

**BYLAWS
NEW JERSEY DISTRICT
THE LUTHERAN CHURCH-MISSOURI SYNOD**

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I. DISTRICT ORGANIZATION

A. Name, Membership and Legal Representation

1.01 Name and Membership

The name of this **organization** shall be New Jersey District, as given in the Articles of Incorporation, and membership shall be as defined by the Constitution of The Lutheran Church-Missouri Synod as printed in the most recently published handbook, The Lutheran Church-Missouri Synod. The Constitution of the Synod is also the constitution of the District. The Bylaws of the Synod are primarily the bylaws of the District.

1.02 Legal Representation

The President and the Secretary of the District shall sign all official or legal papers and documents of the District in the name of the District.

B. Conventions, Nominations and Elections

1. District Conventions

2.01 District Conventions

- a. The District shall meet in regular convention every three years, timed to occur in the year preceding The Lutheran Church-Missouri Synod convention.
- b. The legal convention is one which is convened according to the Constitution and Bylaws of The Lutheran Church-Missouri Synod and the Bylaws of this District, and where at least one-third of the District's voting members are represented by at least one of their respective representatives (pastor or lay delegate).
- c. The District President shall determine the convention dates and location, designate the time for sessions and the order of business and appoint preachers, chaplains, essayists, and convention committees.
- d. The primary sources of income which are to offset the operating costs of the District convention are the congregational levy, registration fees, exhibit space rentals, and other miscellaneous receipts. The congregational levy shall be assessed on a per communicant basis, the amount of the assessment to be determined by the President. Convention costs for delegates (including lodging, meals, travel and other incidental expenses) shall be paid by each congregation which the delegates represent.

2.02 Special Sessions

In cases of urgent necessity the District President is empowered to convene special sessions of the District. He must previously have obtained consent of at least a majority of the voting congregations of the District after having informed them and the President of the Synod of the purpose of the intended special session.

2.03 Voting Delegates

- a. The pastor who is a member of The Lutheran Church-Missouri Synod, is serving a voting congregation or parish, and has presented to the Secretary at the opening of the convention the proper credentials signed by two of the congregation's officers shall stand accredited and entitled to vote.
- b. Upon presenting to the Secretary at the opening of the convention the proper credentials signed by two of the congregation's officers, the lay delegate of a voting congregation or parish shall stand accredited and entitled to vote.

2. Nominations

2.10 Convention Nominations Committee

- a. The Convention Nominations Committee shall consist of two ordained ministers, two commissioned ministers, and two lay persons.
- b. It shall be elected by the previous convention.
- c. It shall, before each convention, prepare slates of nominations for all elective offices except for the offices of President, Vice-Presidents, and Circuit Visitors. Nominations shall always be listed in alphabetical order, without any distinctive marks.
- d. The committee shall normally propose the names of at least two persons for all other Board of Director positions.
- e. The committee shall obtain written consent from each nominee. It shall also solicit biographical information from respective nominees and publish same in the *Convention Workbook*.
- f. Additional nominations may always be made from the convention floor with the written consent of the nominee.

3. Nomination of District President and Vice Presidents

2.20 Nomination of the District President

- a. Six months prior to the opening of the convention, the Secretary of the District shall mail to each voting congregation of the District ballots for nominating this candidate.
- b. Each voting congregation shall be entitled to nominate as a candidate for President, two ordained ministers from the clergy roster of the Synod.
- c. Each nominating ballot shall be signed by the president and secretary of the voting congregation and shall be sent to the Secretary of the District not later than 4 months prior to the opening date of the convention.

- d. The five ordained ministers receiving the highest number of votes in the nominating ballots of the congregations shall be candidates for the Office of President.
- e. The Secretary of the District shall publish in the *Convention Workbook* the names and the number of votes received on the nominating ballot of the five candidates receiving the highest number of nominations and who have given written approval to place their names in nomination and, if applicable, have consented to relocate into the District. The Secretary shall solicit and publish pertinent and adequate information from each of the candidates.

2.21 Nomination of the Vice-Presidents

- a. Each congregation shall be entitled to nominate two ordained ministers from the clergy roster of the District having membership in a congregation of the designated region.
- b. The Secretary of the District, six months prior to the convention shall mail to each voting congregation of the District a ballot listing those clergymen holding membership in a congregation of their vice-presidential region.
- c. Each nominating ballot shall be signed by the president and secretary of the congregation and shall be sent to the Secretary of the district not later than 4 months prior to the opening date of the convention.
- d. The Secretary of the District shall publish in the *Convention Workbook* the names and the number of votes received on the nominating ballot by the two candidates nominated by congregations in each region receiving the highest number of nominations and who have given written approval to place their names in nomination. The Secretary shall solicit and publish pertinent and adequate information from each of the candidates.

4. Elections

2.30 Elections Committee

- a. All elections shall be conducted by the Convention Elections Committee appointed by the District President from among the convention delegates.
- b. The Convention Elections Committee shall conduct all elections by ballot.
- c. A majority of all votes cast shall be required for election to all elective offices and elective board positions.
- d. In the election of the President and Vice Presidents, if no candidate receives a majority of the votes cast, the candidate receiving the **fewest** number of votes shall be eliminated on each subsequent ballot until one candidate receives a majority of the votes cast.
- e. Except in the election of the President and Vice Presidents, the following regulations shall apply: Candidates receiving a majority on the first ballot shall be declared elected. When a second or succeeding ballot is required for a majority, the candidate receiving the fewest votes and all candidates receiving less than 15% of the votes cast shall be dropped from the ballot, unless fewer than two candidates receive 15% or more of the votes cast, in which case the three highest

candidates shall constitute the ballot. In every election balloting shall continue until every position has been filled by majority vote.

2.31 Order of Elections

- a. At all conventions, the following order of elections shall be observed:
 1. The election of the District President, which shall take place on the first day of the convention.
 2. A Vice-President from each region shall then be elected by the entire convention, followed by separate ballots to determine the ranking of the Vice Presidents.
 3. The District Secretary
 4. The District Treasurer
 5. The slate of Circuit Visitors which has been presented in accordance with the most recently published *Handbook of The Lutheran Church-Missouri Synod*, shall then be ratified by the entire convention.
- b. At one convention shall follow:
 1. Board of Directors – one Commissioned Minister
 2. Board of Directors – two Ordained Ministers at Large
 3. Board of Directors – Lay Members from Circuit numbers 1, 3, 5
- c. At the alternating convention shall follow:
 1. Board of Directors – Lay Members from Circuit numbers 2, 4, 6
- d. Then shall follow at all conventions:
 1. Christian Heritage Endowment Fund Board of Trustees.
 - a. One qualified person from each of the three District vice-presidential regions and three Lay persons at large,
 - b. Term of office for Trustees shall be three years. Trustees may be re-elected to any number of consecutive terms.
 2. A member of the Synodical Committee for Convention Nominations as needed (as printed in the most recently published *Handbook of The Lutheran Church-Missouri Synod*).
 3. Nominations Committee for the next District convention.

C. Conferences of the District

2.40 Official Conferences of Ordained and Commissioned Ministers

The official conferences of ordained and commissioned ministers shall be those required in the most recently published *Handbook of The Lutheran Church-Missouri Synod*.

2.41 Circuit Conferences

Circuit conferences of ordained ministers shall be convened regularly as encouraged in the most recently published *Handbook of The Lutheran Church-Missouri Synod*. Commissioned ministers may be invited to Circuit conferences.

II. DISTRICT ADMINISTRATION

A. OFFICERS OF THE DISTRICT

3.01 General Officers

- a. The President shall be elected from the clergy roster of the Synod. The following officers shall be elected from the clergy roster of the District: three Vice-Presidents, a Secretary and a Circuit Visitor for each Circuit established by the District.
- b. The District shall have a Treasurer who shall be a lay person and shall be elected by the District Convention.

1. DISTRICT PRESIDENT

3.10 Powers and Duties of the District President as Representative of Synod

The powers and duties of the District President as a representative of the Synod in this District are explained in the most recently published *Handbook of The Lutheran Church-Missouri Synod*.

3.11 Power and Duties of the District President Within the District

- a. The President is the chief executive of the District. He shall carry out within the New Jersey District the office of District President and described in the Constitution and Bylaws of the Synod.
- b. As he deems appropriate, he shall consult with the Vice-Presidents whenever important and difficult District and other issues arise.
- c. He shall meet at least twice each year with the Circuit Visitors as a group to brief them on the progress of District ministries and to seek their advice and guidance on emerging problems and opportunities.
- d. He shall preach regularly in the pulpits of District congregations, bringing news of the ways Synod and District support their work and do ministry in their behalf.
- e. He shall have the right to authorize the Vice-Presidents to assist him in discharging his responsibilities or represent him, and shall hold them responsible for their performances. Accountability, however, shall always remain with the President.
- f. He shall perform any other duties that are listed in the Synod Constitution Article XII and Bylaw section 4.4.

3.12 Advisory and Executive Functions of the District President

- a. The President shall give counsel and advice to those under his supervision.
- b. He shall exercise executive power when the affairs of the District demand it or when he has been expressly invested with such power for such specific purpose by the Board of Directors.
- c. He may act in an executive capacity with regard to the District's business, property, and legal matters, where the Board by policy or resolution authorizes him to do so.
- d. He shall make an official report to the District at each convention.

- e. He shall approve the manuscript of the Convention Proceedings before publication.
- f. He may sign, with the Secretary of the District or any other proper officer of the District thereunto authorized by the Board of Directors of the District, certificates, deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors or District in convention has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors of the District or by these Bylaws to some other officer or agent of the District or shall be required by law to be otherwise signed or executed.

3.13 Appointments by the District President

The District President shall appoint the following after each District Convention:

- a. Archivist
- b. Editor of the *Grapevine*
- c. Board of Governors for Leaders and Learners in Faith.
- d. Congregation Constitution Committee

3.14 The District President as Full-Time or Part-Time Executive

The District President shall be a full-time or part-time executive. He may concurrently serve in another call to a congregation or calling agency of District or Synod, at the discretion of the Board of Directors of the New Jersey District, provided such service does not interfere with his official duties as District President.

3.15 When the District President is Unable to Serve

Whenever the Board of Directors determines that the President is unable to serve because of prolonged illness or disability, the duties and responsibilities of the District President shall be assumed by the First Vice-President. The First Vice-President shall remain as the acting President until the Board of Directors determines that such illness or disability has ceased, or until the President officially vacates the office.

2. THE VICE PRESIDENTS

3.20 Number of and Duties of the Vice-President

- a. There shall be three Vice-Presidents representing these regions:
 - 1. Region #1 – Bergen and Passaic River Circuits
 - 2. Region #2 – Highlands and Central Jersey Circuits
 - 3. Region #3 – Delaware Valley South and Jersey Shore Circuits
- b. The Vice-Presidents shall upon request of the President represent him in all his functions, and discharge other responsibilities as may be assigned by the President or the Board of Directors.
- c. They shall be voting members of the Board of Directors.
- d. They shall represent their regions in all District matters.

3.21 Vacancies

A vacancy in any vice-presidency shall be filled by advancing the lower-ranking Vice-Presidents. The remaining vacancy shall be filled from the nominees from that region left after the previous election. The one from that region who received the next highest number of votes shall be named Third Vice-President.

3. THE SECRETARY

3.30 Duties of the Secretary

The Secretary shall:

- a. perform all the customary duties as corporation secretary and as such shall sign all duly authorized documents of the District and have custody of the corporate seal;
- b. serve as a member and secretary of the Board of Directors;
- c. serve as a consultant to the District Convention Committee;
- d. provide credential forms for each lay delegate to the District convention;
- e. record the proceedings during the District convention;
- f. publish the *Convention Proceedings* and arrange for their distribution to all voting and advisory delegates, and to such others as may be specified by the Board of Directors;
- g. see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law;
- h. perform such other duties as the District in convention or the President of the District or the Board of Directors may assign to him.
- i. Serve as Correspondence Secretary for all Board communications.

3.31 Vacancy & Absence

- a. In the event of the death, resignation, or permanent incapacity of the Secretary, the Board of Directors shall appoint a successor for the expired term from the clergy roster of the District.
- b. The District President may appoint an Assistant Secretary to serve in the absence or unavailability of the Secretary. The Assistant Secretary shall have the same power and duties of the Secretary.

4. THE TREASURER

3.40 Duties of the Treasurer

The Treasurer shall

- a. be the custodian of all moneys and valuable papers of the District;
- b. Be responsible that an exact record of all moneys received and expended by the District is kept.
- c. administer the District's financial affairs according to its instructions;
- d. submit at any time to an examination of the books and accounts by an auditing committee when so ordered by the District in convention or by the Board of Directors;
- e. submit monthly and annual financial reports to the Board of Directors;

- f. report regularly to the District through the official periodical and at every convention of the District.

3.41 Vacancy

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

B. THE CIRCUIT VISITORS

4.01 Duties of the Circuit Visitors

- a. The duties of the Circuit Visitors shall be those outlined in the most recently published *Handbook of The Lutheran Church-Missouri Synod*.
- b. In addition, the Circuit Visitors shall represent the District President and serve at his direction in assisting congregations during pastoral vacancies.

C. THE BOARD OF DIRECTORS

5.01 Membership

The Board of Directors shall be elected by a convention of the District. The Board shall consist of the District President, the three Vice-Presidents, the Secretary, the Treasurer, two ordained ministers-at-large, one commissioned minister, and six lay persons representing their respective Circuits.

5.02 Meetings of the Board of Directors

- a. At its reorganization meeting each year, the Board of Directors shall establish a meeting schedule. Said schedule may be amended by the Board during the course of the year to reflect work load, the convenience of Board members regarding attendance difficulties, and/or conflicts with other events, or for good cause.
- b. Special meetings of the Board of Directors may be called at the request of the District President, the Chairman of the Board, or any four board members. The person or persons calling the special meeting of the Board may fix any site, including the use of telephone conference, for said special meeting. Notice of any special meeting shall be given at least seven days prior to the meeting by notice delivered personally or sent to each Board member by mail, fax, e-mail or telephone. The business to be transacted at any special meeting of the Board shall be specified in the notice of such meeting and the meeting shall be limited to the business so specified.
- c. In situations where Board members are not able to meet as described above, the Board may take action by use of electronic ballot (i.e., e-mail, internet-based voting, etc.), provided all voting members of the Board cast a vote and the result of the voting is unanimous.

5.03 General Powers and Duties of the Board of Directors

- a. The Board of Directors shall have all the powers and duties which have been accorded it by the laws of the State of New Jersey, the Articles of Incorporation of

- the District, the Constitution and Bylaws of the Synod and the District, and the resolutions of the delegate conventions of the District.
- b. The Board of Directors shall be vested with the general management and supervision of the District's business and legal affairs.
 - c. The Board shall determine the desired outcomes of the District.
 - d. The Board of Directors shall establish policies for the governing the business, legal, and property affairs of the District.
 - e. The Board of Directors shall determine the salary and compensation of the District President.
 - f. The Board of Directors shall provide for the coordination of the policies and directives of the District authorized by the Constitution, Bylaws and convention resolutions, evaluate plans and policies, and define objectives of the District. The board shall communicate to the District President the general directives for obtaining these objectives.
 - g. The Board of Directors shall be accountable to the delegate convention of the District for the discharge of its duties.

5.04 Duties of the Board of Directors in Planning

- a. The Board of Directors shall review plans and policies which the councils (cf. Section C) intend to submit to a delegate convention of the District and shall notify the respective councils whether it approves or disapproves such proposed plans and policies. In the event that the Board of Directors and a council cannot resolve their differences, the council may nevertheless submit its plan or policy to the delegate convention of the District, provided that the Board of Directors shall also be privileged to report to the convention its views with respect to such plans or policy.

5.05 Duties of the Board of Directors with Respect to District Personnel

- a. The Board of Directors shall be empowered to contract for services and counsel by qualified personnel from other Districts or from the Synod for the purpose of giving aid and assistance to the District, its Board of Directors, and its various councils, commissions and agencies for the purpose of carrying out the program and objectives of the District.
- b. The Board of Directors shall review and approve plans to call ordained and commissioned ministers for specific work within the District.

5.06 Fiscal Duties and Responsibilities of the Board of Directors

- a. The Board of Directors shall receive, review, and approve the work program of the President of the District.
- b. The Board of Directors is empowered to authorize the District Treasurer to borrow capital funds after the Board has determined the amounts and the conditions under which these capital funds shall be borrowed for capital fund outlay, for site acquisitions and for construction projects deemed necessary by the Board of Directors or authorized by the District in convention.
- c. The Board of Directors is empowered to do all things necessary to effect such Capital Fund borrowing, if and when required, including the pledging of real and

other property belonging to the District, in order to secure loans to obtain necessary funds.

5.07 Property Duties of the Board of Directors

- a. The Board of Directors shall have charge of the District's real and personal property and shall hold, manage, and arrange for the care and maintenance of such property.
- b. The Board of Directors shall authorize the purchase, sale, transfer or repair of property in accordance with the regulations of the District.

5.08 Other Duties of the Board of Directors

- a. The Board of Directors shall report on the work and the needs of the District in official publications of the District as often as it may deem necessary, but at least annually. Official minutes of the Board of Directors shall be made available at the office or residence of the Secretary by appointment to any District member (congregations, ministers of religion – ordained, and ministers of religion – commissioned).
- b. The Board shall submit to the District in convention a comprehensive report with appropriate recommendations.
- c. The Board of Directors shall arrange for the publication and distribution of financial reports according to District and Synod regulations, e.g. Synod Bylaw 1.5.4.
- d. The Board of Directors shall provide for audits to be made of the financial activities of the District.
- e. The Board of Directors shall be authorized to engage legal counsel and to arrange for other professional and technical services for guidance and advice for itself, its officers, and the councils responsible to the board.
- f. The Board of Directors shall be authorized to draw on the treasury of the District for its expenses.
- g. The Board of Directors may appoint committees of the Board and define their duties.

5.09 Indemnification of Corporate Agents

- a. The New Jersey District shall indemnify a corporate agent of the District against expenses and liabilities incurred in connection with any proceeding involving the corporate agent by reason of being or having been such a corporate agent, if a proceeding by or in the rights of the corporation, if
 1. such corporate agent acted in good faith and in a manner the agent reasonably believed to be in or not opposed to the best interests of the corporation; and
 2. with respect to any criminal proceeding, such corporate agent had no reasonable cause to believe the agent's conduct was unlawful.
- b. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that such corporate agent did not meet the applicable standards of conduct set forth in paragraphs (1) and (2) above.

- c. The New Jersey District shall indemnify a corporate agent of the District against expenses incurred in connection with any proceeding by or in the right of the corporation to procure a judgment in its favor which involves the corporate agent by reason of being or having been such corporate agent, if such agent acted in good faith and in a manner the agent reasonably believed to be in or not opposed to the best interests of the corporation. However, in such proceeding no indemnification shall be provided in respect of any claim, issue or matter as to which such corporate agent shall have been adjudged to be liable to the corporation for negligence or misconduct, unless and only to the extent that the Superior Court or the court in which such proceeding as brought shall determine upon application that despite the adjudication of liability, but in view of all circumstance of the case, such corporate agent is fairly and reasonably entitled to indemnity for such expenses as the Superior court or such other court shall deem proper.
- d. Expenses incurred by a corporate agent in connection with a proceeding may be paid by the corporation in advance of the final disposition of the proceeding as authorized by the Board of Directors upon receipt of an undertaking by or on behalf of the corporate agent to repay such amount if it shall ultimately be determined that such agent is not entitled to be indemnified as provided in this section.
- e. The definition and meaning of all terms and provisions used herein shall be construed in accordance with N.J.S.A. 14A:3-5, as may be amended by the State of New Jersey.
- f. The powers granted by N.J.S.A., 14A:3-5 may be exercised by the corporation notwithstanding the absence of any provision in its certificate of incorporation or bylaws authorizing the exercise of such powers. The intent of these bylaws is to provide the fullest indemnification as provided by law.
- g. This indemnification shall be excess and secondary to any insurance available for indemnification of judgments, settlements, or defense costs, and also excess and secondary to any indemnification available from all other sources.

5.10 Full Financial Disclosure

As an entity of the Synod, the District operates according to the most recently published *Handbook of The Lutheran Church-Missouri Synod*. The Board of Directors of the District will make available a full financial report to the congregations of the District on an annual basis.

5.11 Terms of Office and Tenure of Board Members

- a. Terms of office shall be as follows;
 - 1. Elected officers – three years.
 - 2. Elected members of the Board of Directors – six years, staggered as provided above in 2.31.b and c.
 - 3. There is no limitation of terms for any officer or Board member.

5.12 Vacancies

Unless otherwise specified in these Bylaws or in the Bylaws of The Lutheran Church-Missouri Synod, vacancies to elected positions will be filled by the Board of Directors. Appointment to fill vacancies shall be for the unexpired term.

5.13 Disclosure of Conflict of Interest

As an agency of the Synod, the District operates according to the most recently published *Handbook of The Lutheran Church-Missouri Synod*.

5.14 Holding More Than One Office

As an agency of the Synod, the District operates according to the most recently published *Handbook of The Lutheran Church-Missouri Synod*.

D. COUNCILS OF THE DISTRICT PRESIDENT

6.01 Names and Appointment

- a. There shall be four councils:
 1. Congregation Growth Council
 2. Congregation Outreach Council
 3. Congregation Services Council
 4. District Operations Council
- b. Council members shall be appointed in the manner specified under each Council. Council membership will expire upon the close of each District Convention. New Councils will be formed following each District Convention.

1. CONGREGATION GROWTH COUNCIL

6.10 Purpose of the Congregation Growth Council

- a. The Congregation Growth Council is to address the Goal Question: *How can we motivate, encourage and support each congregation to identify its growth-restricting factors and to implement a growth plan?*
- b. The Congregation Growth Council is a pastoral care arm of the District President. It will meet regularly to pray for the congregations of the District and to devise a plan to encourage and involve each congregation of the District toward growth.

6.11 Membership in the Congregation Growth Council

- a. The Congregation Growth council shall consist of the District President, the District Vice-Presidents, and the Circuit Visitors, all of whom are elected by the District in convention.
- b. The District President will appoint additional council members as needed.

2. CONGREGATION OUTREACH COUNCIL

6.20 Purpose of the Congregation Outreach Council

- a. The Congregation Outreach Council is to address the Goal Question: *How can we continue to recruit and work with motivated individuals, congregations and*

partnerships so as to plant as many new missions as possible each year in the most effective manner possible?

- b. The Congregation Outreach Council will meet regularly to plan and implement mission strategies which, as a primary consideration, involve participation by existing congregations of the District. When necessary, it may enter a mission field or strategy without the direct involvement of (a) District congregation(s).

6.21 Membership in the Congregation Outreach Council

The Congregation Outreach Council shall consist of ten members appointed by the District President. Appropriate District Staff as determined by the District President shall be Council members.

3. CONGREGATION SERVICES COUNCIL

6.30 Purpose of the Congregation Services Council

- a. The Congregation Services Council is to address the Goal Question: *How can we continue to research, catalog, store and make available resources and programs, and assist any motivated congregation in executing its action plan?*
- b. The Congregation Services Council shall give particular attention to the areas of Adult Ministry, Child Ministry, Evangelism Ministry, Family Ministry, Leadership Development Ministry, School Ministry, Stewardship Ministry and Youth Ministry.
 - 1. Concerning Stewardship Ministry, the Congregational Services Council will cooperate with the Synod's Department of Stewardship to implement an adequate stewardship program at the congregational and District level as mandated by Synod Bylaw section 4.6.
- c. Whenever possible, the Congregation Services Council shall encourage congregations of the District to make available their programs and ministries as resources for other District congregations.

6.31 Membership in the Congregation Services Council

The Congregation Services council shall consist of ten members appointed by the District President. Appropriate District Staff shall be Council members.

4. DISTRICT OPERATIONS COUNCIL

6.40 Purpose of the District Operations Council

- a. The District Operations Council shall address the Goal Question: *How can we assess and re-evaluate District and Synod needs and identify financial and personnel resources to meet those needs?*
- b. As it addresses its Goal Question, it may address such tasks as
 - 1. promoting the mission of Synod and District among District congregations;
 - 2. identifying alternate sources of funding for District and congregation mission projects;
 - 3. encouraging the "mission thinking": of congregations.

6.41 Membership in the District Operations Council

The District Operations Council shall consist of six members. Two members shall be appointed by the Board of Directors upon nomination by the District President. The Business Manager, Treasurer, LCEF Vice President, and The District Stewardship Chairperson shall be members of the Council.

E. THE CHRISTIAN HERITAGE ENDOWMENT FUND

7.01 Purpose of the Christian Heritage Endowment Fund

The Christian Heritage Endowment Fund, and endowment fund of the District, has been established to receive and accept property, whether real, personal or mixed, by way of gifts, bequests or devices to be held, administered and disposed of in accordance with the charitable, religious, educational purposes and other ministries of the District.

- a. The Christian Heritage Endowment Fund shall be held and accounted for as a separate and distinct fund of the District, yet under the direction of the District Board of Directors. The fund shall be subject to the same internal controls and accounting and financial reporting requirements as generally employed by the District, except that the receipts and disbursements and assets of the fund shall be separately recorded and accounted for, and a written financial report be prepared for the Trustees on a quarterly basis by the Treasurer or the Assistant Treasurer of the District.

7.02 Membership and Term of Office of the Board of Trustees of the Christian Heritage Endowment Fund

- a. Trustees of the fund shall be elected by the District in convention, as specified elsewhere in these Bylaws (2.31.d.1, above). The District Treasurer shall also be a Trustee. The President of the District and the chairperson of the District Operations council shall serve as advisors. The District Business Manager shall serve as resource person and secretary to the Trustees.
- b. Term of office for Trustees shall be three years. Trustees may be re-elected to any number of consecutive terms. When a vacancy occurs, the trustee shall be replaced by appointment of the Board of Directors of the District after nomination by the District President.

III. AMENDMENTS TO BYLAWS

8.01 How Amendments to Bylaws Are Made

Amendments to these Bylaws may be made provided that they are

- a. not contrary to the Constitution and Bylaws of the Synod;
- b. presented in writing to a convention of the District;
- c. specified as Bylaw amendments and considered by a convention floor committee;
- d. submitted to the Commission on Constitutional Matters of the Synod for review and approval prior to presentation to the convention; and
- e. adopted by the affirmative vote of a majority of the delegates present and voting.

- f. 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 Congregation Constitution Committee and shall be reviewed in advance by the LCMS Commission on Constitutional Matters.

IV. DISSOLUTION OF THE DISTRICT

9.01 Dissolution of the District

- a. 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.