filled from the list of candidates submitted by the congregations.

g. If this is not possible and if any office or board is still lacking candidates, the commission shall on its own seek further candidates so there are two nominees for each position on the ballot.

h. The commission's completed list of nominees shall be included in the convention workbook distributed to the delegates at least six weeks before the convention.

i. The commission shall present the list of nominees to the convention at the earliest possible time and thereupon ask for nominations from the floor. Any delegate making a nomination from the floor shall have secured prior written consent of the candidate whom he/she nominates.

j. A majority of all votes cast shall be required for election to all elective offices and board positions.

#### 2.77 Nomination and Election of the President of the District

a. Each voting congregation shall be entitled to nominate from the clergy roster of the Synod, preferably from within the District, two clergymen as candidates for President.

b. Candidates for the office of President shall be the five clergymen receiving the highest number of nominations, provided they have received more than one nominating vote.

c. The convention shall have the right to alter the slate by amendment.

d. The election shall take place as outlined in Bylaw 3.12.1.4 of the Synodical HANDBOOK, "Election of President".

#### 2.79 Nomination and Election of Vice Presidents of the District

a. There shall be two Vice Presidents of the District.

b. Nominations for Vice Presidents shall be by direct nominating ballot. Each voting delegate shall be entitled to place in nomination as many persons as there are Vice Presidents to be elected.

c. The persons receiving the greatest number of nominations shall be the candidates

in the election for Vice Presidents, the number of candidates to be three times the number of offices to be filled.

d. If any person or persons receive as many nominations as equal or exceed 75 percent of the delegates making nominations, he or they shall be declared elected. Whenever more than one Vice President is elected in this manner, the order of their election shall be determined by the number of nominations each received, priority being given in each case to the candidate receiving the greater number of nominations. No more candidates shall be elected in this manner than there are offices to be filled.

e. In the election of the Vice Presidents, each voting delegate shall be entitled to vote for as many candidates as there are offices to be filled. A candidate whose total vote equals or exceeds a majority of the number of delegates voting shall be declared elected. If more candidates receive a majority than there are offices to be filled, those receiving the greatest number of votes shall be declared elected. If not all offices are filled in such voting, the candidate or candidates receiving the least number of votes shall be eliminated so that two candidates remain for each office to be filled. Another vote shall then be taken. This procedure shall be followed until all the offices have been filled.

#### 2.81 Other District Officers

Next in order of election shall be the election of the Secretary of the District, the Treasurer, the Circuit Counselors, remaining positions on the Board of Directors, and members of the boards and chairmen of boards. Election shall be by majority vote.

#### 2.83 Nomination and Election of Circuit Counselors

Each voting congregation in a circuit is entitled to nominate two pastors of voting congregations of the circuit or emeriti pastors holding membership in a voting congregation of the circuit, as candidates for the office of Circuit Counselor. The nominations shall be made at least four months prior to the opening of the Convention and shall be submitted to the Commission of Nominations and Elections through the Secretary of the District. If no nominee of a circuit receives a majority, the District Secretary will mail each congregation of that circuit a ballot containing the names of the two men (or more in case of a tie) receiving the highest number of nominations. The voting congregations of the circuit will vote for one of those individuals by the date specified. If again no nominee receives a majority, a circuit caucus will be held early in the convention, at which the voting pastors and voting delegates of that circuit will select one of the two pastors to be placed on the ballot for convention ratification. If the man selected by a circuit is no longer available, a circuit caucus at the convention shall have the right to act on behalf of the congregations to nominate a replacement. The Commission of Nominations and Elections shall present a slate of those chosen by the circuits for ratification by the District convention. The convention shall have the right to alter the slate by amendment. The convention shall then ratify the slate of Circuit Counselors, which ratification shall constitute election.

### L. COMMISSION ON CONGREGATION CONSTITUTIONS AND BYLAWS

#### 2.87 Membership

a. The Commission on Congregation Constitutions and Bylaws shall consist of four voting members. The President, in consultation with the Vice Presidents, shall appoint one pastor, one teacher or DCE, and one layman for a three-year term, with no limitation to the number of terms they may be reappointed.

b. The Secretary of the District shall serve as the fourth voting member of the Commission.

## 2.89 Functions

The function of the Commission on Congregation Constitutions and Bylaws is described in Bylaw 1.09.

## M. COMMISSION ON DISTRICT BYLAWS

### 2.91 Membership

a. The Commission on District Bylaws shall consist of four voting members. The President, in consultation with the Vice Presidents, shall appoint one pastor, one teacher or DCE, and one layman for a three-year term, with no limitation to the number of terms they may be reappointed.

b. The Secretary of the District shall serve as the fourth member and chairman of the Commission.

### 2.93 Functions

a. Supply interpretations of the bylaws of the District upon request by an officer or member of the District;

b. Review the bylaws of the District before each convention to see if all stipulations are still applicable and suggest appropriate changes;

c. Bring the bylaws of the District up to date if any amendments are resolved upon at the District convention.

d. The bylaws and regulations of the District and any subsequent change therein shall be submitted to the Commission on Constitutional Matters of the Synod for review and approval.

## N. THE COMMISSION OF COMMUNICATIONS

### 2.97 Membership

The Commission of Communications shall consist of four members appointed by the Board of Directors. One shall be an ordained minister, one shall be a commissioned minister, and two shall be laity. The commission will elect its own chairman, and is responsible to the Board of Directors.

### 2.99 Purpose

The purpose of this commission is to:

a. Provide for the publication and distribution of "Today's Business" at the District convention;

b. As requested by boards and officers of the District to arrange for accurate communication with the press at conventions of the District and at other major gatherings at the District level;

c. As requested by boards and officers of the District to assist in publicizing to the District's congregations the various work of the District;

d. Promote subscriptions to the *Lutheran Witness* in all congregations of the District and provide for and supervise the production and distribution of the District publication in the *Lutheran Witness*;

e. The commission shall develop and submit its annual budget request at the time designated by the finance committee of the Board of Directors.

### 2.101 Meetings

The Commission may meet as often as it deems necessary to accomplish its purpose.

## O. THE COMMISSION ON SCHOOL MATTERS

### 2.105 Membership

The Commission on School Matters shall consist of seven persons, (one ordained minister, four commissioned ministers and two lay persons), appointed by the Board of Directors in consultation with the Schools and General Executive and the District President. The Schools and General Executive will be an advisory member of this Commission. The commission will elect its own chairman, and is responsible to the Board of Directors.

### 2.107 Purpose

a. The purpose of this commission is to assist congregations, school boards, and principals in the promotion, operation, and expansion of Christian day schools, pre-schools, and high schools. This might include areas such as: legal matters, educational resources, accreditation, funding, starting a new school, leadership training, etc.

b. To accomplish its purpose the commission may adopt any goals, policies, procedures, and guidelines it deems necessary. These are subject to the approval of the Board of Directors.

c. The commission shall develop and submit its annual budget request at the time requested by the finance committee of the Board of Directors.

### 2.109 Meetings

The Commission may meet as often as it deems necessary to accomplish its purpose.

## III. PASTORS AND COMMISSIONED MINISTERS

### 3.01 Eligible Pastors and Commissioned Ministers

a. Congregations that are members of the Synod, in conformity with Bylaw 2.5.2 of the Synodical Handbook, shall call and be served only by ordained ministers who have been admitted to their ministries in accordance with the rules and regulations set forth in the Synodical Bylaws and have thereby become members of the Synod.

b. Congregations that are members of the Synod, in conformity with Bylaw 2.5.3 of the Synodical Handbook, shall call only commissioned ministers who have been admitted to their ministries in accordance with the rules and regulations set forth in these Bylaws and have thereby become members of the Synod.

c. Congregations which violate these requirements and persist in such violation shall after due admonition forfeit their membership in the Synod.

### 3.03 Developing Call Lists

Congregations, institutions, and agencies intending to call a pastor, or commissioned minister should seek the advice of the District President. The District President may delegate the responsibility for commissioned minister call lists to the Schools and General Executive of the District.

### 3.05 Transfers

A pastor or commissioned minister accepting a call into another District shall immediately report such decision to the District President and ask for a transfer of membership. The District President shall forward such transfer to the President of the sister District.

### 3.07 Placement and/or Removal From Rosters

Subject to the provisions of the bylaws, the District President shall be responsible for the initial placement of the names of all pastors or commissioned minister on the respective rosters of the Synod and shall also be responsible for their removal when that becomes necessary.

## IV. DISPUTE RESOLUTION

### 4.01 Dispute Resolution

The process of Dispute Resolution for the District is that specified in section 1.10 of the Synodical Bylaws.

## V. THE BOARD OF SPIRITUAL CARE AND SUPERVISION

### 5.01 Membership

a. The Board of Spiritual Care and Supervision shall consist of the President, the Vice Presidents, and the Circuit Counselors of the District. The Schools and General Executive and Part-time Mission Executive may attend the meetings of this board as advisory members.

### 5.03 Purpose

a. The purpose of this board is to assist the President of the District in the growth, care, and supervision of the congregations and professional church workers of the District as specified in Synodical Bylaws 4.4.4; 4.4.5; 4.4.6; 5.2.3; 5.2.3.1-3.

b. To accomplish its purpose the board may adopt any goals, policies, and programs it deems necessary.

c. The board shall develop and submit its annual budget request at the time designated by the finance committee of the Board of Directors.

### 5.05 Meetings

The Board will meet at least four times a year.

## VI. THE BOARD OF MISSIONS

### 6.01 Membership

The Board of Missions shall consist of eight members. Three members of the board shall be ordained ministers, one member of the board shall be a commissioned minister, and four members of the board shall be laity. One of the three ordained ministers shall be elected chairman by the District Convention. As chairman he shall be a member of the Board of Directors. The Part-time Mission Executive shall be an advisory member of this Board.

### 6.03 Purpose

a. The purpose of this board is to work on behalf of the congregations of the District as it plans, supervises, and administers the mission work done jointly by the District's congregations in partnership with one another. This work may include but is not limited to such areas of ministry as: campus ministry, prison ministry, studying areas for future mission work, establishing and supporting new mission congregations, supporting strategic existing congregations, and mission education projects.

b. To accomplish its purpose the board may adopt any goals, policies, procedures, and guidelines it deems necessary. These are subject to the approval of the Board of

Directors.

c. Should it desire to do so, the board may also form various sub committees, task forces to focus on specific areas or issues, or assign specific members of the board to concentrate on a designated area.

d. The board shall develop and submit its annual budget request at the time designated by the finance committee of the Board of Directors.

#### 6.05 Other Responsibilities

The Board shall:

a. Review and recommend to the Board of Directors the recommendation of the Lutheran Church Extension Fund Area Vice President for making loans to congregations, the type of security required and the repayment of such loans;

b. Oversee the work of the Part-time Mission Executive.

#### 6.07 Meetings

The Board will meet at least four times a year.

### VII. THE BOARD OF CONGREGATIONAL SUPPORT

#### 7.01 Membership

The Board of Congregational Support shall consist of eight members. Two members of the board shall be ordained ministers, two members of the board shall be commissioned ministers, and four members of the board shall be laity. One of the two commissioned ministers shall be elected chairman by the District Convention, who, as chairman, shall be a member of the Board of Directors. The Schools and General Executive will be an advisory member of this Board.

#### 7.03 Purpose

a. The purpose of this board shall be to work in support of congregations as it provides services to the congregations, helping equip them meet the various needs expressed. The areas identified in which these services may fall include: Administration, Education, Evangelism, Family Life, Human Care, Stewardship, and Youth.

b. To accomplish its purpose the board may adopt any goals, policies, procedures, and guidelines it deems necessary. These are subject to the approval of the Board of Directors.

c. Should it desire to do so, the board may also form various sub committees, task forces to focus on specific areas or issues, or assign specific members of the board to concentrate on a designated area.

d. The board shall develop and submit its annual budget request at the time designated by the finance committee of the Board of Directors.

#### 7.05 Meetings

The Board will meet at least four times a year.

### VIII. OFFICE AND PERSONNEL COMMITTEE

#### 8.01 Membership

The Office and Personnel Committee of the Southern Illinois District shall consist of three members, one pastor, one teacher, and one lay person. It receives its authority and direction from the Board of Directors and is accountable to it. The pastor and the lay

person of the Committee shall be appointed from members of the Southern Illinois District Board of Directors. The pastor member shall be one of the Vice Presidents of the District. The teacher member of the Committee shall be appointed from outside the membership of the Southern Illinois District Board of Directors. The District President and Schools and General Executive are advisory members of the Committee.

### 8.03 Purpose

a. The Office and Personnel Committee shall have overall responsibility for recommending policy and reporting actions and expenditures related to the District office building and its personnel. Day-by-day administration will be carried out by the executive staff as stated in the Bylaws. The Committee's task is to assist and support the staff in carrying out their work efficiently and effectively.

b. To accomplish these purposes the committee shall make recommendations to the Board of Directors in the following areas.

1. The purchase, lease, or disposal of office equipment over \$250 in value;
2. Any repairs and improvements above \$500. Emergency and other expenditures within the budget under \$500 may be implemented by the executive staff and reported through this Committee;
3. The location, maintenance and renovation of the District office;
4. The establishment, revision, and implementation of personnel policies for all District office staff;
5. The appointment or reappointment of the District's full-time Schools and General Executive in keeping with the bylaws of the District. To that end, the Committee shall arrange, as needed, consultations with the District President and Schools and General Executive for the purpose of evaluation and support. It shall also review the performance of the Property Manager, LCEF Area Vice President, and other executive staff, and make recommendations to the Board of Directors as needed;
6. The personnel needs of the District Office so that the ministry of service to the parishes of the District is implemented as needed;
7. The establishment of policies and procedures within the District Office that provide for the most efficient use of District funds;
8. The employment of secretaries, custodians, lawn maintenance worker, etc., for the ongoing operation of the District Office;
9. The District salary guidelines:
  - a. To recommend percentage increases based on the rate of inflation to the base pay of the District guidelines;
  - b. To implement and apply the guidelines to the District Office personnel;
  - c. To request appointment of a special committee to study overall revisions of the guidelines when deemed necessary.

## IX. ENDOWMENT FUNDS

9.01 The District shall have special funds designated as Endowment Funds. They shall be funds of the District.

9.03 The purpose of the Endowment Funds is to receive gifts and bequests and to use them for the mission and ministry of the Southern Illinois District and The Lutheran Church--Missouri Synod, including, but not limited to, its seminaries, colleges, institutions or agencies.

9.05 The Endowment Funds shall be managed by a Fund Advisory Committee, which shall serve at the pleasure, and under the authority of, The Southern Illinois District Board of Directors. The duties and authorities of the Fund Advisory Committee shall be conducted according to written guidelines approved by a majority of the District Board of Directors, and shall not be inconsistent with this Article.

9.07 Both the principal and income from unrestricted gifts and bequests to the Endowment Funds are to be used for the purposes, projects and programs recommended by the Fund Advisory Committee and approved by the Board of Directors, provided that the purposes, projects and programs shall be consistent with the general reason for which these Endowment Funds have been established. This list of approved purposes, projects and programs shall be appended to the written guidelines of the Fund Advisory Committee and shall be distributed to the members of the Board of Directors.

9.09 At least annually, the Fund Advisory Committee shall make recommendations to the Board of Directors regarding distribution of the income and/or principal of the fund. The Committee may solicit input from District Boards and Committees before making their recommendations. None of the income or principal from unrestricted gifts shall be distributed for the District's general operating expenses. The distribution of the income and/or principal from unrestricted gifts shall be determined by the Board of Directors.

9.11 Restricted gifts and bequests (those with special terms or conditions or containing limitations or directions as to the investment or use of the substance of the gift, or the use of accumulation of the income) may be made provided that such are approved in the following manner. The Fund Advisory Committee shall submit at the next meeting of the Board of Directors (or request an emergency meeting), its recommendation on the acceptability of such a gift or bequest. The decision to accept such gift shall be made by the Board of Directors.

9.13 The Fund Advisory Committee shall make recommendations to the Board of Directors concerning the assets of the Endowment Funds to be invested as the Board of Directors determines.

9.15 The Southern Illinois District Endowment Funds shall continue in existence and be used as hereinabove provided, unless earlier revoked, so long as the Southern Illinois District shall continue to exist. If the Southern Illinois District should cease to exist, then the assets constituting the Endowment Funds shall become the property of a successor district or, if no successor district, then it shall become the property of The Lutheran Church--Missouri Synod Foundation (except that any and all properties held by the Fund with special conditions, restrictions or limitations shall continue to be subject to the reasonable conditions, restrictions or limitations upon which such property are held.) If the Southern Illinois District should cease to exist, it shall execute the necessary documents to effect the transfer of all applicable property of the Endowment Funds to a successor district or, if no successor district, then to The Lutheran Church--Missouri Synod Foundation.

## X. AUXILIARY ORGANIZATIONS

### 10.01 Names

There are two auxiliary organizations officially recognized as such by The Lutheran

Church--Missouri Synod: The International Lutheran Laymen's League and The International Lutheran Women's Missionary League.

#### 10.03 Service to District

- a. These auxiliary organizations and the Lutheran Youth Fellowship are to cooperate closely with the boards of the District;
- b. All official and non-official organizations are to be involved in District activities to the extent that they are invited by a District board or commission or by resolution of the District in convention;
- c. The various boards of the District shall involve officers and members of these official and non-official organizations as advantageously as possible in their program promotion and operation.

### XI. AMENDMENTS TO BYLAWS

#### 11.01 Action Necessary to Amend the Bylaws

Amendments to the bylaws may be made provided they are:

- a. Not contrary to the Synod's Constitution and Bylaws;
- b. Submitted to the Commission on District Bylaws for clearance prior to presentation to the convention;
- c. Approved by Synod's Commission on Constitutional Matters prior to the convention;
- d. Specified as bylaw amendments and considered by a convention floor committee;
- e. Presented in writing to a convention of the District;
- f. Adopted by the affirmative vote of a majority of the delegates present and voting.

(All references to the HANDBOOK of Synod are taken from the 2004 edition.)