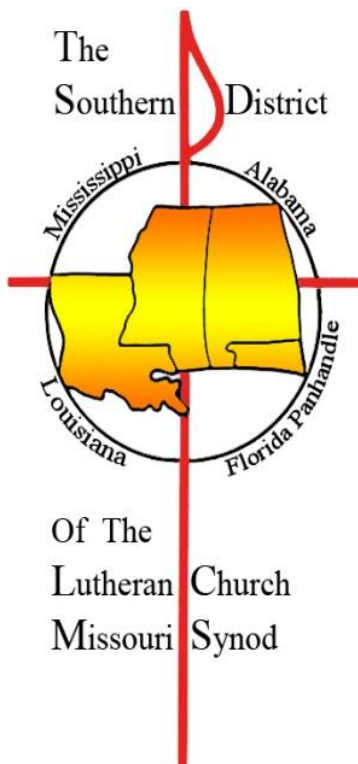


ARTICLES OF INCORPORATION AND BY-LAWS



March 2022

ARTICLES OF INCORPORATION

ARTICLE I

The name of this corporation shall be "The Southern District of The Lutheran Church—Missouri Synod," and its domicile shall be in the City of Slidell, Parish of St. Tammany, State of Louisiana.

ARTICLE II

The objects and purposes for which this corporation is organized are declared to be: To unite in a corporate body the congregations and ordained ministers and commissioned ministers belonging to the voluntary organization styled "The Southern District of the Lutheran Church—Missouri Synod," and such other congregations, ordained ministers and commissioned ministers as may hereafter become members of this corporation; to receive, acquire, hold, manage, and control real and personal property of whatever description now owned by the voluntary organization styled, "The Southern District of The Lutheran Church—Missouri Synod" and such other property as may hereafter be acquired; and, to do all things necessary to promote the efficiency and extend the influence of this corporation and its objects and purposes, such as the establishment and maintenance of missions and educational and charitable institutions; and, thereby to aid and perpetuate the good work of disseminating the knowledge of the Gospel throughout the world.

ARTICLE III

Members of this corporation shall be the congregations,

ordained ministers and commissioned ministers constituting the voluntary organization styled "The Southern District of The Lutheran Church—Missouri Synod" within the boundaries established by the Synod. Only such congregations, ordained ministers and commissioned ministers may hold membership in this corporation who accept and remain true to the canonical books of the Old and New Testament as the sole and exclusive rule of Christian doctrine and practice, and who acknowledge the Book of Concord of the year of our Lord 1580 as a true exhibition of sound Christian doctrine.

ARTICLE IV

This corporation shall have power and authority in its corporate name to have and enjoy succession in perpetuity, to contract, sue and be sued; to use a corporate seal; to have, receive, hold, purchase, convey, mortgage and lease property, both real and personal; to make and establish such laws, rules and regulations for its management and support as shall be necessary and proper.

ARTICLE V

The voting power of this corporation shall be exercised by the accredited ordained ministers and lay delegates of the congregations constituting its membership; each congregation being entitled to one (1) ordained minister and one (1) lay vote. Multi-congregation parishes in which two or more congregations are served by one ordained minister shall be represented by one (1) ordained minister and one (1) lay vote.

ARTICLE VI

The officers of this corporation shall be a President, a First Vice President, a Second Vice President, a Third Vice President, a Fourth Vice President, a Secretary, a Treasurer, and such other officers as the bylaws may provide. The President, Vice Presidents and Secretary shall be ordained ministers. The President, Vice Presidents, the Secretary and at least two (2) other ordained ministers, but not more than four (4); a commissioned minister; and the Treasurer; and, at least two (2) other laymen, but not more than seven (7), shall constitute the Board of Directors, the personnel of which will consist of not less than nine (9), and not more than nineteen (19) members, as the bylaws may provide. The officers and the Board of Directors shall be elected at a regular meeting of the corporation by the delegates constituting same; and, shall any officer or member of the Board of Directors cease to be a member of one of the congregations within this corporation, he shall cease forthwith to be an officer or a director of this corporation.

ARTICLE VII

The Board of Directors shall have power to buy, sell, lease, mortgage, hypothecate, borrow, issue bonds, notes, and pledges of all kinds, whether movable or immovable, and generally to manage and control the property and the secular and business affairs of this corporation, and shall do all things necessary to promote the objects and purposes of this corporation as set forth in Article II. Vacancies in the Board shall be filled by it at its next regular meeting or at a special meeting held for that purpose. A majority of the Board personally present shall constitute a quorum for the transaction of business. All citations or other legal processes shall be

served upon the President of this corporation; or, in his absence upon the Vice Presidents; or, in the absence of these officers, upon the Secretary.

ARTICLE VIII

The regular meeting of this corporation shall be held in the year immediately preceding the general convention of The Lutheran Church—Missouri Synod, provided however that the corporation shall hold a regular meeting at least once every three years. Special meetings of this corporation may be called by the President; he must, however, previously have obtained consent of at least a majority of the voting members of the district after having informed them and the President of the Synod of the purpose of the intended special session.

ARTICLE IX

Provisions within these articles of Incorporation and Bylaws are subject to the provisions of the Constitution, Bylaws, and resolutions of The Lutheran Church—Missouri Synod.

In the event of a dissolution of the corporation, the assets of the District, subject to its liabilities, shall be transferred, consistent with applicable state and federal laws, to The Lutheran Church—Missouri Synod or to Synod's nominee.

ARTICLE X

These Articles of Incorporation may be amended at any regular or special meeting of this corporation, provided such amendment, or amendments have been reviewed

in advance by the Commission on Constitutional Matters of The Lutheran Church—Missouri Synod, are consistent with Articles II and III of this corporation, and with the laws of the State of Louisiana, and provided said amendment, or amendments, are approved by a majority vote of the members present at such meeting, and provided further that a copy of the proposed amendment, or amendments, shall have been forwarded to all congregations constituting the membership of the corporation sixty (60) days prior to such meeting.

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B Y L A W S

PREAMBLE

The Southern District of The Lutheran Church—Missouri Synod is a fellowship of congregations, ordained ministers and commissioned ministers joined in God's mission. It seeks to engage as many persons as will share its mission and ministry of faith in fellowship, learning, witness, and service, so that the Word of God in Jesus Christ may become effective in their lives individually and together.

ARTICLE I - NAME

The name of this corporation is "The Southern District of The Lutheran Church—Missouri Synod," hereinafter also referred to as "The Southern District" or "The District."

ARTICLE II - ORGANIZATION

A. The Constitution

The Constitution of The Lutheran Church—Missouri Synod is also the Constitution of The Southern District. The Bylaws of the Synod are also the primary bylaws of the district.

B. Legal Representation

The District shall be legally represented by its officers and Board of Directors. It is first and foremost the responsibility of the District President to sign all official ecclesial papers and documents. All legal papers and documents of the District shall be signed in the name of the District by its President, or its

Secretary, its Treasurer, or its properly designated or prescribed representative.

C. Membership

Membership in the District shall be governed by the Constitution and Bylaws of The Lutheran Church—Missouri Synod.

D. Relationship of the District to The Synod.

The relationship between the Southern District and The Lutheran Church—Missouri Synod shall be governed by the Constitution and Bylaws of the Synod.

E. District Conventions

District conventions shall be governed by the Constitution and Bylaws of the Synod and of the District, and also by special rules adopted by the convention and by parliamentary law.

F. Visitation Circuits

To facilitate coordination and planning of mission and ministry in geographical areas, the District shall be divided into as many circuits as territorial and other conditions may require. These visitation circuits shall function according to the Bylaws of the Synod as is specified in the District *Handbook of Operations*, giving special attention to the advantages and necessities of holding visitation circuit forums.

G. District Handbook of Operations

A district Handbook of Operations shall be established and maintained by the Board of Directors. As required by Synod Bylaw 3.9.2.2.3, it

shall then be submitted to the Commission on Constitutional Matters (CCM) for review.

This *Handbook* shall specify:

1. Responsibilities of all officers, boards, commissions, and committees; and, relationships among them;
2. Policy statements and procedures governing all district functions by the Board of Directors.

H. Conferences

1. Official conferences of ordained and commissioned ministers shall be conducted for the spiritual and professional growth of their members.
 - a. A district ordained ministers conference shall be held at least once a year.
 - b. A district commissioned ministers conference shall be held at least once a year.
 - c. Travel, meals, housing, and other expenses for official conferences shall be borne by the congregations of the ordained and commissioned ministers involved.
 - d. Attendance at official conferences shall be required. Absentees are required to submit their excuses in writing to the Excuse Committee of the conference involved.
 - e. All ordained and commissioned ministers conferences shall be governed by the

regulations in the Bylaws of the Synod.

2. Circuit Convocations

Circuit convocations shall be held in the year immediately following the convention of The Lutheran Church—Missouri Synod.

3. Other Conferences

Professional workers are encouraged to organize smaller conferences for the purpose of discussing doctrinal, professional, and practical matters.

ARTICLE III - ADMINISTRATION

Administration and general management of the District shall be the responsibility of the officers and Board of Directors elected by the District convention. They shall be assisted by such commissions, committees or other personnel as specified in these Bylaws.

A. Officers

1. District President

A District President shall be elected from the ordained ministers roster of the Synod. Upon assuming office, he shall be a full-time officer and hold membership in a voting congregation of the District.

2. Vice Presidents

Four (4) Vice Presidents shall be elected from the ordained minister's roster of the District with

membership in a congregation in the designated region. They shall be selected by the four (4) geographical regions in accordance with these Bylaws.

3. Circuit Visitors

The Circuit Visitors of the District shall be elected in accordance with the procedures of the Bylaws of the Synod and shall function accordingly.

4. Secretary

A Secretary shall be elected from the ordained minister's roster of the District and shall hold membership in a voting congregation of the District.

5. Treasurer

A Treasurer shall be elected from the lay membership of a voting congregation of the District.

B. Board of Directors

1. The Board of Directors shall be elected by the convention of the District and shall be responsible for implementation and coordination of the mission and ministry of the District. The District President retains ecclesiastical supervisory responsibility over the congregations, ordained ministers and commissioned ministers, who are members of the District.

2. The Board of Directors shall consist of:
 - a. The President, the four (4) Vice Presidents, the Secretary, the Treasurer, four (4) regional lay members, three (3) ordained ministers-at-large, three (3) lay members-at-large one (1) person whose name appears on the commissioned ministers roster of The Lutheran Church--Missouri Synod. All shall hold membership in a voting congregation of the Southern District.
 - b. The four (4) Vice Presidents and four (4) regional lay members shall be selected by voting congregations from the four (4) geographical regions of the District and elected at the District convention.
3. In the event any member of the Board of Directors leaves the Southern District, the member shall relinquish his/her position on the Board. The status of a Board member leaving his/her circuit shall be decided at the discretion of the Board of Directors. Vacancies on the Board of Directors caused by moving out of the District or circuit, resignation, or death, shall first be filled by any relevant succession provisions of these Bylaws. If any vacancy still exists, the Board of Directors shall appoint a replacement for that position from the members of member congregations of the district (and, if applicable, of the appropriate region). Those holding regional positions must maintain membership in a congregation of the designated region throughout the course of their tenure.

4. In urgent matters of business arising between meetings of the Board of Directors, the Executive Committee (which shall be composed of the President, First Vice-President, Secretary and Treasurer) shall represent the Board of Directors; it shall have the power to act and shall be responsible to the Board of Directors for all its decisions and actions. Limitation on the authority of the Executive Committee is according to Synod Bylaw 1.5.3.2.

C. Other Entities

1. District Reconcilers

The District Reconcilers shall be selected in accordance with the procedures of the Bylaws of the Synod and shall function in accordance with those same Bylaws.

D. Committees and Task Forces

1. In order to carry out the mission and ministry of the District, the Board of Directors may appoint committees task forces as necessary and assign duties to each in accordance with the directions given by the District.

Their number may be increased or decreased, as the District or the Board of Directors may determine.

2. Committee Vacancies

Vacancies on the committees may be filled by

appointment of the President, subject to the Board's approval at its next regular or special meeting.

3. Ad-Hoc Appointments

Ad-Hoc appointments may be made by the President and ratified by the Board of Directors for the fulfilling of necessary ministries.

4. Sub-committees

Sub-committees may be established by the various committees subject to approval by the Board of Directors at its next regular or special meeting. Sub-committee appointments may be made by the respective committees in consultation with the appropriate Executive Assistant.

E. Staff

1. Executive Assistant(s)

The Board of Directors shall engage such full-time Executive Assistant(s) as deemed necessary to enable the mission of the Church; division of function shall be assigned by the Board and administered by the District President, in accordance with the *Handbook of Operations*.

2. Assistant Treasurer

The Board of Directors shall have authority to designate one of the Executive Assistants as Assistant Treasurer who shall serve under the

District Treasurer and shall function in accord with the procedures set out in the *Handbook of Operations*.

3. Specialized Ministry Personnel

The Board of Directors shall engage such full-time or part-time specialized ministry personnel as deemed necessary to enable the mission of the Church.

ARTICLE IV - RULES GOVERNING OFFICE

A. Term of Office

1. Officers

The term of office of the President, Vice Presidents, Secretary, Treasurer, and Circuit Visitors shall be three (3) years, commencing the first day of July following the district convention. These officers shall be elected in the year preceding the regular election of officers of the Synod. A person elected to these offices shall be limited to three (3) consecutive 3-year terms.

2. Elected Boards and Committees

The term of office of elected boards and committees shall be three (3) years. A person elected to such boards and committees shall be limited to serving three (3) consecutive terms.

3. Appointive Committee(s) and Commission(s)

The term of office for appointive committee and

commission personnel shall be three (3) consecutive years and shall run concurrent with the term of office of the District President.

4. Staff Personnel

The Executive Assistants(s), and specialized ministry personnel are staff personnel of the District, and lay persons shall be engaged on a contract basis; ordained ministers and commissioned ministers on the basis of a call. Acceptance of an elected office of the District shall terminate the contract or call.

5. Assistant Secretary for Securities

The Assistant Secretary for Securities will be appointed by the Board of Directors, shall serve at the pleasure of the Board of Directors, and may be elected, removed from office, or replaced at any time.

B. Accountability

1. Officers, Boards, Commissions and Committees

The District President shall be responsible to the President of the Synod in all ecclesiastical matters, to the Board of Directors in other matters, as well as the District and Synod in convention.

The Vice Presidents shall be responsible to the District President.

The Secretary shall be responsible to the District

President, the Board of Directors, and the District in convention.

The Treasurer shall be responsible to the District President, the Board of Directors, and the District in convention.

The Circuit Visitors shall be responsible to the District President.

All officers, boards, commissions, and committees shall be responsible to the Board of Directors for the discharge of their responsibilities, unless otherwise noted in these Bylaws or in the Bylaws of the Synod.

2. Staff Personnel

Staff personnel shall be accountable primarily to the President.

C. Holding More Than One Elective Office

No one shall hold more than one elective office, or more than two offices in the Synod or in the District, although one or both be appointive; or, ever hold two offices of which one is directly responsible for the work done by the other. Doubtful cases shall be decided by the President of the Synod.

D. Succession

1. Succession to the Office of the President

If the President's Office is vacated, the Vice

Presidents shall assume the office of the presidency in the order they were ranked by the District in convention and shall serve in this office for the remainder of the triennium. If the President becomes incapacitated, the Vice Presidents shall perform the duties of the President pro tempore in the order they were ranked by the District in convention, until such time when the President is able to resume his duties.

2. Succession to the Offices of Vice Presidents

In the event of a vacancy in the offices of Vice Presidents, the vacancy shall be filled by the Vice President next in the order which has been designated by the district convention, who shall succeed to the position vacated. In the event of a vacancy in the office of Fourth Vice President, the vacancy shall be filled by the Board of Directors with an ordained minister who holds congregational membership in the designated region, according to District Bylaw III B 3.

3. Vacancies in Other Elective, Appointive Offices, Boards, Commissions or Committees

Vacancies in other elective or appointive offices, except as otherwise provided in these Bylaws, shall be filled by nomination of the President and confirmation by the Board of Directors.

E. Removal of Individual Members from Board, Commission or Committee Membership

Individual members of the District's commissions and the boards of its agencies, as well as the individual

members of its Board of Directors, shall discharge the duties of their offices in good faith. The following are considered cause for removal pursuant to this bylaw:

- Incapacity
- Breach of fiduciary responsibilities to the District or agency
- Neglect or refusal to perform duties of office
- No longer satisfying any of the qualifications for directors set forth in the articles of incorporation or bylaws of the entity as in effect at the beginning of the member's term
- Conviction of a felony
- Failure to disclose conflicts of interest to the Synod or agency
- Conduct evidencing a scandalous life
- Advocacy of false doctrine (Constitution, Art. II)
- Failure to honor and uphold the doctrinal position of the Synod
- Accumulation of three unexcused absences within any term of office

The procedure for removal is in keeping with Synod's Bylaws 1.5.7.1 and 1.5.7.2.

F. Meeting of the Board

1. Regular meetings of the Board of Directors shall be held during each quarter of the calendar year, the date of such meetings to be determined by the Board.
2. Special meetings shall be called at the discretion of the President, or upon the decision of the Board at its regular meetings, or upon the written

request of at least five (5) members, stating their reasons for such request.

G. Duties of the Board's Officers

1. The President shall have the general oversight of the Board's work and see to its proper functioning in all its parts; he shall be a non-voting ex-officio member of all standing committees, and shall attend the meetings of the standing committees and of the special committees when necessary or advisable; he shall see to it that all proceedings of the Board of Directors are conducted according to generally accepted rules of order. He shall serve as interim Chairman of the Board of Directors whenever the position of Chairman is vacant. He can, at his discretion, call a special Board of Directors Meeting whenever necessary.
2. The Secretary shall keep a correct roster of the members and record their absence or presence at each meeting; he shall record the Board's proceedings and submit a copy thereof for approval at the next meeting; he shall be the custodian of the corporate seal; he shall also set aside a page of his records for a list of all notes, deeds and other documents, held by the Treasurer in the name of the Southern District. In his absence from a meeting, a temporary secretary shall be elected.
3. The Treasurer shall receive all monies for District and Synodical purposes and acknowledge same as ordered by the Board of Directors; he shall keep a detailed record of all receipts, showing their date, source, amount and purpose, and

render a report to the Board of Directors at each regular meeting; he shall deposit all monies received in a manner designated by the Board of Directors. He shall issue checks in payment of all bills authorized by the Board, upon vouchers only; keep a detailed record of all expenditures, and report to the Board of Directors at each regular meeting; he shall also be the custodian of all notes, deeds and other documents belonging to the Southern District, and keep a record of same on his books.

4. The records of the Secretary and the Treasurer shall at all times be open to the inspection of the Board of Directors, and the books and the accounts of the Treasurer shall be audited at least once a year or more frequently at the discretion of the Board of Directors, by a firm to be designated by the Board. To facilitate the auditing of accounts, the Treasurer shall be careful to keep vouchers, checks and other important records in proper order.
5. The Board of Directors shall, at the expense of the District, furnish fidelity bonds to cover the Treasurer and such other members of the Board or employees who handle funds for the District, as the Board may determine.
6. The Board of Directors shall, at their first quarterly meeting after the District Convention, elect a Chairman for the Board from the Board Members, other than the President, Secretary and Treasurer who will serve in that position for the remainder of the triennium. The Chairman of the Board shall conduct the business of the Board of

Directors. In the Chairman's absence the Vice Presidents shall serve as chairman of the Board in the order of their election. If the Vice Presidents are also absent, a temporary chairman shall be elected after the Secretary has called the meeting to order. If this position is vacated for any reason, The District President will serve as Chairman until such time as the Board of Directors can elect another Chairman.

7. ARTICLE V - NOMINATIONS AND ELECTIONS

A. Nomination and Election of President

Nomination for the office of President of the District shall be made in the following manner:

1. Each voting congregation shall be entitled to nominate one ordained minister from the ordained minister's roster of the Synod as a candidate for President.
2. The Secretary of the District shall mail to each voting congregation of the District ballots for nominating these candidates. This shall be done at least six (6) months, i.e. (180) days prior to the convention.
3. Each nominating ballot shall be signed by the President and the Secretary of the congregation and returned not later than four months, i.e. (120 days) prior to the opening date of the convention.
4. 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 ordained ministers, who have received nominating votes for the office of President.

5. Groups and individuals within and without the District are urged to refrain from circularizing the District or areas thereof relative to favoritism in nominations for President.
6. Candidates for the Office of President shall be the five (5) ordained ministers receiving the highest number of votes in the nominating ballots of the congregations and who have consented to serve.
7. The Secretary of the District shall notify each candidate and shall secure his approval in writing for inclusion of his name on the convention ballot. Each candidate shall reply within ten (10) days to indicate such approval.
8. In the event of death, declination, or unavailability of any candidate, the nominee having the next highest number of votes shall become a candidate.
9. In the event of a tie among the candidates for the last position on the ballot, all names involved in the tie shall be listed on the list of candidates.
10. The Secretary of the District shall publish in the convention manual brief biographies of the five candidates for President, giving adequate information on each candidate. This report shall contain such pertinent information as residence,

age, number of years in Synod, present position, District or Synod positions and offices previously held or currently held, year of ordination, former pastorates, involvement in community, government, or inter-church affairs, and any other specific experience and qualification for the office.

11. The convention shall have the right to alter each slate at the proper time by amendment. Any delegate making a nomination from the floor shall have secured prior written consent from the candidate whom he wishes to nominate. Such delegate shall immediately submit to the Secretary of the District this document and written pertinent information concerning his nominee as detailed in the above paragraph 10.

B. Nominations and Elections of Area Vice Presidents and Lay Members of the Board of Directors

1. At least one hundred eighty (180) days before the district convention, the chairman of the Nominations Committee shall request each voting congregation to send the names of one (1) ordained minister and one (1) lay member from their circuit to serve on the Board of Directors. The chairman of the Nominations Committee shall request that each nominee sign a consent-to-serve form and submit it with his/her biographical information. Nominations must be received by the Nominations Committee at least sixty (60) days before the district convention.
2. At the district convention site, voting delegates will gather in regional caucuses at least two hours

before the start of the district convention. The caucuses shall be chaired by an appointee of/or the District President. All regional caucus selections shall be decided by majority of those present.

3. The regional caucus shall select one (1) ordained minister to be the regional Vice President and one (1) lay member (not from the same circuit as the regional Vice President) to be the regional lay member on the Board of Directors. A selection of an ordained minister shall then be held for an alternate regional Vice President (in the event the regional Vice President is elected District President by the convention). A selection for an alternate lay member shall be held, if the alternate regional Vice President is from the same circuit as the selected regional lay member.
4. All names of nominated candidates will, as appropriate, be in the pool for the at-large elected positions to the Board of Directors to be held at the district convention.
5. At the district convention, the four (4) regional Vice Presidents and four (4) regional lay members of the Board of Directors shall be elected by ratification. The circuits, from which these elected persons derive, shall be eliminated from consideration for further nomination and election for the remaining ordained ministers-at-large and lay members-at-large positions on the Board of Directors. The positions of District President, Secretary, Treasurer, and commissioned minister member of the Board of Directors, are exempt from these exclusions.

6. The District convention shall elect ordained ministers-at-large and lay members-at-large from the nominees of the circuits not yet represented on the Board. The election of an ordained minister-at-large or a lay member-at-large shall eliminate the election of any other ordained minister or lay member from the circuit, which he represents. The election of the first lay member-at-large shall be followed by the first ordained minister-at-large. The election of the remaining lay members-at-large and ordained ministers-at-large shall alternate until the remaining lay-members-at-large and ordained ministers-at-large are elected.

C. Nominations Committee

1. The Nominations Committee shall be elected at the regular convention of the District for a term of three (3) years. It shall consist of three (3) ordained ministers, two (2) lay members, and one (1) commissioned minister. Vacancies on this committee shall be filled by the Board of Directors. Consideration should first be given to individuals who were nominees to the Nominations Committee in the most recent district convention.
2. The Nominations Committee shall propose at least two (2) candidates for the offices of Secretary, Treasurer, and each remaining position of the Board of Directors, with the exception of the commissioned minister, who is to be selected at the previous commissioned minister's conference for election by ratification of the convention. The Nominations Committee

shall publish in the convention manual brief biographies of the candidates, giving adequate and appropriate information on each candidate. Additional nominations may be made from the floor of the convention with the consent of the nominee.

3. The voting members of this corporation shall at its regular convention elect (1) member for the “Committee for Convention Nominations” and (1) alternate every other district convention. Successive nominations will alternate between professional church workers and laypersons, with roles reversed every six years.
4. The Nominations Committee shall:
 - a. At least six months (180 days) prior to the convention solicit from the congregations of the District names of candidates for the various offices and list those to be filled. Congregations are to submit the same to the committee not later than one hundred and twenty (120) days prior to the district convention.
 - b. The convention shall have the right to alter each slate at the proper time by amendment. Any delegate making a nomination from the floor shall have secured prior written consent from the candidate whom he wishes to nominate. Such delegates shall immediately submit to the Secretary of the District this document and written pertinent information concerning his nominee.

- c. The election of Circuit Visitors shall be according to the procedure outlined in the *Synod Handbook*.

D. Committee on Elections

1. Membership

The Board of Directors shall appoint a Committee on Elections consisting of two ordained ministers, two lay persons, and one commissioned minister who shall designate a chairman.

2. Duties

It shall be the duty of the Committee to conduct and supervise the elections of the convention in accordance with the Constitution and Bylaws of the Synod and of these Bylaws.

3. Order of Election

- a. The elections for the President and Vice Presidents shall be initiated no later than in the second business session of the convention.
- b. The Committee on Elections shall then present the slate of candidates for Circuit Visitors selected by their respective circuits to the convention for election. The convention retains the right to amend the slate of circuit visitors to be ratified.
- c. Upon the adoption of the slate of candidates,

the Committee on Elections shall then prepare the ballots for presentation to the convention, including election of the President, ratification of caucus selections, ranking of the Vice Presidents, election of the Secretary, election of the Treasurer, and election of the at-large members of the Southern District Board of Directors. The convention retains the right to amend the slate of caucus selections to be ratified. Elections for all other positions to be filled shall then be held.

ARTICLE VI - CONVENTIONS

A. District Conventions

The District shall hold a convention in the year preceding the regular convention of the Synod. Each of the congregations of the District (a multi-congregation parish being considered as a congregational unit for this purpose) shall be represented at the District convention by one ordained minister and one lay delegate duly elected by the congregation. Multi-congregation parishes served by one ordained minister shall have one ordained minister vote and one lay delegate vote. Congregations of a multi-congregation parish, other than the congregation supplying the voting lay delegate, may elect and depute an advisory lay delegate, with voice but no vote (Const. XII 10). All delegates, clergy and lay, are to be properly "credentialed" as described by Synod.

B. District Convention Voting Procedures

The vote at all District conventions shall be restricted

to the voting ordained ministers and duly elected lay delegates of the congregations. Multi-congregation parishes shall determine the voting lay delegate who shall represent all congregations of that parish.

ARTICLE VII - AMENDMENTS AND CHANGES

These Bylaws may be amended at any regular or special convention of the District, provided such amendment(s) are consistent with the Charter of the District, or with the laws of the State of Louisiana, and provided said amendment(s) is approved by a majority vote of the members present at such convention and provided further that a copy of the proposed amendment(s) shall have been forwarded to all congregations constituting the membership of the District sixty (60) days prior to such convention. The review and approval of district bylaw amendments by the Commission on Constitutional Matters must be made prior to the convention.

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 LCMS Commission on Constitutional Matters.

ARTICLE VIII - DISTRICT HANDBOOK OF OPERATIONS

Changes to the *Handbook of Operations*, which do not

alter the Bylaws of the District, shall be approved by the Board of Directors.

Southern District Articles of Incorporation and Bylaws,
Revised Proposal (20-2949A)

By an email of Dec. 7, the Office of the Southern District President, on behalf of the District Secretary and in response to the commission's previous review of Op. 20-2949, submitted a revised proposal for revision of the district's articles and bylaws. The commission notes the inclusion of changes consistent with its approval, in Op. 20-2949, of the articles as proposed. All issues identified with the previous bylaw draft have been addressed. The bylaw proposal is therefore now approved for presentation to the convention as in harmony with the Constitution and Bylaws of the Synod. The district is thanked for its diligent work on these documents and for submitting its documents for review; it is reminded to file its articles with the state when adopted and to submit a clean copy of the articles and bylaws as adopted by the convention to the commission for its files.

Commission on Constitutional Matters
January 15–16, 2021

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The Rev. Keith J. Ringers, Secretary
Southern District of The Lutheran Church—Missouri Synod

March 2022