

The
Articles of Incorporation
and
Bylaws
of the
South Wisconsin District
of
The Lutheran Church—Missouri Synod

Adopted July 2001

Updated by the SWD-CCM

November 8, 2005

January 6, 2006

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June 4, 2022

Convention amendments made –06/13/22

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CONSTITUTION OF DISTRICT AND SYNOD

The Constitution of The Lutheran Church–Missouri Synod (LCMS) is the Constitution of the South Wisconsin District. The Constitution and Bylaws of the LCMS are printed in the Synod’s Handbook which is available from Concordia Publishing House.

THE SOUTH WISCONSIN DISTRICT AND OTHER DISTRICTS

The South Wisconsin District was created by the Synod in 1918. Prior to that the congregations of The Lutheran Church—Missouri Synod which were located in southern Wisconsin were part of the Wisconsin District (1882-1918), the Northwestern District from (1874-1882), and the Northern District from (1855-1874). From 1847 to 1855, the LCMS had no Districts.

After the organization of the LCMS in 1847, the Synod experienced rapid growth, both numerically and geographically. In order to better serve the member congregations of the Synod, the 1854 Convention of the Synod created four geographic Districts: Central, Eastern, Northern and Western. The English Synod and Slovak Evangelical Lutheran Church (SELC) merged with the LCMS and formed the non-geographic English and SELC (or Slovak) Districts. The Synod now totals 33 geographic Districts plus the English and SELC Districts.

RESTATED ARTICLES OF INCORPORATION¹
(Adopted June 2018)

Chapter 187 of the Wisconsin Statutes

ARTICLE 1. The name of corporation shall be: South Wisconsin District of The Lutheran Church–Missouri Synod.

ARTICLE 2. The period of existence shall be perpetual.

ARTICLE 3. The purpose of the corporation shall be:

- (1) To unite in a corporate body the members assigned to it by The Lutheran Church–Missouri Synod, such members being those who confess and remain true to the canonical books of the Old and New Testaments as the sole and exclusive rule of Christian doctrine and practice, and acknowledge as the true exhibition of sound Christian doctrine the Book of Concord of the year of our Lord 1580; and
- (2) To promote the efficiency and extend the influence of the South Wisconsin District of The Lutheran Church–Missouri Synod; and
- (3) To cooperate in ecclesiastical work in the extension of The Lutheran Church–Missouri Synod by educational, charitable, and missionary work; and
- (4) To help to establish and maintain colleges, seminaries, and other institutions of learning for the education of ministers and teachers for the Lutheran Church, thereby aiding and perpetuating the good work of disseminating the knowledge of the Gospel throughout the world.

ARTICLE 4. The location of the principle office shall be:
8100 West Capitol Drive
Milwaukee, WI 53222-1920

ARTICLE 5. The name of the registered agent shall be determined by the Board of Directors.
The present registered agent is Paul Reske.

ARTICLE 6. The address of the registered agent is:
8100 West Capitol Drive
Milwaukee, WI 53222-1920

¹ Although the Wisconsin District was organized by the Synod in 1888, the original Articles of Incorporation were not executed until 16 October 1907 under the name “Wisconsin District of the German Evangelical Lutheran Synod of Missouri, Ohio, and other States.” On 21 October 1919, the name was changed to “South Wisconsin District of the German Evangelical Lutheran Synod of Missouri, Ohio, and other States.” On 3 April 1951, the District adopted the current name, “South Wisconsin District of The Lutheran Church—Missouri Synod.”

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ARTICLE 7. The articles may be amended from time to time by the Convention of Members, with the exception that Article 5 may be amended by the Board of Directors. Changes to these Articles shall be reviewed and pre-approved by the LCMS Commission on Constitutional Matters.

ARTICLE 8. The number of directors shall be established by the Bylaws of the corporation, and said directors shall be elected at the Convention of Members.

ARTICLE 9. The offices of the corporation shall be those offices as designated by the Bylaws of the corporation.

ARTICLE 10. Members of the corporation are the various members assigned to it by The Lutheran Church–Missouri Synod. Additional members may become members of the District in accordance with the Constitution and Bylaws of The Lutheran Church–Missouri Synod, provided they, as congregations and the individual members who compose such congregations believe in and remain true to the canonical books of the Old and New Testaments as the sole and exclusive rule of Christian doctrine and practice, and acknowledge as the true exhibition of sound Christian doctrine the Book of Concord of the year of our Lord 1580.

ARTICLE 11. This corporation shall be fully authorized to receive and acquire the gift, purchase or declaration in trust real and personal property of whatsoever kind, and to hold, manage, and dispose of the same in the interests of the corporation and to conduct and control it in such manner and to such extent as may be considered desirable, in order that it may be made profitable in the advancement of the purposes of the corporation.

ARTICLE 12.

- (1) In the event this corporation is dissolved or its existence otherwise terminates or is terminated, after the payment of the debts of the corporation, all right, title, and interest in and to its property, whether tangible or intangible and whether real or personal, shall thereupon automatically vest in or be transferred to the Synod, and this corporation covenants and agrees to execute and deliver to the Synod such documents and instruments and to take such other and further actions as the Synod may deem reasonably necessary or desirable, in order to evidence and give full effect to the foregoing. This provision may not be altered or deleted without the approval of the Synod in convention or the Board of Directors of the Synod.
- (2) 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, the assets of the corporation may be distributed to any other Section 501(C)(3) organization as designated by the board of directors.

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ARTICLE 13. This corporation, as part of The Lutheran Church–Missouri Synod, acknowledges its allegiance to the Synod and to the convention of the Synod. It submits to the authority of the Synod and the convention. It accedes, recognizes, and accepts the doctrine taught and practiced in the Synod (Art. II) and also the Articles of Incorporation, Constitution, and Bylaws of the Synod, as currently in effect and as may hereafter be amended from time to time.

- (1) In the event of any conflict or inconsistency between the organizational documents of this corporation and the Articles of Incorporation, Constitution, or Bylaws of the Synod, as may hereafter be amended from time to time, the Articles, Constitution, or Bylaws of the Synod shall control and govern.
- (2) This provision may not be altered or deleted without the approval of the Synod in convention or the Board of Directors of the Synod.
- (3) Neither The Lutheran Church–Missouri Synod nor The Lutheran Church–Missouri Synod Incorporated is responsible for the debts or other obligation of this corporation nor do they represent or endorse the fiscal solvency of this corporation.

ARTICLE 14. The corporation is organized exclusively for religious purposes with the meaning of Section 501(c)(3) of the Internal Revenue Code.

These restated Articles of Incorporation supersede and take the place of the heretofore existing Articles of Incorporation and amendments thereto.

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BYLAWS

The Bylaws of the Synod govern the activities and organization of the District. The members of the South Wisconsin District are directed to the current edition of the Synod's Handbook (HB 2019) which contains the complete text of the Synod's Bylaws. The Bylaws of Synod also grant the right to the District to adopt such Bylaws as it deems expedient for its conditions, provided that such Bylaws do not conflict with the Constitution and Bylaws of the Synod (Constitution, Article XII.1) Thus, the South Wisconsin District has adopted the following Bylaws which shall govern its activities.

I. DISTRICT ORGANIZATION

A. CONVENTION

1.01 Voting Delegates

- a. The voting delegates shall be as follows:
 1. One lay delegate from each congregation or parish of the District, and
 2. One pastor delegate from each congregation or parish of the District.
- b. A parish consists of one or more congregations served by one pastor. A parish with more than one pastor shall designate one pastor to be the voting pastor delegate.

1.02 Alternate Delegates

- a. Each congregation or parish shall elect an alternate lay delegate who shall represent the congregation in case the delegate is unable to attend.
- b. A parish with two or more pastors eligible to serve as voting delegates may designate one as an alternate pastor delegate.

1.03 Responsibilities of Delegates

Voting congregations shall not require their delegates to vote in accordance with specific instructions. Delegates shall be permitted to vote according to their convictions. They should, however, attempt to discover the sentiment of their congregations. They are expected to be faithful in attendance at all sessions of the Convention. After the Convention, delegates shall report the actions of the District to their respective congregations and serve as advocates for the District's programs to their congregations.

1.04 Advisory Delegates

- a. All non-voting ordained and commissioned ministers who are members of the Synod within the District shall be advisory delegates to the Convention.
- b. The congregation of a multi-congregational parish not providing the voting lay delegate for the parish may select an advisory lay delegate to the convention.

1.05 Accreditation of Pastoral and Lay Delegates

The pastoral and lay delegate of the parish shall be accredited by two officers of the congregation. The certification shall be forwarded to the Secretary of the District prior to the opening of the Convention.

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1.06 Rights of Advisory Delegates (Article XII, 10 B)

- a. Advisory delegates shall be entitled to the floor and may express their opinions the same as voting delegates.
- b. They shall be eligible for membership on committees and for offices of the Convention unless otherwise specified.

1.07 Youth Representation

Each circuit may be represented by at least one youth to be selected as a circuit may specify. They may speak at the request of a floor committee and by express permission of the chair.

1.08 Reports and Overtures

- a. Reports to the District in convention may be submitted by the President, a vice-president, the Secretary, the Treasurer, or the District Board of Directors, a committee or board of the District as listed in the bylaws, or other individuals or duly constituted groups who may be required or permitted to do so by the bylaws, by action of a prior convention of the District, or by the President. Reports shall not include overtures unless submitted by someone authorized (in paragraph b.) to submit overtures.
- b. Overtures may be submitted by those authorized in Synod Bylaws.
- c. Reports and overtures must be submitted to the President of the District not later than twelve weeks prior to the opening date of the Convention. No report or overture received subsequent to that date shall be accepted for Convention consideration unless a committee consisting of the President, First Vice-President and Secretary adjudge it to be a matter of importance and urgency.
- d. Reports and overtures properly submitted to the President shall be referred to an appropriate Convention committee appointed by him.

1.09 Convention Workbook

A Convention workbook containing reports, overtures, names and addresses of all voting delegates, and other information shall be published under the editorship of the District Secretary. It shall be made available at least four weeks before the Convention. Distribution of the workbook may be by electronic communication, though designated recipients shall be provided a printed copy of materials upon request.

1.10 Convention Preachers, Worship Leaders, and Essayists

The Convention preachers, worship leaders and essayists shall be appointed by the President prior to the Convention.

1.11 Convention Organization and Agenda

- a. The President shall announce the agenda to the Convention as the first order of business.
- b. Daily minutes shall be prepared by the secretary to be distributed at the beginning of each day for approval by the Convention.
- c. Minutes of the final day of the Convention shall be distributed with the Convention Proceedings.
- d. Minutes of the final day of the Convention shall be approved by the District Board of Directors at the first regular meeting following the close of the convention.

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1.12 Convention Floor Committee

The President shall appoint floor committees from among the voting and advisory delegates to the Convention. The President may convene the committees as soon as he believes necessary. The floor committees shall include, but not be limited to, the following: a) Elections; b) Administration and Constitutional Matters; c) Parish Education; d) Missions; e) Stewardship-Evangelism; f) Miscellaneous; g) Review of Minutes and Report of the Board of Directors.

1.13 Absences

All duly elected and advisory delegates shall attend all sessions regularly until the close of the Convention. Delegates who arrive late, or leave early, or who do not attend at all, shall present a written excuse.

1.14 Time and Place of the Convention

The District will meet in Convention in the year preceding the National Convention of the Synod. The time and place of the convention will be determined by the Board of Directors.

1.15 Convention Committee

The President shall appoint four ordained ministers, three laypersons or commissioned ministers to serve with the Secretary of the District and District Business Manager on the Convention committee. The Convention committee shall plan and prepare the organization of the District Convention, including the housing of delegates, exhibits, publicity and printing; act as the committee on registration; maintain an attendance record of the delegates; judge excuses of absentees; manage Convention finances; and provide a general information center for the Convention.

1.16 Convention Expenses

- a. The congregations of the District will be assessed on a per communicant basis to cover the expenses of the Convention. The assessment rate will be determined by the Convention committee. The congregations will be notified of the assessment at least two months prior to the Convention.
- b. Congregations shall remit their assessment prior to the opening of the Convention.

1.17 Expenses of Delegates and of Representatives

The expenses for all delegates shall be paid by their respective congregations.

1.18 Distribution of Official Proceedings

The official proceedings of each Convention shall be sent by the District to every congregation of the District, to every delegate (voting and advisory) and to all members of District boards and committees within 75 days of the close of the Convention. The cost shall be paid by the District. Distribution of the proceedings may be by electronic communication, though designated recipients shall be provided a printed copy upon request.

B. GENERAL PROVISIONS FOR OFFICERS, BOARDS AND COMMITTEES

1.19 Definitions

- a. A board is an officially established group of persons charged with policy making and evaluative responsibilities for the District.
- b. A committee is a group of persons elected or appointed as prescribed in the District Bylaws, rendering precisely defined service function of the District and responsible, as the case may be, to the Convention, to the President of the District, or to the Board of Directors of the District.
- c. A standing committee or subcommittee consists of persons who are voting members of a board or committee and other persons appointed to assist the standing committee or subcommittee in performing a specific function and is to report to the parent group. Membership on a standing committee or subcommittee does not constitute a “term” or “office” for the purposes of District Bylaws 1.24 and 1.29.
- d. A task force is a group which has an *ad hoc* assignment to accomplish a specific task, has a definite expiration date, and does not necessarily consist of members of the appointing body. Members of a task force are exempt from District Bylaws 1.24 and 1.29. Membership on an *ad hoc* task force does not constitute a “term” or “office” for the purposes of District Bylaws 1.24 and 1.29.
- e. A special position is an appointive office in which a person fills a specific role and serves at the discretion of the appointing body. Persons filling a special position are exempt from District Bylaws 1.24 and 1.29. Filling a special appointive office does not constitute a “term” or “office” for the purposes of District Bylaws 1.24 and 1.29.

1.20 Officers of the District

The officers of the District elected by the Convention shall be a President, four Vice-Presidents, a Secretary, and a Circuit Visitor for each circuit established by the District. The Treasurer and Assistant District Secretary shall be appointed by the Board of Directors at its first meeting following the Convention.

1.21 Board

The Board of Directors of the South Wisconsin District shall be elected by the Convention of the District.

1.22 Committees, Boards, and Special Positions

The committees and special positions of the District shall be elected or appointed by the President, or by the President-Elect as follows:

- a. Elected by the District Convention
 1. Committee on Convention Nominations
 2. Regents for Concordia University Wisconsin
 3. Member to the Committee on Convention Nominations of Synod
- b. Appointed by the President, if re-elected, or by the President-Elect
 1. Committee on Constitutional Matters (CCM)
 2. Ministerial Health Committee

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- c. Appointed by the Board of Directors
 - 1. Finance Committee
 - 2. Reconcilers

1.23 Term of Office

- a. The term of office for the President, Vice-Presidents, Secretary, Assistant Secretary, Treasurer, and Circuit Visitor shall be three years.
- b. Members of the Board of Directors and Committee on Convention Nominations shall be elected to six-year terms. Half the membership of the Board of Directors and Committee on Convention Nominations shall be elected at each District Convention.
- c. The Treasurer, Assistant District Secretary, and newly appointed members of all appointed boards and committees shall assume office on September 1, following each Convention. Incumbents shall serve until their successors have been appointed.
- d. Members elected to the Board of Regents shall take office at the close of the District Convention at which they are elected.

1.24 Successive Terms

- a. The offices of President, Vice-Presidents, Secretary, Assistant Secretary, and Treasurer of the District shall be without limitation as to re-election.
- b. After serving a total of two consecutive six-year terms, members of the Board of Directors and the Committee for Convention Nominations shall be ineligible for three years for re-election to the same board or committee.
- c. After serving a total of three consecutive three-year terms, all appointed members of District committees shall be ineligible for three years for re-appointment to the same committee.
- d. After serving a total of three consecutive three-year terms, Circuit Visitors shall be ineligible for three years for re-election to the same positions.

1.25 Vacancies

- a. The Board of Directors is authorized and empowered to fill any vacancy occurring in its membership by appointment. Such appointees shall hold office until the next District Convention, whereat the balance of the unexpired term shall be filled by election.
- b. If a Vice-President for any reason shall leave office, the vacancy shall be filled by the district President in consultation with elected representatives of the region and the district Board of Directors. The appointed vice-president shall be last in line of succession.
- c. Vacancies in the office of circuit visitor shall be filled by appointment by the district president. Unless otherwise specified in these Bylaws, vacancies that occur on District elected boards or committees shall be filled by the Board of Directors of the District by appointment. Such appointee shall hold office until the next District Convention, whereat the balance of the unexpired term shall be filled by election.
- d. Vacancies in any appointed standing committee or subcommittee of the District shall be filled by the appointing authority, unless otherwise specified in these Bylaws.

- e. Whenever an officer, board and committee member shall cease to be a communicant member of a District congregation, he shall automatically cease to be an officer or director, as the case may be, and his office may be declared vacant by the Board of Directors.

1.26 Induction and Installation

- a. All newly elected District officers and board and committee members shall be inducted or installed into office by the second Sunday in the month following the Convention.
- b. When a new President of the District is elected, he shall be installed as President-Elect at the electing Convention, and shall be installed and assume office as President no later than the first regular Board of Directors meeting following the Convention.
- c. Incumbent district officers and board and committee members shall hold office until their successors are inducted or installed.

1.27 Prohibition of Conflict of Interest

- a. No officer, director, board, or committee member of the District shall use his position or the knowledge acquired from his service in such a manner that a conflict arises between his personal or business interests and the interest and general welfare of the District arises.
 - 1. Every officer, director, board or committee member shall disclose to the chairman of the board and all staff shall disclose to the district president any potential conflicts of interest. The chairman or district president shall disclose personal potential conflicts of interest to the board.
 - 2. Such disclosures shall include board membership on, a substantial interest in, or employment of the individual or a relative by any organization doing business with the district or any agency of the district.
 - 3. Every board or committee member, officer, and all staff of the district and every agency of the district who receives honoraria or payments for any sales or services rendered to district or any agency of the district shall disclose such information.
 - 4. All such disclosures shall be reported to the respective board to determine by a vote of its remaining impartial members whether an inappropriate interest exists, and such vote shall be recorded in its official minutes. In the case of officers, all such disclosures shall be reported to the President of the District to determine whether an inappropriate interest exists.
- b. Responsibilities shall be carried out in a manner reflecting the highest degree of integrity and honesty consistent with the Scriptures, the Lutheran Confessions, the Constitution, Bylaws, and resolutions of the Synod and District, the policies of corporate Synod and the agencies of the Synod, and civil laws.
 - 1. Activities shall not be entered into which may be detrimental to the interests of the District. Any inappropriate activity shall cease or the position will be vacated.
 - 2. Information acquired in the course of carrying out duties of the District shall not knowingly be used in any way that would be detrimental to the welfare of the District.
 - 3. No one shall vote on any transaction in which the individual might receive a direct or indirect financial gain.

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4. The Board of Directors shall establish policy regarding the acceptance of gifts, entertainment, or favors from any individual or outside concern which does or is seeking to do business with the District or the agencies of the District.
- c. Individuals, prior to accepting elected, appointed, or staff positions, shall initially and annually thereafter sign statements stating that they have received, understand, and agree to abide by this bylaw and the Synod's conflict of interest policy.

1.28 Accountability of Officers, Boards and Committees

All officers, boards and committees shall be accountable to the District for all their actions, and any decision of such officers, boards, and committees may be appealed to the Convention of the District or the Convention of the Synod.

1.29 Holding More than One Office

- a. No one, either in the Synod or in the District, or between the Synod and the District, shall hold more than one elective office; or more than two offices, although one or both be appointive; or ever hold two offices wherein one is directly responsible for the work done by the other.
- b. An office shall be regarded as elective only if it is an office filled through election by the Synod or District in Convention, even though a vacancy in such an office may be filled by appointment.
- c. Doubtful cases shall be decided by the President of Synod.

1.30 Other Officers

The Board of Directors, subject to the approval of the District President, may appoint other assistants and staff required from time to time to carry out the business and legal affairs of the District.

C. OFFICERS

1. The President

1.31 Administrative Authority

In addition to those duties assigned to the President in the Handbook of Synod (Synod Constitution, Article XII and Synod Bylaw 4.4), the President shall:

- a. Report to the Board of Directors from time to time on the conditions and affairs of the District.
- b. Sign and execute in his administrative capacity and in the name of the corporation all deeds of conveyance, contracts, notes, mortgages, assignments, and other legal documents, as may be required by law for the validity and for the conduct of the business affairs of the corporation.

2. The Vice-Presidents

1.32 Number of Vice-Presidents

The District shall have four Vice-Presidents. A vice-president shall be elected from each of the district's four regions.

1.33 Duties and Relation to the President

They shall perform such other duties as may be delegated to them by the President and as may be prescribed in the District Bylaws.

1.34 Succession to the President

The Vice-Presidents, in the order of their position, shall represent and assume the functions, duties and powers of the President in his absence or incapacity to act.

1.35 Vacancies

A vacancy in a Vice-Presidency shall be filled in accord with the provisions of District Bylaw 1.25.

3. The Secretary

1.36 Duties

In addition to those duties assigned to the Secretary in the Handbook of Synod, the Secretary shall:

- a. Prepare and publish the Minutes, resolutions and official actions of all meetings of the District and Board of Directors as soon as possible after the conclusion of the meetings; and
- b. Perform such other duties as are incident to his office and as are assigned to him by resolution of the District and prescribed by the District Bylaws.

4. The Assistant Secretary

1.37 Duties

The Assistant Secretary shall assist the Secretary as mutually agreed between the Secretary and Assistant Secretary.

5. The Treasurer

1.38 Duties

In addition to those duties assigned to the Treasurer in the Handbook of Synod, the Treasurer shall:

- a. Prepare and submit for audit and publication an annual account;
- b. Make regular reports to the Board of Directors;
- c. Report and be accountable to the District President; and
- d. Perform such other duties as may be required of him by resolution of the District or the Board of Directors.

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D. BOARD OF DIRECTORS

1.39 Membership and Officers of the Board

- a. The elected and voting members of the Board of Directors shall consist of sixteen (16) voting members and shall be constituted as follows:
 1. The President of the District;
 2. The Secretary of the District;
 3. Four (4) ordained ministers on the District roster (one from each region);
 4. Two commissioned ministers on the District roster, each representing different regions;
 5. Eight laypersons of the District (two from each region).
- b. The Board of Directors shall elect the chair and vice-chair from its membership
 1. The election of the chair and vice-chair shall take place at the first meeting of the Board of Directors following the District Convention.
 2. The term of office for these positions shall be three years.
 3. Election for these positions shall be by written ballot.
- c. The first Vice President, Assistant Secretary and Treasurer are advisory members to the Board of Directors.
- d. Representation on the board is limited to not more than one voting member from any congregation. *Ex officio* members of the board (i.e. President and Secretary) shall be excluded from the provision of this bylaw.
- e. Vice presidents, district personnel and others may attend the Board of Directors' meeting as requested by the board, or District President.

1.40 Organization of the Board of Directors

The Board of Directors may create committees and task forces which support the various aspects of the District's work and individuals, congregations and special ministries.

1.41 Duties, Powers and Authority of the Board of Directors

- a. The Board of Directors shall manage and control the business affairs of the corporation, and shall have and exercise all power and authority granted by law and under the directions, limitations and restrictions as may be prescribed from time to time by the Constitution and Bylaws, and by the regulations and resolutions duly adopted by the delegates at any regular or special Convention.
- b. A majority of the voting members of the Board of Directors shall be present to constitute a quorum for the transaction of business.
- c. The Board of Directors shall have power and authority to remove from office any Officer or Director, whenever the Board of Directors determines that such officer or director is unable to serve in that capacity because of prolonged illness or disability. This removal procedure shall follow the procedure outlined in Synod bylaws 1.5.7-1.5.8.1 of the *Handbook*.
- d. At every regular Convention of the District, the Board of Directors shall present a report, in writing, detailing their activities since the last District Convention.

- e. The Board of Directors or District President shall appoint the members of all committees as required by the District Bylaws and resolutions of the District, and it may appoint such other committees and employ clerical assistants as may be deemed expedient for the effective execution of the business and affairs of the District.
- f. The Board of Directors shall establish, adopt and publish the budget for the District.
- g. Unless otherwise designated by District resolution, it shall be the duty of the Board of Directors to elect and call executive staff from a list of candidates nominated by the congregations of the District, the District President and the Board of Directors.
- h. The Board of Directors shall adopt rules of order and procedures as shall most effectively expedite the business of the corporation.

E. COMMITTEES and SPECIAL APPOINTMENTS

[Elected by the District Convention]

1. Committee on Convention Nominations

1.42 Membership

The committee on Convention nominations consisting of twelve members – one ordained minister, one commissioned minister and one layperson from each of the four regions – shall be elected by the District Convention.

1.43 Function

The committee on Convention Nominations shall nominate candidates for the various offices, boards and committees as prescribed by the Bylaws of the District. The process by which the Committee on Convention Nominations considers individuals for inclusion on the ballot, for which there is no bylaw requirement for direct congregational nominations, shall utilize and follow the subsequent prioritization, or ordering, in their consideration:

- a. The incumbent, if eligible for re-election,
- b. Recommendations received from members of Synod (congregations and rostered workers),
- c. Recommendations received from members of District congregations, and
- d. Recommendations of members of the Committee on Convention Nominations.

[Appointed by the President]

2. Committee on Constitutional Matters

1.44 Membership

The Committee on Constitutional Matters consisting of five voting members – the Secretary of the District as a standing voting member – elected, along with two ordained ministers, one commissioned minister, one lay person, preferably an attorney, who shall be appointed by the President. The President shall appoint one of the Vice-Presidents as an advisory, non-voting member.

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1.45 Function

The Committee on Constitutional Matters (CCM) shall:

- a. Examine the content and the language of the reports, overtures and resolutions to the District asking for changes or amendments to the District Bylaws, or which in any manner affect the District and the Constitution and Bylaws of the Synod. (Any proposed amendments to the District Articles and Bylaws must be submitted to the LCMS Commission on Constitutional Matters for approval prior to convention action);
- b. Be represented at the meetings of the floor committee appointed to consider the constitutional matters at the Conventions of the district;
- c. Interpret, within the limitations of synod bylaw, the bylaws unique to our district and resolutions of the district in cases of controversy. Its opinion shall be binding unless overruled by the district;
- d. Shall examine the congregational constitutions 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, and
- e. Interpret and give advisory interpretations in regard to congregational Constitutions and Bylaws when requested by congregations, the District President, or the Board of Directors. If desired, a congregation has the authority to request more than an advisory interpretation of its documents.

3. Ministerial Health Committee

1.46 Membership

The Ministerial Health Committee consisting of as many members as determined by the District President shall be appointed by the District President.

1.47 Function

The Ministerial Health Committee shall assist, support and counsel with the District President and the executive staff person for Lutheran schools in caring for the well-being of the professional church workers in the District.

1.48 Activities

In order to carry out its responsibilities, the Ministerial Health Committee may:

- a. Seek to encourage and enable members of the District to relate to one another in a brotherly fashion, listening and encouraging, edifying one another on the local, circuit and District levels;
- b. Develop and/or supply information, programs and counseling for the prevention of personal, family and inter-personal problems;
- c. Develop and/or supply information, programs and counseling which deals with significant problems affecting healthy functioning of the members, their families and congregations of the District.
- d. Supply information on professional resources which the District's members may utilize in seeking counseling;

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- e. Develop ways and materials to encourage the congregations in the support of their professional staff and how to cope with problems which adversely affect the professional-congregational relationship;
- f. Serve in their own professional capacities as counselors and consultants to the members of the District;
- g. Discuss in confidence with the District President any problem and/or concern regarding District members which he may choose to discuss;
- h. Be like Aaron to the District President, holding up his arms in prayer and counsel;
- i. Protect the confidentiality of all who seek our committee members, either as individuals or as a committee; this means that no information will be given out to anyone, including the District President, which the individual seeking help does not expressly request to be released.

F. STAFF

1.49 Executive Staff

The District shall have such executive staff who shall perform such duties as assigned to them by the District President in consultation with the Board of Directors.

1.50 Tenure and Termination

The tenure and termination of the executive staff shall be governed by Synod Bylaw 3.11.1.

G. NOMINATIONS and ELECTIONS

Nomination and Election of President and Vice-Presidents

1.51 Nominations for President and Vice-Presidents

- a. Each voting congregation of the District shall be entitled to nominate two candidates for President from the clergy roster of the Synod.
- b. Each voting congregation of the District shall be entitled to nominate two candidates for Vice-President of the region in which his residence is located from the clergy roster of the district.

1.52 Deadline for Nominations for President and Vice-Presidents

Nominations shall be submitted to the Secretary of the District no later than ninety (90) days prior to the opening of the Convention. The secretary shall secure the consent of the candidates before their names are placed on the ballot. The secretary shall publish a profile of each candidate in the Convention workbook.

1.53 Candidates for President and Vice-President

- a. The candidates for the office of President shall be a maximum of five ordained ministers (or greater, in the case of ties) receiving the highest number of votes on the nominating ballots of the congregations and agreeing to serve if elected. Only those candidates for the office of President who have received at least five votes on the nominating ballots shall be listed on the ballot of the district convention. All those receiving nominations shall be listed by the Secretary of the District in the convention workbook together with the number of

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votes each received. The election must be by ballot. No nominations may be made on the floor of the convention unless fewer than two candidates result from the congregation nominating process, nor are write-in candidates permitted on the convention ballot. Written consent and biographical materials shall be presented to the Secretary at or before the time of nomination.

- b. The candidates for the office of vice-president shall be ordained ministers from each region receiving at least two votes on the nominating ballots from the congregations in that region and agreeing to serve if elected. They shall be listed on the ballot of the district convention. All those receiving nominations shall be listed by the Secretary of the District in the convention workbook together with the number of votes each received. The election must be by ballot. No nominations may be made from the floor of the convention unless fewer than two candidates results from the congregation nominating process. Floor nominations must be made by a delegate of the region served by the vice-president. Write-in candidates are not permitted on the convention ballot. Written consent and biographical materials shall be presented to the Secretary at or before the time of nomination.
- c. When a tie occurs for the last place(s) on the ballot, all names involved in the tie shall be included.

1.54 Election of President

- a. The balloting for President shall be held in the first session of the Convention.
- b. When a candidate has received a majority of all votes cast, he shall be declared President-elect.
- c. In the event that there is no absolute majority on the first ballot, the candidate with the lowest number of votes shall be dropped from the list. This shall be repeated on each succeeding ballot until there has been an election.

1.55 Election of Vice-Presidents

- a. The balloting for Vice-Presidents shall be held following the election of the President.
- b. When a candidate has received a majority of all votes cast, he shall be declared Vice-President elect for that region.
- c. In the event that there is no absolute majority on the first ballot, the candidate with the lowest number of votes shall be dropped from the list. This shall be repeated on each succeeding ballot until there has been an election.
- d. When four regional Vice-Presidents have been elected by the Convention at large, delegates shall vote three times to determine the first, second, third and fourth Vice-Presidents, with the first ballot cast to determine the first Vice-President, the second ballot cast to determine the second Vice-President, and the third ballot cast to determine the third and fourth Vice-Presidents.
- e. If a vacancy occurs in the presidency prior to the next Convention, the first Vice-President shall assume the presidency. Each remaining Vice-President shall advance one position.

1.56 Selection and Election of Circuit Visitors

- a. Circuit Visitors shall be selected by their respective circuits following the procedure prescribed in LCMS Bylaw 5.2.2(d).
- b. If the circuit fails to select a Circuit Visitor, or for whatever reason the individual selected is unable to serve, the District President shall appoint to fill this office as prescribed by Bylaw 5.2.2(f).
- c. The names of all Circuit Visitors, selected or appointed, shall be presented to the convention which shall ratify the slate of Circuit Visitors, and such ratification shall constitute election [Bylaw 5.2.2(h)].

2. Nomination of Other Positions

1.57 Nominations

- a. At least 45 days prior to the District Convention the Committee on Nominations shall prepare a slate of candidates for all offices of the District other than the offices of President and Vice-President. These candidates along with the President and Vice-President candidate shall be published in the Convention workbook.
- b. The committee shall endeavor to give pertinent information on the candidates nominated as to age, occupation or profession, experience, place of residence, congregation, *etc.*, and shall obtain the consent of the candidates for all offices prior to the election.
- c. The slate of candidates nominated by the Committee on Convention Nominations must be approved by the District Convention before the election takes place.
- d. The District Convention reserves the right to nominate candidates directly from the floor whenever it deems it necessary or advisable.
- e. The Committee on Convention Nominations shall nominate for the Office of Secretary, two candidates; the Board of Directors, twice the number to be elected; the Committee on Convention Nominations, twice the number to be elected; and other positions (as required), twice the number to be elected.

H. AMENDMENTS

2.01 Amendments

- a. Amendments to these Bylaws may be made by the District in accord with Synod Bylaws.
- b. The District may amend those Bylaws which are unique to the District, in accord with Synod Bylaws 4.1.1.2 and 3.9.2.2.4 and then only if such amendment is:
 1. Not contrary to the Constitution of the Synod;
 2. Not in conflict with the Bylaws of Synod;
 3. Presented in writing to a Convention of the District;
 4. Specified as a Bylaw amendment and considered by a Convention floor committee;
 5. Submitted to the District Committee on Constitutional Matters and the Synod Commission on Constitutional Matters for review and approval prior to presentation to the Convention; and
 6. Adopted by the affirmative vote of a majority of delegates present and voting.

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- c. The Secretary of the District is authorized to correct article and section designations, punctuation, and cross references, and to make such other technical and conforming changes as may be necessary to reflect the intent of the Synod and its Handbook revisions. All such changes shall be subject to prior review and approval by the Committee on Constitutional Matters or Board of Directors. All other substantial changes in meanings are to be brought before the Convention in conformity with 2.01b above.
- d. When necessitated by amendments to the Synod Constitution or Bylaws or otherwise expressly directed by a resolution of the Synod in convention, amendments may be made by a two-thirds majority of the district board of directors. Such amendments shall be drafted by the district secretary and shall be reviewed in advance by the SWD Committee on Constitutional Matters as well as the LCMS Commission on Constitutional Matters.