

BYLAWS

for

The Northwest District of the Lutheran Church-Missouri Synod

Submitted

by the Board of Directors
to the Commission on Constitutional Matters (CCM)
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1.0 **PREAMBLE**

The mission of the Northwest District of the Lutheran Church-Missouri Synod grows out of God's merciful mission to a sinful and hurting world. This mission centers in Jesus, the crucified and risen Christ, whose ministry continues among us to bring life and healing to the world today. The Holy Spirit, who creates and sustains the one, holy, catholic and apostolic church of Christ, seeks to guide all that this church does in His name to the glory of God the Father.

Within this fellowship, Christians are called to love each other with the love of Christ and to work together in a trust that is established by His grace. Called by His Spirit into this fellowship, all of God's people are sent back into the world to share the good news of God's redeeming love and grace for all people.

As individual congregations, the body of Christ in our various locales, we recognize that by working together we can assist one another in love and trust to accomplish more effectively this mission and ministry of the whole church. Therefore, we joyfully and freely commit ourselves to the following bylaws and we hold ourselves accountable for the Northwest District of the Lutheran Church-Missouri Synod, a corporate servant structure, whose purpose is to create, challenge, and improve healthy congregations, church workers, and leaders, to expand God's mission and ministry.

Since God's mission and ministry occur primarily through local congregations, the primary emphasis of church structure is to enhance, and not hinder, the local congregation's pursuit of God's mission and ministry.

2.0 **ORGANIZATION and MEMBERSHIP**

2.1 **ORGANIZATION of the DISTRICT**

- 2.1.1 The legal name of this organization is the Northwest District of the Lutheran Church-Missouri Synod. This organization is a corporation that exists under the laws of the State of Oregon and is hereinafter referred to as the District.
- 2.1.2 The District was established by the Lutheran Church-Missouri Synod, which is a corporation now existing under the general Not-For-Profit Corporation Act of the State of Missouri, and which is hereinafter referred to as the Synod.

2.2 **MEMBERSHIP in the DISTRICT**

- 2.2.1 District membership shall consist of those members of the Synod (congregations and professional church workers) who are received, transferred, or assigned into the District.
- 2.2.2 Termination of membership in the Synod terminates membership in the District.

2.3 **CONSTITUTION and BYLAWS**

- 2.3.1 The Constitution of the Synod shall be the Constitution of the District.
- 2.3.2 The Bylaws of the Synod shall be the Bylaws of the District, where they are directly applicable.
- 2.3.3 The District may adopt any additional bylaws and resolutions it deems necessary for its ministry, provided such bylaws and resolutions do not conflict with the Constitution and Bylaws of the Synod.

- 2.3.4 Amendments to the District Bylaws may be made at a District Convention by a majority vote of delegates present at a regular session, provided there is written notice to congregations concerning the proposed amendment(s) at least 30 days in advance of the convention and provided such amendments are not inconsistent with the Constitution and Bylaws of the Synod or the laws of the State of Oregon.

2.4 **GOVERNANCE and STRUCTURE**

- 2.4.1 The District Convention, consisting of the District at large through its delegates, shall be the governing body of the District, subject to the Bylaws and Constitution of the District and Synod.
- 2.4.2 The Board of Directors has the authority to administer the activities of the District while the Convention is not in session, subject to the Bylaws, Constitution, and approved convention resolutions of the District and Synod.
- 2.4.3 The District staff conducts the daily management of the District subject to the Bylaws, Constitution, and convention resolutions of the District and Synod, and policy direction from the Board of Directors.

2.5 **CIRCUITS**

- 2.5.1 The purpose and function of the Circuits are defined in the Synodical Handbook.
- 2.5.2 The Circuit divisions are defined by the Board of Directors, subject to ratification at the next District Convention.
- 2.5.3 Each member congregation of a Circuit is entitled to a notice of and representation at a meeting of its Circuit Forum. Each Circuit Forum shall establish its own organization in accordance with the Synodical Handbook to achieve its objectives and to meet its responsibilities in and to the Circuit, the District and the Synod.
- 2.5.4 Each Circuit shall elect delegates to Synodical Conventions in accordance with the Synodical Handbook. Delegates may need to be elected for an electoral circuit based on circuit size as required by the Synodical Handbook.

2.6 **OFFICIAL CONFERENCES for PROFESSIONAL CHURCH WORKERS**

- 2.6.1 Conferences within the District shall be established by District Convention and conducted for the purpose of inspiration and spiritual and professional growth of professional church workers. Conferences provide a means for ordained and commissioned ministers to relate together on a regular basis.
- 2.6.2 Official records of all District conferences shall be assembled and maintained in the District Office.

3.0 **DISTRICT CONVENTIONS**

3.1 **CONVENTION PROCESS**

- 3.1.1 The members of the District (congregations and professional church workers) shall hold a regular District Convention in the year preceding the general convention of the Synod, to elect District officers, District Board of Directors, designated committee members as defined in these Bylaws, and to conduct other business necessary and appropriate for the District's mission and ministry.
- 3.1.2 Each congregation shall be entitled to one lay delegate and one pastoral delegate to a District Convention.
- 3.1.3 Each voting delegate shall be entitled to one vote per election and must be present to vote.
- 3.1.4 District Convention delegates shall elect:
- District President
 - First Vice-president
 - Regional Vice-presidents
 - District Secretary
 - Circuit Counselors (one from each Circuit)
 - Commissioned Minister Member of the Board of Directors
 - Four (4) Lay Members of the Board of Directors
 - Three (3) members of the District Nominating Committee (one ordained minister, one commissioned minister, and one lay person)
 - One (1) member and one (1) alternate to the Committee for Synodical Convention Nominations (Secretary of the Synod shall determine on a six year cyclical basis whether that member will be a professional church worker or a lay person, and the person will be elected according to the plan prescribed by the Synodical Bylaws and directed by the Secretary of the Synod)
 - Three (3) members of the Board of Regents of Concordia University, Portland (one ordained minister, one commissioned minister, and one lay person)

3.2 **DISTRICT NOMINATING COMMITTEE**

- 3.2.1 The committee consists of two ordained ministers on the roster of Synod, two commissioned ministers, and two lay persons.
- 3.2.2 The committee nominates candidates for District elected positions, except those positions referenced in Section 3.3.1.
- 3.2.3 Committee members shall serve 6-year terms, with 1 ordained minister, 1 commissioned minister, and 1 lay person elected every 3 years.

3.3 **NOMINATIONS for DISTRICT CONVENTIONS**

- 3.3.1 The nominations for District President, First Vice-president, and Circuit Counselors shall be made by following the nominating procedures contained in the Synodical Handbook for the Synodical President, First Vice-president, and Circuit Counselors.
- 3.3.2 Each congregation of the District is entitled to nominate two ordained ministers on the roster of Synod for the offices of District President and First Vice-president. The candidates for each office shall be the five receiving the highest number of nominating ballots and who agree to serve if elected.

- 3.3.3 Regional Vice-presidents shall be nominated and elected from each of the following geographical regions: Oregon, Inland Empire, South Idaho, Puget Sound, and Alaska. One Regional Vice-president will represent each geographical region. Each voting congregation in each geographical region is entitled to nominate one ordained minister from their area for the office of Regional Vice-president. The two candidates with the highest number of nominations, and who agree to serve if elected, shall comprise the slate for the Regional Vice-president(s) from each geographical region.
- 3.3.4 The District Secretary shall mail nominating ballots to each voting congregation no later than 8 months prior to the convention.
- 3.3.5 Each nominating ballot shall be signed by an officer of the congregation, and shall be returned to the District Secretary no later than 6 months prior to the opening date of the District Convention.
- 3.3.6 Additional nominations for elective offices may be made from the floor of the convention by any voting delegate, except for the offices of District President and First Vice-president. In order for a floor nomination to be valid, the sponsoring delegate must have prior nominee consent and submit sufficient copies of a brief biographical sketch of the nominee to the District Secretary at the time of nomination.

3.4 **ELECTIONS**

- 3.4.1 The District President shall appoint an Elections Committee prior to the District Convention, which shall consist of six members as follows: two ordained ministers (including the District Secretary), two commissioned ministers, and two lay persons.
- 3.4.2 The Elections Committee shall make the necessary arrangements for District Convention elections, shall be responsible for the preparation and distribution of ballots, and shall supervise the elections and tabulation of the votes. The committee shall report the official results of each election to the Convention.
- 3.4.3 A majority of all votes cast shall be required for election.
- 3.4.4 The District President, First Vice-President, and Circuit Counselors shall be elected by the convention using the procedures in the Synodical Handbook for the Synodical President, First Vice-president, and Circuit Counselors.
- 3.4.5 After the Regional Vice-Presidents have been elected, another ballot(s) shall be taken to determine their rank.
- 3.4.6 All newly elected officers, Board of Directors, and committee members shall assume their office and duties after they are installed. The outgoing officers, Board of Directors, and committee members shall continue to serve during a reasonable transition time on a special request basis.

3.5 **ORGANIZATION AND CONDUCT**

The District president is responsible for the organization and conduct of District conventions.

3.6 **CONGREGATION ASSESSMENTS**

The Congregations of the District shall include in their budgets an assessment for convention general expenses as approved by the Board of Directors.

4.0 **BOARD OF DIRECTORS** (hereinafter referred to as the BOARD)

4.1 **BOARD POSITIONS**

- 4.1.1 The Board consists of 8 ordained ministers, 1 commissioned minister and 8 lay persons. The 8 ordained ministers are the District President, the First Vice-President, the 5 Regional Vice-presidents, and the District Secretary.
- 4.1.2 The Board chairperson is elected at the first Board meeting following the election of new Board members at each District Convention.
- 4.1.3 The District Treasurer is a Board lay person elected by the Board.
- 4.1.4 The District Secretary serves as the Board Secretary.

4.2 **BOARD ROLES and RESPONSIBILITIES**

- 4.2.1 The Board has all of the powers and duties, which have been accorded by the laws of the State of Oregon, Articles of Incorporation, Synodical Constitution and Bylaws, District Bylaws, and Convention resolutions.
- 4.2.2 The purpose of the Board is to govern the District to assure it achieves appropriate results for members of the District at an appropriate cost. The Board is to rigorously perform its leadership role to continue to improve its capability as a body to define values and vision for the District in service to the Lord.
- 4.2.3 The Board holds the District President accountable for the execution, implementation and reporting of plans, programs, and budgets consistent with the vision, mission, policies and priorities established by and for the District.
- 4.2.4 Nine members of the Board constitute a quorum.
- 4.2.5 A simple majority vote of the participating members of the Board determines a decision of the Board.
- 4.2.6 The Board is authorized to make revisions to these bylaws, subject to ratification at the next District Convention.
- 4.2.7 The Board on behalf of the District shall indemnify all persons who serve at any time as an elected officer of the District, and their respective heirs, administrators, successors, and assigns, against any and all expenses. The indemnification shall include amounts paid as a result of judgments, counsel fees, and settlements. The paid amounts may include amounts paid in connection with the defense or settlement of any claim, action, suit or proceeding in which they are made a party, or which may be asserted against them, by reason of being or having been an elected officer of the District. There will be no indemnification for matters in which any elected or formerly elected officer shall be adjudged in any action, suit, or proceeding to be liable for their own negligence or misconduct in the performance of their duty. This indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, agreement, or vote of the Board.

4.3 **BOARD TERMS OF OFFICE**

4.3.1 Ordained ministers and commissioned ministers shall serve 3-year terms.

4.3.2 Lay persons shall serve 6-year terms.

4.4 **BOARD MEETINGS**

4.4.1 The Board shall meet at least 4 times each calendar year.

4.4.2 Special Board meetings or other functions needing the Board members attendance may be scheduled on an as needed basis by the Board Chairperson or at least 5 other Board members.

4.5 **VACANCY**

4.5.1 The Board shall appoint a successor to hold a vacant position for the unexpired term for any elected District position, except the President.

4.5.2 If the office of District President becomes vacant, then the Board shall fill the vacancy by extending a call to the First Vice-president. If this call is declined, then the Board shall call the remaining Vice-presidents in the order of their ranking. Vice-presidents may serve in a part-time basis until the next Convention.

5.0 **DISTRICT OFFICERS AND DISTRICT PRESIDIUUM**

5.1 **OFFICERS.** The District officers shall consist of the President, First Vice-president, Regional Vice-presidents, the District Secretary, and a Circuit Counselor for each Circuit.

5.2 **PRESIDIUM.** The District Presidium shall consist of the President, First Vice-president, and Regional Vice-presidents.

5.3 **DISTRICT PRESIDENT RESPONSIBILITES**

5.3.1 The President shall be the chief executive officer of the District and a voting member of the Board.

5.3.2 The President shall not serve as the chairperson of the Board.

5.3.3 The President shall perform the duties of a District president under the Constitution and Bylaws of the Synod.

5.3.4 The President shall make appointments of persons to serve as members of ad hoc working groups on an as needed basis.

5.4 **DISTRICT VICE-PRESIDENT RESPONSIBILITES**

5.4.1 When requested each vice-president shall be available for consultation, problem solving, and ministering with the District President concerning District matters, including coordinating and assisting Circuit Counselors.

5.4.2 The Vice-presidents shall be voting members of the Board of Directors.

5.5 **DISTRICT SECRETARY RESPONSIBILITIES**

- 5.5.1 The Secretary shall be an ordained minister on the roster of Synod and can not be a member of the full-time, salaried executive staff of the District.
- 5.5.2 The Secretary shall serve as Corporate Secretary of the District and as Secretary of the Board.

5.6 **CORPORATE OFFICERS**

- 5.6.1 The Corporate officers of the District shall be the President, First Vice-president, Secretary, and District Staff Business Manager.
- 5.6.2 The Corporate officers shall be empowered to sign all legal documents in the name of the District.

5.7 **FISCAL RESPONSIBILITIES**

- 5.7.1 The District President is responsible for the administration of all District funds, including establishing District policies and procedures as necessary for the efficient and effective control and administration of funds.
- 5.7.2 The District President will routinely report financial data to the Board, as requested.
- 5.7.3 The District President will submit all District financial records at least annually to a licensed auditing firm and publish the audit results as deemed necessary.
- 5.7.4 The Board, through the Board Treasurer, is responsible for oversight. The Board will insure the audit is accomplished, the results are evaluated, and the results are satisfactory.
- 5.7.5 Any District member may request a copy of the audit report or review it at the District Office.

6.0 **AD HOC WORKING GROUPS**

- 6.1 Ad hoc working groups may be formed for specific purposes at the direction of the District President and/or the Board of Directors. Working groups will function under the direction of the person or group that appointed them, and may be comprised of members from throughout the District.

- 6.2 The following functions, which are listed in the Synodical Handbook, will be provided by ad hoc working groups, or otherwise be provided by District structure:

- Adjudication
- Church Extension
- Communications
- Congregational Constitutions
- Congregational Services
- Human Care Ministries
- Missions, and
- Stewardship and Financial Support

6.3 Working groups will normally be chartered with a specific purpose or task, and include specific terms of completion.

7.0 **CONFLICT RESOLUTION**

7.1 The District President and/or the Board will be guided by the Synod Handbook, Section VIII, Synodical Dispute Resolution, in its handling of conflicts, disputes, disagreements, and/or offenses.

Section 15 – District Bylaws Adopted June 2000

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