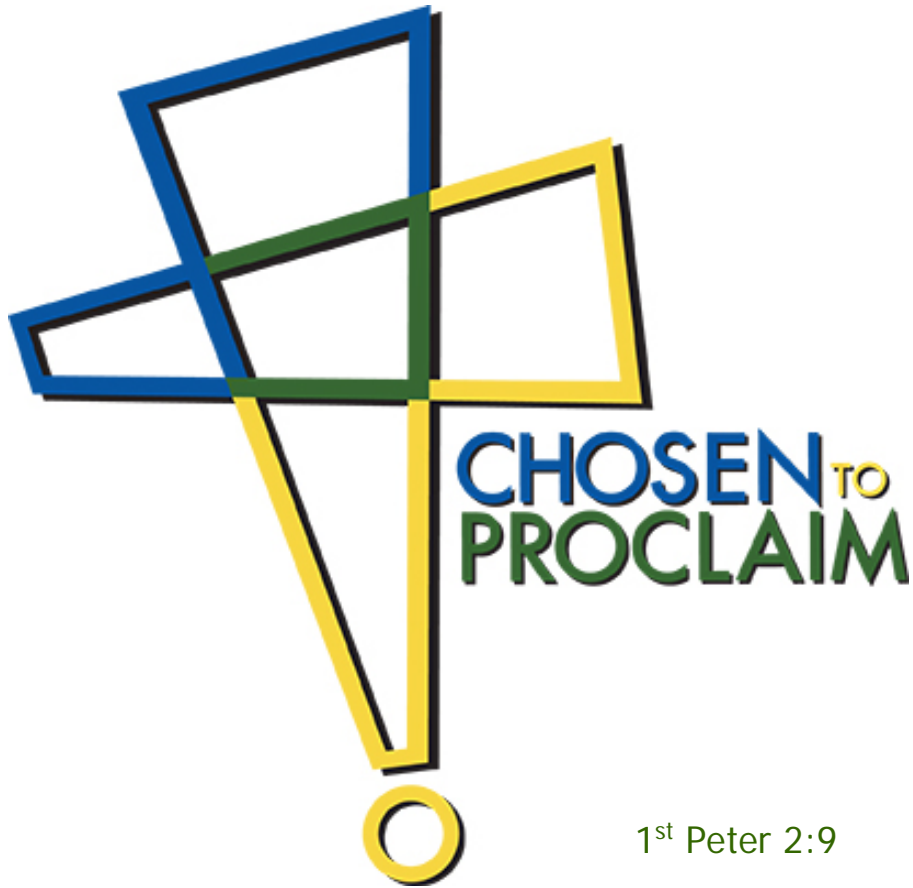


2018
DISTRICT HANDBOOK



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THE MINNESOTA SOUTH DISTRICT
Of The Lutheran Church—Missouri Synod

Revised July 2018

**ARTICLES OF INCORPORATION
THE MINNESOTA SOUTH DISTRICT
OF
THE LUTHERAN CHURCH – MISSOURI SYNOD**

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OF
THE LUTHERAN CHURCH – MISSOURI SYNOD**

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ARTICLES OF INCORPORATION
of
THE MINNESOTA SOUTH DISTRICT OF THE LUTHERAN CHURCH – MISSOURI SYNOD

ARTICLE I

Section 1. Name

The name of the corporation shall be: THE MINNESOTA SOUTH DISTRICT OF THE LUTHERAN CHURCH—MISSOURI SYNOD (herein, “Corporation” or “District”).

Section 2. General Purposes

The general purposes of this Corporation shall be:

- a) To provide services and assistance to those congregations of THE LUTHERAN CHURCH—MISSOURI SYNOD, (herein from time to time “the LCMS” or “the Synod”) located within the territorial limits of this Corporation in furtherance of their respective corporate and spiritual missions, including, but not limited to, providing assistance in the process of calling those church workers ordained or otherwise in or by the LCMS, and
- b) To assist members of this Corporation in accomplishing their respective objectives and purposes of as the same may be supplemented or imposed by the LCMS.
- c) To facilitate the development of mission-focused leaders and congregations within the territorial limits of the Corporation.
- d) To facilitate the establishment of new ministries and congregations within the territorial limits of the Corporation.

Section 3. Powers

In addition to those enumerated in Minnesota Statutes 317A.161, the powers of this Corporation include, but are not limited to, the following:

- a) To disburse monies it receives in furtherance of the purpose and mission of this Corporation;
- b) To receive, acquire, own, hold, manage and control by purchase, lease, gift, grant, sell, barter, devise, bequest or otherwise, property of every kind and description, real, personal or mixed, and the proceeds and income thereof, in furtherance of this Corporation’s purpose and mission; and
- c) To maintain and administer endowments, legacies, and such other general and trust funds consistent with the terms under which the benefactors thereof bequeathed them to this Corporation.
- d) This Corporation need not have a seal.
- e) The term of this Corporation shall be perpetual.

ARTICLE II

Section 1. Denominational Name

The name of the religious denomination to which this Corporation belongs is the LCMS.

Section 2. The Relationship between Synod and District

- a) This Corporation, as part the Synod acknowledges its allegiance to the Synod and its conventions.
- b) It submits to the authority of the Synod and the Synod's conventions.
- c) It accedes to, recognizes, and accepts the doctrine taught and practiced in the Synod (Art. II.) and also those provisions in the Articles of Incorporation, and Constitution and Bylaws of the Synod, as currently in effect and as may hereafter be amended from time to time.
- d) In the event of any conflict between the organizational documents of this Corporation and the Governing Documents of the Synod in regards to theological or doctrinal or ecclesiastical matters, the Governing Documents of the Synod shall govern and those within these Articles which are in conflict shall be reformed to the extent necessary to conform to the Governing Documents.
- e) In the event this Corporation is dissolved or its existence otherwise terminates or is terminated, 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.
- f) The foregoing provisions of this Section 2 of Article II may not be altered or deleted without the approval of the Synod.

Section 3. Membership and Voting

- a) The membership of this Corporation consists of all those congregations of the LCMS, and ordained and commissioned ministers of the LCMS, each of whom have been formally received into the District at the time of joining the Synod, or who have been transferred to the District from another district within the LCMS, or who have been assigned to the District by the Synod.
- b) At the meetings of the District, every member congregation or parish is entitled to two votes, one of which is to be cast by the ordained minister called by the subject congregation or parish, as the case may be, and the other by the lay delegate of the member congregation or Parish. For purposes of these Articles of Incorporation, a "parish" consists of two or more congregations in the District who are affiliated with the LCMS and that are served by one called pastor who is serving said parish on a permanently called basis.
- c) Cumulative voting for any purpose whatsoever shall not be permitted.

Section 4. Location and Jurisdiction

- a) The registered office of this Corporation shall be at 14301 Grand Avenue South, Burnsville, Minnesota 55306.

- b) The location of every congregation that is a member shall generally lie within the jurisdiction of this Corporation. A member congregation shall be located in the section of the State of Minnesota that is south of and including the counties of Lincoln, Lyon, Redwood, Renville, Meeker, Wright, Anoka, and Washington.
- c) Ordained and commissioned ministers are members of this Corporation if members of the LCMS and rostered, according to the Bylaws of the LCMS, in the District.

ARTICLE III

Section 1. Number and Titles of Officers

- a) The number and the official title of the officers of this corporation, by and through whom this corporation shall act, shall be: a President, Vice-presidents, a Secretary and a Treasurer, and they, together with the persons elected thereto by the voting members, as provided in the bylaws of this corporation, shall constitute the Board of Directors. Other than the Treasurer, the officers and directors shall be elected by the voting members at the regular meeting of the Corporation. Each officer and director shall hold office as prescribed in the bylaws and shall serve until their successors are duly elected and have qualified. The Treasurer of this Corporation shall be elected by the Board of Directors of this Corporation and such person shall serve for such term and on such conditions as determined by the Board of Directors.
- b) Vacancies on the Board of Directors are to be filled according to the bylaws of this Corporation.

Section 2. Meetings

- a) This Corporation shall hold a regular meeting at which time it shall elect successors for directors and officers elected by the members whose terms have expired or whose terms expire at the annual meeting. At each regular meeting of this Corporation there shall also be a report on the activities and financial condition of the Corporation. Any business appropriate for action by the members may be transacted at the regular meeting of this Corporation. The regular meeting of this Corporation may from time to time be called the "District Convention". The regular meeting shall be held in the calendar year preceding the calendar year in which the general convention of LCMS is held. At each regular meeting, by vote of the members, the date, time and location of the immediately following regular meeting of this Corporation shall be set. This information shall be announced by the President.
- b) Upon the failure to fix the date, time and place for the regular meeting, the Board of Directors shall fix the date, time and place for the regular meeting.
- c) Special meetings of this Corporation may be called as provided in the bylaws.

Section 3. Duties of Officers

The general duties of the officers of the Corporation shall be as follows:

- a) The President shall preside at each regular and special meeting of the Corporation, and at meetings of the Board of Directors. The President shall (i) have general active management of the business of this Corporation, (ii) see that orders and resolutions of the Board of Directors and District Convention are carried into effect (iii) sign and deliver in the name of the Corporation, deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Corporation, and (iv) perform such other duties as

prescribed by the Board of Directors. In case of his absence, disability, or at his request, one of the vice-presidents shall act for him.

- b) The Secretary shall perform the duties pertaining to that office including, but not limited to, keeping a record of the business transacted by the Corporation and the Board of Directors at their respective meetings.
- c) The Treasurer shall perform the duties pertaining to that office, including, but not limited to, keeping and maintaining accurate books of account of the properties and finances of the Corporation, and disbursing corporate funds and issue checks and drafts in the name of the Corporation as ordered by the Board of Directors. The Treasurer shall also provide a full and accurate statement of the finances, properties and business of the Corporation to the members at each regular meeting of this Corporation, and to the Board of Directors at each Board meeting.
- d) The business and affairs of this Corporation shall be managed by the Board of Directors. All Directors are entitled to vote and have equal rights and preferences except as otherwise expressly provided in these Articles. The business and affairs of this Corporation to be managed by the Board of Directors includes, but is not limited to, the following:
 - 1) To hold, manage, maintain, control, operate, and use the properties of this Corporation and the income thereof, to carry out the objectives and purposes of this Corporation.
 - 2) To administer those legacies and trust funds entrusted to this Corporation for the uses and purposes for which they are designated or specified by the benefactors thereof.
 - 3) To mortgage, sell, encumber, lease, or dispose of real estate or other assets of the Corporation.
 - 4) To enter agreements for acquisition or use of such things as computers, software, office equipment, motor vehicles or other goods or services.
 - 5) To facilitate the establishment of new ministries and congregations within the territorial limits of the Corporation.
 - 6) To facilitate the development of mission-focused leaders and congregations within the territorial limits of the Corporation.

ARTICLE IV

Amendments

These Articles of Incorporation may be amended as provided by law provided that the proposed amendments have been (a) submitted to the Commission on Constitutional Matters of the LCMS for review and written approval prior to referral to the members of the Corporation; and (b) acted upon favorably at a regular meeting of the members of the Corporation or a special meeting thereof, called for that purpose, by two-thirds majority of the delegates voting on said amendment.

**BYLAWS
of
THE MINNESOTA SOUTH DISTRICT OF THE LUTHERAN CHURCH—MISSOURI SYNOD**

CHAPTER 1: RELATIONSHIPS WITHIN AND THROUGH THE SYNOD

1.12 Precedence of the Constitution and Bylaws of the Synod

No bylaw provision of the Minnesota South District (herein the “district”) can be interpreted to conflict with the constitution and bylaws of THE LUTHERAN CHURCH—MISSOURI SYNOD (herein the “synod”). If a bylaw of the district conflicts with current constitution and bylaws of the synod, the constitution and bylaws of the synod govern.

CHAPTER 2: MEMBERSHIP

2.20.1 Minnesota South District Membership

The members of the Minnesota South District shall be those set forth in the constitution of The Lutheran Church—Missouri Synod.

2.20.2 Application and Reception

Each application for membership in the district by a congregation shall be submitted to the district president along with the applicant congregation’s constitution and bylaws. The district president shall in turn submit it to the district constitution committee to determine whether any changes will be required before the application is submitted by the district president to the board of directors of the district for its approval.

2.20.3 Signing the Constitution

- a) If an application for membership of a congregation is approved, the president and one other officer of the newly admitted congregation shall, as representatives of the congregation, sign all those documents deemed necessary by the district in order to memorialize the congregation’s membership. In recognition of the importance of this event, the district president shall encourage the newly admitted member congregation to conduct a special worship service in which the signing takes place.
- b) A copy of the signed documents shall be forwarded to the secretary of the district. Acceptance by the board of directors of the district shall, among other things, be reported to the other members of the district at the next regular meeting of the district. The signatures to those documents contemplated by this section of the bylaws on behalf of the congregation shall be preserved by the district president, and the year in which the congregation is formally received into membership shall be duly noted.

2.20.4 Voting Members

All organized congregations that have joined the synod hold voting membership. At the meetings of the district every congregation or parish (two or more congregations served by one called pastor on a permanent basis) is entitled to two votes, one of which is to be cast by the pastor and the other by the lay delegate.

2.20.5 Advisory Members

Advisory members of the district are as defined in the governing documents of the LCMS.

2.20.6 Duties of Members

Every congregation and individual member of the district shall, in accordance with vocation, ability, and means, diligently and earnestly promote the purposes of the district and ministries of the LCMS by word, deed, and financial support.

2.20.7 Duties of Advisory Members

Advisory members of the district shall attend regular meetings of the district. They shall not be elected by any congregation of the LCMS as a lay delegate, nor shall they be accredited as such.

2.20.8 Reviewing Continued Eligibility of Members

An individual member of the district may be placed on restricted status by the district president, following the applicable procedures and provisions set forth in the governing documents of the LCMS.

CHAPTER 3: NATIONAL ORGANIZATION AND RESPONSIBILITIES

3.1 National Conventions

3.1.2.5 Voting Delegates to the Convention of the Synod

Each electoral circuit shall be entitled to, and shall elect, one pastor and one lay delegate from member congregations to the national convention of synod. The election procedure outlined in the synod handbook shall be followed. The convention expenses of these delegates shall be paid by the circuit.

3.1.2.6 Nonvoting Advisory Delegates to the Convention of the Synod

In accordance with the governing documents of the LCMS, "Each district shall select one advisory delegate for every 60 advisory ordained ministers and specific ministry pastors and one advisory delegate for every 60 commissioned ministers on the roster of the synod. Fractional groupings shall be disregarded except that each district shall be entitled to at least one advisory delegate in each category."

- a) Selection of district advisory delegates to the convention of the synod shall be made by the respective groups meeting at the call of the district secretary either during the regular meeting of the district or at official district conferences of ordained and/or commissioned ministers.
- b) Such selections must be completed at least nine months prior to the opening day of the convention of the LCMS to which they are to attend.
- c) Individuals who are eligible for selection in any category under LCMS Bylaw 3.1.4 shall not be counted in determining the number of advisory delegates from a district, shall not be eligible to be selected as delegates from the groups defined by such bylaw, and shall not participate in the election process.
- d) All voting and nonvoting advisory delegates and representatives of the district and their alternates shall be certified before attending a convention of the LCMS.

The names and addresses of all voting and nonvoting advisory delegates and representatives and their alternates shall be forwarded by the secretary of the district before the announced registration deadline to the secretary of the LCMS on the registration forms provided by the secretary of the LCMS. The foregoing procedure shall constitute certification for purposes of these bylaws.

CHAPTER 4: DISTRICT ORGANIZATION

4.2 Regular Meeting - District Conventions

4.2.11 Time of Regular Meeting/Convention, and Special Meetings

- a) Regular meetings of the district shall be held as set forth in the constitution and bylaws of the synod.
- b) Special meetings of the district may be called by the district president, he having previously obtained consent of at least a majority of the voting members of the district after having informed them and the president of the synod the purpose of the intended special session.

4.2.12 Convention Appointments to be Made by the President

- a) Committee on Registration, Credentials, and Attendance
- b) Convention Arrangements Committee
- c) Committee on Elections, and
- d) Floor Committees

4.2.12.1 Committee on Registration, Credentials and Attendance

The committee on registration, credentials, and attendance shall make all necessary arrangements for proper registration of the meeting/convention delegates, and examine their credentials. At the beginning of the first business session it shall report to the district president whether or not a quorum is in attendance. Full-time and part-time absences shall be reported to this committee. A full report of this committee shall be filed with the secretary of the district at or promptly following the meeting for which such a report is required.

4.2.12.2 Convention Arrangements Committee

The convention arrangements committee shall provide housing facilities (including meals) for the delegates and guests. It shall also prepare the assembly hall with all necessary facilities, supplies, and services. It shall make available a sufficient number of committee rooms and provide all things necessary for the smooth and efficient conduct of the meeting. This committee shall collect the convention fees as fixed by the praesidium and approved by the board of directors.

4.2.12.3 Committee on Elections

The committee on elections shall make all necessary arrangements for elections of officers and directors at the meeting and shall conduct and supervise these elections. The list of candidates and the number of votes each candidate or slate of candidates received shall be reported to the members and then filed with the secretary of the district.

4.2.12.4 Floor Committees

All floor committee meetings, except executive sessions, shall be open to all LCMS rostered pastors, commissioned workers, and members of district congregations. These may appear and present their views concerning the matter under consideration. The chairman of the committee shall make public announcements of the time and place of the meetings.

4.2.13 Agenda

- a) The agenda for the district convention shall be prepared and arranged by the praesidium in consultation with the board of directors.
- b) All district matters which warrant more thorough study before action by the convention delegates is taken shall, without debate, be referred by the district president to a floor committee for consideration and its formal recommendation.

4.2.13.1 Memorials and Overtures

All memorials or other like overtures to the district convention which, at the discretion of the praesidium are to appear in print, shall be submitted in triplicate to the district president at least 90 days prior to the opening day of the district convention.

4.2.13.2 Reports

- a) The board of directors shall report on the activities of the various committees/sub-committees of the district's work and submit its recommendations as set forth herein.
- b) All reports and recommendations shall be submitted to floor committees of the district appointed by the district president.

4.2.13.3 Membership and Representation

- a) In the first business session of the district convention, the committee on constitutions and membership shall submit its report so that the delegates and congregations admitted may be seated.
- b) A multiple congregation parish shall be entitled to one lay vote.
- c) A parish temporarily vacant in the pastoral office shall be entitled to one lay vote.

4.2.14 Quorum

The presence of at least one-third of the voting members (i.e. congregations) by at least one of their respective representatives (pastor or lay delegate).

4.2.15 Elections

A majority of all votes cast shall be required to elect to the offices of the district.

4.2.15.1 Officers and Committees to be Elected

- a) President
- b) Regional Vice-presidents
- c) Secretary
- d) Board of Directors

- e) Circuit Visitors
- f) Committee for District Convention Nominations
- g) Members of the Board of Regents, Concordia University, St. Paul, MN, as specified in the handbook of the synod.
- h) A member (and an alternate) of the Committee for Convention Nominations of the LCMS when required by the LCMS.

4.2.15.2 Nominations for President and Vice-presidents

Nominations for the office of president and vice-presidents of the district shall be made in the following manner:

- a) Each voting congregation shall be entitled to nominate one clergyman from the clergy roster of the Synod as a candidate for president and one clergyman who is on the district roster from its region as a vice-president. If elected, nominees shall be members of member congregations of the district upon assuming office and during the entire course of their tenures.
- b) Between nine and eight months before an election, the secretary of the district shall mail to each voting congregation of the district forms for nominating these candidates.
- c) Each nominating form shall be signed by the president and the secretary of the voting congregation (or the equivalent positions) and shall be sent to the secretary of the district not later than four months and ten days prior to the opening date of the district convention.
- d) The secretary of the district together with the chairman of the nominations committee shall tabulate the nominations and shall report to the convention by means of the convention manual the names of all clergymen who have received at least five nominating votes for the office of president or vice-president.
- e) Candidates for the office of president and vice-president shall be in each instance the three clergymen receiving the highest number of votes in the nominating forms of the congregations.
- f) The convention may nominate from the floor additional candidates for the offices of president and vice-presidents.
- g) The three candidates receiving the highest number of nominating forms for each position shall be listed alphabetically. All names shall be listed without any distinctive mark, except where regional representation is a requirement of these bylaws. Nominations from the floor shall be listed on the ballot thereafter in the order nominated.

4.2.15.3 Ranking of Vice-presidents

After the vice-presidents have been elected from each region, ballots shall be cast by the convention to rank the vice-presidents, which actions by majority vote shall also constitute the election thereof.

4.2.15.4 Board of Directors

- a) Between nine and eight months before an election, the secretary of the district shall send nominating forms to all voting congregations of the district requesting them to nominate up to two ordained ministers from their region, up to two lay persons from their conference, and up to two commissioned ministers from their

region as candidates for the board of directors. The nominating forms shall be signed by the president and secretary (or the equivalent positions) of the voting congregation and shall be sent to the secretary of the district not later than four months and ten days prior to the district convention for tabulation. Such tabulation and the nominating forms shall be delivered by the secretary to the elections committee which must place the names of at least two candidates for each position on the ballot. The candidates for each position shall be listed alphabetically. Nominations from the floor shall be listed on the ballot thereafter in the order nominated.

- b) All nominees shall provide, at the request of the nominating committee:
 - 1) A statement of personal commitment to the Word of God as set forth in the Lutheran Confessions;
 - 2) A biography and resume of performance in the church, special interests, training and ongoing education;
 - 3) A statement of willingness to serve if elected and of the contribution the nominee expects to make to the district and the LCMS if elected.

4.2.15.5 Circuit Visitors

The nomination and election of circuit visitors shall be conducted in accordance with the governing documents of the synod.

4.2.15.6 Committee on Nominations

- a) Nine persons – four ordained ministers serving as pastors of a congregation, four lay persons and a commissioned minister, shall be elected at each district convention to serve as members of the committee for convention nominations for the next district convention. They are to be chosen from a list of candidates submitted by the current committee for convention nominations and augmented by additional candidates, if any, nominated from the floor of the district convention.
- b) Effort shall be made at all times to nominate qualified persons from all regions of the district, recognizing also the major membership centers within the district.
- c) Members of the committee for convention nominations are not eligible to serve successive terms of office; however, the chairman of the committee shall serve as an advisor to the succeeding committee and assist the district president in the orientation of the newly constituted committee.
- d) The first meeting of the committee on nominations shall be at the call of the district president no later than nine months prior to the next district convention, at which meeting the committee shall name its chairperson and secretary. This committee shall organize its work in whatever way it deems necessary.
- e) This committee shall solicit - by whatever means it deems appropriate - from member congregations of the district the names of potential nominees for the offices of district secretary, committee for district convention nominations, LCMS Committee For Convention Nominations, and Board of Regents of Concordia University, St. Paul. This committee will begin this solicitation process at its first meeting and shall set deadlines for submission of such names. Persons elected or appointed to the board of regents shall meet qualifications as spelled out in Synod Bylaws 3.10.6.2 [7-8], and 3.12.3.7 (c).
- f) This committee shall nominate candidates for all elective offices except for the office of president, the office of vice-president, and any regional offices.
- g) At least three months prior to the district convention the committee shall determine its complete list of

candidates and alternates, obtain the consent of the persons it proposes to nominate, and transmit its final report to the secretary of the district in ample time to provide for its publication in the pre-convention issue of the official district publication and also in the official book of reports and overtures to be submitted to the district convention delegates (Convention Workbook). This report shall contain pertinent information concerning each candidate, such as age, occupation or profession, congregational affiliation, residence, and specific experience and qualifications for the office in question.

- h) This committee shall publish a complete and full list with pertinent information of each person suggested to this committee for consideration. The published information shall include the full name, address, and name and location of the congregation where the person is a member. This list shall be distributed along with the completed list of those nominated by this committee and published by the secretary of the district in the pre-convention issue of the official district publication and also in the official convention book of reports and overtures (Convention Workbook).
- i) The Committee for Convention Nominations is to be regarded as an ad hoc committee, to which limitations on holding multiple offices do not apply.

4.2.16 Official Proceedings of District Convention

The official proceedings of the district convention shall be prepared and edited by the district secretary and approved, prior to printing or electronic distribution, by the praesidium.

4.2.17 Execution of District Resolutions

Any district resolution not carried out by the district or the officers responsible for its execution shall be reported to the next district convention for re-affirmation or rescission.

4.3 District Officers

4.3.5 Term of Office and Successive Terms

- a) The offices of district president and circuit visitor shall be limited to four complete successive 3-year terms.
- b) All other officers and board members, elected or appointed, shall be limited to three complete successive terms in the same office, with the exception of the treasurer who, following initial election by the board of directors, shall serve at the discretion of the board of directors.
- c) One-half or more of a term served shall be regarded as a complete term.

4.4 District President

4.4.10 Minnesota South District President

- a) The district president, in accordance with the governing documents of the LCMS and in addition to the duties set forth in the articles of incorporation, shall supervise the doctrine, the life, and the official administration on the part of the ordained and commissioned ministers of the district, and shall inquire into the prevailing religious conditions of the congregations of the district. Therefore, as often as possible, he shall attend the conferences of ordained and commissioned ministers held in the district, advise the congregations of the district as to the calling of ordained and commissioned ministers, give counsel when requested, and reply to inquiries. He may call upon the vice-presidents and circuit visitors to assist him.

- b) The district president shall see to it that the purposes of the synod and the district are promoted and that the resolutions of the synod and the district are carried out.
- c) In case of a vacancy in the office of the district president, the vice-presidents in the order of their rank of office shall advance to the district president's office, with full power to act until the next regular meeting of the district.
- d) The district president shall serve as the chairman of the board of directors.
- e) The district president shall set the agenda for the meetings of the board of directors.

4.4.11 Vice-presidents

- a) Vice-presidents shall be elected one for each of the regions of the district:
 - 1) Region I: East Metro – North and South Conferences
 - 2) Region II: West Metro – East and West Conferences
 - 3) Region III: Southeast Minnesota – East and West Conferences
 - 4) Region IV: Southwest Minnesota – East and West Conferences
- b) A vacancy in the first, second, or third vice-presidency shall be filled by advancing the lower ranking vice-president. A vacancy in the fourth vice-presidency shall be filled by the pastoral member of the board of directors from the same region. The resulting vacancy on the board of directors shall be filled as provided in these bylaws.

4.4.12 Praesidium

The praesidium consists of the district president, and the four vice- presidents.

4.5 The Board of Directors

4.5.5 Personnel

The board of directors shall consist of the district officers (president, vice-presidents, secretary, and treasurer), one ordained minister from each of the four regions, one lay person from each of the eight conferences, and two commissioned ministers of congregations or parishes in the district elected at large.

4.5.6 Vacancies

In case of any vacancy on the board of directors, unless otherwise provided for in these bylaws, the remaining directors by a majority vote shall elect a successor to hold office for the unexpired portion of the term.

4.5.7 Organization

- a) Following the district convention, the district president shall call a meeting of the board of directors for the purpose of conducting such business as appropriate for the board of directors, including, if necessary, matters effecting their organization. Further, at such meetings;
- b) The district president shall select from the board of directors one member to be chairman of each standing committee. Membership on the standing committees shall be filled by appointees made by the district

president. The board of directors shall ratify these appointments/selections. The district secretary and district treasurer shall be members of no standing committee. They may serve as advisory members of such committees.

- c) Such standing committees will be:
 - 1) Missions Committee
 - 2) Finance Committee
 - 3) Schools/Commissioned Ministers Committee
 - 4) Congregational Mission Formation Committee

The district president with ratification by the board of directors shall have the authority to appoint sub-committees as necessary.

The district president with ratification by the board of directors shall appoint a committee, board, or individual responsible for stewardship in keeping with LCMS Bylaw 4.6.1.

- d) The executive committee shall consist of the district president, the secretary of the district, the district treasurer and two lay persons appointed by the president and ratified by the board of directors.

The executive committee shall act in matters referred to it by the board of directors. All actions of this committee shall be reported at the next meeting of the board of directors for review and ratification if ratification is deemed necessary.

4.5.8 Power and Authority

The board of directors has the power set forth in the articles of incorporation and the constitution and bylaws of The Lutheran Church—Missouri Synod.

4.5.9 Meetings

The meetings of the board of directors shall be held at least four times each calendar year, and whenever the district president or three members of the board deem it necessary.

4.5.10 Quorum

A majority of the voting members of the board of directors shall constitute a quorum for the transaction of business at a meeting.

4.5.11 Duties and Functions of the Board of Directors

(In addition to duties and functions set forth in the articles of incorporation, and the constitution and bylaws of The Lutheran Church—Missouri Synod.)

- a) The board of directors shall develop ways and means of gathering the funds necessary to carry out and promote the purposes of the district and synod.
- b) The board of directors shall be responsible for the preparation of the annual budget for the district. The board of directors shall prepare annual budgets in a manner that makes the best possible use of district resources in carrying out the mission and ministry of the district and that is in accordance with board policy on budget planning.

- c) The board of directors shall designate a depository for the funds of the district.
- d) In situations and under circumstances when deemed necessary by the board of directors, the board of directors shall have the power to borrow money.
- e) The board of directors shall approve every contemplated district-wide collection of monies before the individual congregations are approached. This does not apply, however, to collections approved by and/or mandated by the LCMS.
- f) The board of directors shall cause regular audits to be made of the books of the district treasurer.
- g) The board of directors shall determine the amount of the bond to be furnished by the treasurer of the district. The premium shall be paid by the district.
- h) The board of directors shall hold and manage all of the district's real and personal property in accordance with the instructions and resolutions of the district, and shall maintain an inventory of the district's property.
- i) The board of directors shall report annually and as often as it may deem it necessary on its work and the needs of the district in the official periodical of the district.
- j) The board of directors shall ratify the selection of a vice president for the Lutheran Church Extension Fund (LCEF).

4.5.12 Minutes

In the interest of integration and coordination of the various committees, each member of the board of directors shall receive a copy of the minutes and recommendations of the committees of the board of directors in sufficient time before the next board meeting so that all members of the board may be informed of all phases of district work.

4.5.13 Expenses of Officers, Members, and Committees

The board of directors, its members, and committees shall be authorized to draw on the district treasury for clerical or other help, equipment and travel expense for the competent and efficient administration of the business of the district. Also, and subject to approval of the board of directors, the standing committees and sub-committees of the district shall be authorized to draw on the district treasury for necessary expenses incurred in furtherance of their duties and responsibilities on such committees and/or sub-committees. The board of directors shall see to it that committees for which an appropriation has been allowed in the budget of the district shall operate within the limits of their appropriation.

4.5.14 Commitments

If any officer or director of the district, or if any assistant to the president of the district shall: (a) make a commitment whereby the district is obligated to provide services or pay fees to a third party, or (b) establish or change district policies, or (c) make formal recommendations of decisions for or on behalf of the district, in each instance without the advanced authorization regarding the same of the board of directors, then such action or actions by any officer, director or assistant to the president shall not be binding upon the district or its board of directors.

Notwithstanding the foregoing provisions of this section of these bylaws, no officer or director shall be liable, responsible or accountable in damages or otherwise to the district for any act or omission performed or omitted

by said officer or committee member in good faith on behalf of the district and in a manner reasonably believed by them to be within the scope of the authority granted to them under the articles of incorporation, these bylaws, or by law. The district (but not any member) shall indemnify and hold harmless each officer, director, or employee of the district to the fullest extent authorized by law.

4.5.15 Salaries

- a) To assist congregations in their mission, the board of directors shall set recommended salary guidelines for ordained and commissioned church workers.
- b) The board of directors shall fix the scale of salaries, benefits, mileage, car, and housing allowance for all full-time district personnel.

4.5.16 Removal from Office

All officers of the district, full-time assistants to the district president, chaplains, and others under the immediate direction of the board of directors may be suspended and removed from office by the board of directors for cause. The following are considered cause for removal from office of an officer of the district pursuant to this bylaw, but not from membership in the Synod:

- a) Incapacity
- b) Breach of fiduciary responsibilities to the LCMS or a district
- c) Neglect or refusal to perform duties of office
- d) Conviction of a felony

Non-rostered workers are considered at will employees in accordance with the laws of the State of Minnesota, and shall serve at the pleasure of the appointing authorities.

4.5.16.1 Procedure for Removal from Office

Unless otherwise specified in these bylaws, the procedure for removal of an officer of the district from office shall be as follows:

- (a) Action for removal of an officer of the district other than the district president shall require written notice to each member of the district's board of directors at least 30 days prior to a special meeting of the board called for that purpose. A copy of such notice shall be sent to the President and the Secretary of the Synod and to the ecclesiastical supervisor, if applicable.
- (b) The special meeting provided for herein shall be held no later than 60 days after the provision of the written notice, unless extended by the mutual agreement of the parties.
- (c) Removal from office of an officer of a district, other than a district president, shall be effected by a vote in favor of removal by at least three-fourths of all current members of the district board of directors (excluding the officer in question if a member of the board); and
- (d) Removal pursuant to this bylaw may be appealed by the officer who has been removed from office through the use of the Synod's dispute resolution process as provided in Bylaw section 1.10 of the Handbook of the LCMS.

4.5.17 Hearings

Anyone having a matter of importance and concern to the district may submit such matter in writing to the board of directors, and if deemed warranted by the board of directors the petitioner shall subsequently be granted a hearing at a meeting of the board of directors or of the executive committee.

4.5.18 Appointments to be Made by the District President and Ratified by the Board of Directors

- a) Committees required by these bylaws
- b) Archivist
- c) Other committees as it may deem necessary

4.5.18.1 Committee on Constitutions and Membership

- a) The district president shall appoint with ratification of the board of directors a committee on constitutions and membership composed of no fewer than three members: one ordained minister, one commissioned minister, and one lay person. If the district president decides to appoint more members, he shall attempt to balance membership between ordained and commissioned ministers and lay persons. An attempt shall be made to facilitate the formation of working groups whose members reside in the same geographic area.
- b) This committee shall examine the constitutions and bylaws of all congregations applying for membership in the LCMS in accordance with the governing documents of the LCMS. It shall recommend for membership those congregations whose constitutions and bylaws are in agreement with the Word of God, the Confessions of the Lutheran Church, and the teachings and practices of the LCMS. It shall receive for examination new, revised, or translated constitutions and bylaws of congregations which are already members of the LCMS and if desirable, recommend changes.
- c) This committee shall make available to those congregations which so request, a model constitution for an LCMS congregation.

4.5.18.2 Missions Committee

4.5.18.2.1 Purpose

In keeping with the purpose of the district, the missions committee shall work to facilitate the establishment of new ministries and new congregations generally within the territorial limits of the district and to facilitate the development of mission-focused leaders and congregations generally within the territorial limits of the district. The board of directors through its missions committee shall continually study mission opportunities within the district and seek to develop such opportunities through the establishment of new ministries.

4.5.18.2.2 Defining the Term "Subsidized Congregation"

Every congregation or parish receiving financial aid from the district for all, or for any part, of its programs shall be considered a subsidized congregation or parish.

4.5.18.2.4 Requests for Subsidy

- a) All applications for subsidy for all, or for any part, of a program shall be made in writing and by congregational resolution and on forms provided by the board of directors. The board of directors, through

the assistant to the president for missions, shall make investigation, and no loan or subsidy for the entire, or for any part, of the program shall be granted unless a congregation or parish has first made every effort to raise the necessary funds to the satisfaction of the board of directors.

- b) In submitting their requests for subsidy, congregations or parishes shall include a complete and detailed budget of their financial needs.
- c) Subsidized congregations or parishes shall comply with the salary scale and other benefits for ordained and commissioned ministers as established by the district.
- d) All subsidy requests for all, or any part, of a program shall be reviewed by the missions committee of the board of directors. In matters concerning a Christian day school, the schools/commissioned ministers committee shall be consulted. The missions committee in turn shall make recommendations to the board of directors as it deems appropriate.

4.5.18.2.6 Property Transfers

Subsidized congregations shall seek the advice of the board of directors before acquiring or disposing of buildings and lands.

4.5.18.2.7 Consideration of Calls

Subsidized congregations shall consult the district president when a vacancy has occurred. In matters pertaining to the calling of workers in subsidized ministries, the district president shall consult with the missions committee of the board of directors.

4.5.18.2.8 Concordia Plans

All congregations and eligible workers are urged to join synod's worker benefit plans. Premiums may be included in the congregation's budgets, and the district shall assist subsidized congregations in paying the subsidized congregation's share of the premiums.

4.5.18.2.10 Reports

Ordained and commissioned ministers of subsidized congregations shall make regular activity reports to the board of directors through the missions committee. Such reports shall be made at intervals and in such manner as shall be determined from time to time by the missions committee.

4.5.18.2.11 Mission Education

The missions committee shall promote programs of mission education and information, keeping constantly before congregations and their members the mission work they are carrying on through the district and the LCMS.

4.5.18.3 Finance Committee

With the assistance of the district treasurer, the finance committee shall supervise the receipts and disbursements of the district budget and shall also undertake any other financial responsibilities that the board of directors may assign to it.

The finance committee shall review and approve all loan requests of \$1,000,000 or more. A loan committee subset of the finance committee shall review and approve all loan requests under \$1,000,000. Loan requests are

recommended for approval in a credit analysis narrative prepared by the LCEF vice president in accordance with LCEF underwriting standards and policies. Once approved, all loans are forwarded to the LCEF national office for the loan closing process. The board of directors will ratify all loan approvals of the finance committee completed between meetings of the board at its regular meetings.

4.5.18.3.1 LCEF

The finance committee and the board of directors shall assist in the active promotion of investments, loans, and services of the LCEF.

4.5.18.3.3 Student Aid

The finance committee shall be responsible for disbursing student aid funds.

4.5.18.4 Schools/Commissioned Ministers Committee

The board of directors through the schools/commissioned ministers committee shall help in formulating and carrying out a comprehensive program of Lutheran education for early childhood, elementary, and secondary students within the Minnesota South District. The schools/commissioned ministers committee shall:

- a) Assist and counsel principals, pastors, teachers, other commissioned ministers, and congregations regarding the area of Christian education.
- b) Assist in the promotion, maintenance, and expansion of Lutheran early childhood, elementary, and high schools in the district.
- c) Provide assistance to the conferences of principals, teachers, and other commissioned ministers.
- d) Challenge schools and congregational leaders to grow in their leadership responsibilities.
- e) Help facilitate the networking of congregations/schools in the area of educational resources, programs, and activities.

4.5.18.5 Congregational Mission Formation

The board of directors through the congregational mission formation committee shall encourage and assist district congregations and schools in a mission formation process to enhance an intentional focus on God's mission.

4.5.18.8 Archives

4.5.18.8.1 Preservation of Historical Records

The district president shall gather and preserve the records of the district. Members of the district are invited to cooperate by collecting and depositing historical records of the district in the district archives. A district archivist shall be appointed by the district president and ratified by the board of directors.

4.5.18.8.2 Archivist's Report

The archivist shall make an annual report to the board of directors.

4.5.18.8.3 Funding

The archivist shall receive an annual appropriation in the budget of the district.

4.11 Other District Officers (Secretary and Treasurer)

4.11.1 District Secretary

- a) The district secretary shall perform the duties prescribed by the articles of incorporation, and the constitution and bylaws of The Lutheran Church—Missouri Synod.
- b) In case of a vacancy, the board of directors shall be empowered to appoint a Secretary to fill the unexpired term.

4.11.2 District Treasurer

The district treasurer shall have the following duties and responsibilities:

- a) The treasurer shall be a lay person elected by the board of directors. The treasurer shall perform the duties prescribed by the articles of incorporation.
- b) The treasurer shall be authorized to borrow monies in the name of the district, provided the board of directors, in accordance with the resolutions of the district, has first determined the amounts and the conditions under which such monies shall be borrowed.
- c) The treasurer shall keep on file an up-to-date list of all properties held in the name of the district.
- d) The treasurer shall at regular intervals publish in the Minnesota South District Lutheran Witness the accumulated amounts received from the congregations of the district during the current fiscal year.
- e) The treasurer shall store the district's books and records, deeds, mortgages and titles, and other valuable papers in secure facilities provided by the district.
- f) The treasurer's books shall be audited annually or more often as the board of directors may deem advisable.
- g) The treasurer shall be bonded in an amount determined by the board of directors. The premium shall be paid by the district.
- h) The treasurer shall perform such additional duties as may be prescribed by the board of directors.
- i) The treasurer shall be a nonvoting member of the board of directors.

4.11.3 Positions of the District

The board of directors may create or abolish salaried positions of the district. The number of such positions shall be determined from time to time by the district president, and ratified by the board of directors according to prevailing needs.

4.11.3.1 Assistants to the President

The president shall appoint assistants to the president (the number of which shall be determined by the district convention), write job descriptions for the assistants and reassign duties to the assistants as the need indicates - all subject to ratification by the board of directors. Called workers shall be called by the board of directors, on behalf of the district, in accordance with the standards of the LCMS. The term of office shall continue until the office or term of office is terminated by the district president, which shall be subject to ratification by the board of directors. Termination of called workers must be in accordance with LCMS guidelines regarding the calling of church workers.

4.11.3.2 Duties of the Assistants to the President

The assistants to the president shall be responsible to the president of the district. They shall perform such duties and work in such areas as are assigned to them and for which they have been appointed by the district president.

CHAPTER 5: CIRCUIT ORGANIZATION

5.5 Minnesota South District Circuits

5.5.1 Circuit Visitors

Circuit visitors shall assist the district president in their respective circuits. Within the scope of their office as defined by the LCMS, they shall cooperate with the board of directors to promote the purposes of the district and the LCMS.

The circuit visitors are authorized to draw upon the district treasury for out of pocket expenses they incur in furthering the interests of the district.

Expenses incurred in the service of a congregation shall normally be paid by such congregation.

5.5.2 Circuit Forums

The circuit forum in each circuit shall conform to the provisions of the governing documents of the LCMS.

5.5.3 Circuit Convocations

Circuits may arrange for circuit convocations as described in the governing documents of the LCMS.

CHAPTER 6: ORGANIZATIONS

6.3 Organizations within the Minnesota South District

The district shall foster organizations of men, women, and young people within the congregations for the furtherance of the gospel. It shall endeavor to attain the fullest possible cooperation and integration of the objectives with national organizations working within the framework of the LCMS.

CHAPTER 7: AMENDMENTS TO BYLAWS

7.2 Minnesota South District Bylaws

Changes in, and additions to, the bylaws of this corporation may be made, provided they:

- a) Are presented in writing to the district president.
- b) Are separately considered and acted upon by the district handbook committee.
- c) Are approved by the commission on constitutional matters of the synod in advance of the district convention.
- d) Are passed by a majority vote of the district convention.
- e) Amendments made subsequent to approval by the commission on constitutional matters may go into effect only after approval by the commission on constitutional matters of the LCMS.

*Revised by action of the 78th Convention of the Minnesota South District
June 21-23, 2018
Approved by CCM, Prior to convention adoption.
See CCM Opinion 17-2138A*