

The Charter  
and  
Articles of  
Incorporation  
and  
Bylaws  
of the  
Florida-Georgia District  
of  
The Lutheran Church - Missouri Synod, Inc.

June 2009

CHARTER AND ARTICLES OF INCORPORATION  
OF THE FLORIDA-GEORGIA DISTRICT  
OF THE LUTHERAN CHURCH - MISSOURI SYNOD

**Article I**

The name of this corporation shall be "The Florida-Georgia District of The Lutheran Church - Missouri Synod, incorporated."

The principal business office of this corporation shall be located in metropolitan Orlando, State of Florida.

**Article II**

The general nature of the object of this corporation is:

1. To unite in a corporate body the congregations in the territory assigned to the Florida-Georgia District.
2. To receive, acquire, hold, manage, and control real and personal property of whatever description and such other property as may hereafter be acquired.
3. To promulgate the Gospel throughout the world, and specifically to establish and maintain missions, educational and charitable institutions.
4. This corporation shall have power and authority in its corporate name 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; and to make and establish laws, rules, and regulations for its management and support as shall be necessary and proper.

**Article III**

The qualifications of members and the manner of their admission are as follows:

All congregations may hold membership in this corporation who will 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 doctrine.

**Article IV**

The term for which this corporation is to exist is perpetual.

**Article V**

The names and residences of the subscribers hereto are as follows:

|                    | Name             | Residence |
|--------------------|------------------|-----------|
| 1. John F. Templin | Lakeland, FL     |           |
| 2. E. J. Bergt     | Tampa, FL        |           |
| 3. F. W. Lorberg   | Jacksonville, FL |           |
| 4. John Senkarik   | Sanford, FL      |           |

- |                      |                  |
|----------------------|------------------|
| 5. W. C. Wesche      | Lakeland, FL     |
| 6. C. E. Kellerman   | Miami, FL        |
| 7. A. Vollrath       | Miami, FL        |
| 8. George Kline      | Orlando, FL      |
| 9. A. H. D. Besalski | Orlando, FL      |
| 10. George Haug      | Jacksonville, FL |
| 11. Paul. G. Kuntz   | Lakeland, FL     |

## **Article VI**

### *Section 1.*

The affairs of the corporation are to be managed by the following officers, to wit:

- a President
- a First Vice-President
- a Second Vice-President
- a Secretary
- a Treasurer

and such other officers as the Bylaws may provide.

### *Section 2.*

The Board of Directors shall consist of the following:

- a. Elected at large: the President, two Vice-Presidents, the Secretary, and three ministers of religion, commissioned, who are members of the Synod.
- b. Elected on a regional basis: four Ministers of Religion, Ordained, who are members of the Synod, and eight lay persons who are resident members of congregations within the corporation.
- c. Elected by the Board of Directors: the Treasurer, who is a resident member of a congregation within the corporation.

### *Section 3.*

The officers and the Board of Directors shall be elected at a regular meeting of the corporation by the delegates constituting the same as provided for in the Bylaws, with the exception that the Treasurer shall be elected by the Board of Directors at its next regular meeting following the election meeting of the corporation. All officers shall hold their respective offices for a term of three years, and shall assume office at the time specified in the Bylaws.

### *Section 4.*

Whenever an officer or director shall cease to be a resident member of a congregation within the corporation, he shall cease forthwith to be an officer or a director of this corporation.

## **Article VII**

The officers who are to manage all the affairs of this corporation until the first election under this Charter are the following: C. F. Kellermann, President; F. W. Lorberg, First Vice-President; W. C. Wesche, Second Vice-President; E. J. Bergt, Secretary; George Kline, Financial Secretary; Paul G. Kuntz, Treasurer.

The members of the Board of Directors of this corporation who shall serve as such until the first election under this Charter are: C. F. Kellermann, Miami, FL; F. W. Lorberg, Jacksonville, FL; W. C. Wesche, Lakeland, FL; E. J. Bergt, Tampa, FL; A. H. D. Besalski, Orlando, FL; John F. Templin, Lakeland, FL; George Haug, Jacksonville, FL; John Senkarik, Sanford, FL; George Kline, Orlando, FL; Paul G. Kuntz, Lakeland, FL.

#### **Article VIII**

The Bylaws of this corporation are to be made, altered, or rescinded by the members of the corporation at any special or regular meeting of this corporation, provided the same are not inconsistent with this Charter, or with the laws of the land, or with the Constitution of The Lutheran Church - Missouri Synod.

#### **Article IX**

The highest amount of indebtedness or liability to which this corporation may at any time subject itself shall be two-thirds of the market value of all corporate assets.

#### **Article X**

The highest amount in value of the real estate which this corporation may hold shall be \$100,000,000.00.

#### **Article XI**

The voting power of this corporation shall be exercised by the accredited clerical and lay delegates of the congregations constituting its membership, each congregation being entitled to one clerical and one lay vote. Parishes in which two or more congregations are united under one pastor shall be restricted to one lay vote and one clerical vote.

#### **Article XII**

##### *Section 1.*

The Board of Directors shall have power to buy, sell, lease, mortgage, hypothecate property, whether movable or immovable, borrow, issue bonds, notes, and pledges of all kinds, 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.

##### *Section 2.*

Vacancies in the Board shall be filled by it at its next regular meeting or at a special meeting held for that purpose.

##### *Section 3.*

A majority of the members of the Board, each of whom must be personally present at the meeting, shall constitute a quorum to transact business.

##### *Section 4.*

All citations or any other legal process shall be served on the President of this corporation, or, in his absence, upon the respective Vice-President, or, in their absence, upon the Secretary.

**Article XIII**

This corporation shall meet triennially in the year prior to the regular convention of The Lutheran Church - Missouri Synod. Special meetings may be called by the President with the consent of the Board of Directors or by a two-thirds majority of the Board of Directors.

**Article XIV**

These Articles of Incorporation may be amended at any regular or special meeting of this corporation, provided such amendment, or amendments, are not inconsistent with Article II or Article III of this charter, or with the laws of the state of Florida, and provided such 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 at least sixty (60) days prior to such meeting. Such amendments become effective within 60 days unless more than one-third of the congregations of the District send written dissent to the Secretary of the District.

BYLAWS TO THE CHARTER OF THE FLORIDA-GEORGIA DISTRICT  
OF THE LUTHERAN CHURCH - MISSOURI SYNOD, INC.

**PREAMBLE**

The Florida-Georgia District, though an independent corporation under the laws of Florida, adopts and holds as its own the Constitution of its parent body, viz: The Lutheran Church - Missouri Synod. It shall do all in its power to promote the Synod's aims and purposes, and shall be subject to all general synodical rules and regulations. For the more efficient execution of its own local affairs, the District adopts the following rules and regulations as Bylaws to its legal Charter:

**VISION STATEMENT**

The Mission of the Florida-Georgia District of the Lutheran Church - Missouri Synod grows out of God's merciful mission to a sinful and hurting world. This mission centers on 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 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 to the Florida-Georgia District of the Lutheran Church - Missouri Synod, a corporate servant structure, whose purpose is to serve, assist, and encourage congregations, church workers, and leaders, expanding God's mission and ministry.

Since God's mission and ministry occur through local congregations, the Vision of the Florida-Georgia District shall be:

- Every congregation a church in mission
- Every man and woman a missionary, all working together under the Lordship of Jesus Christ, empowered by His Gospel, to share His Love.

**D1.04 VOTING DELEGATES**

Pastors and lay delegates of congregations holding voting membership, as specified in Article XI of the Charter, shall be voting delegates. The lay delegates shall be synodical representatives to their respective congregations between conventions.

### **D1.06 ADVISORY MEMBERS**

The following ministers of religion, ordained or commissioned, who hold membership in the Synod through the District shall be regarded as advisory members with full freedom of speech in District conventions:

- a. Pastors whose congregations do not hold membership in the Synod;
- b. Assistant pastors;
- c. Ministers of religion, ordained, not in charge of congregations;
- d. Ministers of religion, commissioned, called to serve in our Lutheran schools;
- e. Ministers of religion, commissioned, called to serve in full-time church work;
- f. Candidates for the ministry of religion, either ordained or commissioned, who are awaiting a call;
- g. Former ministers of religion, either ordained or commissioned, who are not regularly engaged in a secular calling or who are not otherwise disqualified for service in the church.

### **D1.07 DUTIES OF ADVISORY MEMBERS**

Advisory members, though not entitled to vote or hold office except as hereafter specified, shall be eligible to serve on advisory councils and task forces or in other capacities, as directed by the District. Ministers of religion, commissioned, holding membership in voting congregations who are on the roster of the Synod shall be eligible for membership on the Board of Directors.

### **D1.08 NON-VOTING CONGREGATIONS**

Non-voting congregations are encouraged to send representatives to the District convention and to become members of the Synod. Such representatives may be given the privilege of the floor at the discretion of the presiding officers, but may not vote or serve on any committee.

### **D1.53 DELEGATES TO SYNODICAL CONVENTIONS**

- a. Each electoral circuit of member congregations shall elect one pastoral and one lay delegate.
- b. Each electoral circuit of advisory members shall elect one delegate.

### **D2.01 ELECTIVE OFFICERS**

The elective officers of the District shall be:

- a. The President - minister of religion, ordained, a member of a voting congregation of the Lutheran Church - Missouri Synod;
- b. Two Vice-presidents – ministers of religion, ordained, and members of voting congregations;
- c. One Counselor for each Circuit - pastor of a voting congregation, or a retired minister of religion, ordained, who is a member of a voting congregation;
- d. A Secretary - minister of religion, ordained, a member of a voting congregation;
- e. A Treasurer - lay member of a voting congregation (elected by the Board of Directors).

### **D2.03 ELECTIVE BOARD AND COMMITTEE OF THE DISTRICT**

- a. The elective Board of the District shall be the Board of Directors composed of:

1. The President;
  2. The Vice-Presidents;
  3. The Secretary;
  4. The Treasurer, a resident member of a congregation within the District;
  5. Three ministers of religion, commissioned, who are members of the Synod;
  6. Four ministers of religion, ordained, who are members of Synod, elected on a regional basis;
  7. Eight lay persons, resident members of congregations with the District, elected on a regional basis.
- b. The elective committee of the District shall be a Committee for Nominations, composed of two ministers of religion, ordained, four lay persons, and two ministers of religion, commissioned.
1. Each region of the District shall be represented on the Committee.
  2. The term of office shall be three years.
  3. Committee members shall not succeed themselves.
  4. In the event that a member of the Committee for nominations is unable to serve, the District Board of Directors shall appoint a replacement from the same region and the same classification.

#### **D2.05 APPOINTIVE OFFICIALS AND COMMITTEE**

The President may appoint the following officials and committees:

- a. A Committee on Registration, Credentials, and Attendance, composed of:
  1. One minister of religion, ordained, pastor of a voting congregation;
  2. One lay person of a voting congregation;
  3. One minister of religion, commissioned, member of a voting congregation.
- b. A Committee on Housing, composed of:
  1. One minister of religion, ordained, pastor of a voting congregation.
  2. One lay person of a voting congregation;
  3. One minister of religion, commissioned, member of a voting congregation.
- c. A Judge of Elections, who is to be the pastor of a voting congregation, for whom the District shall furnish adequate clerical assistance.
- d. A Committee on Conference Essays and Minutes, composed of:
  1. One minister of religion, ordained, who is a pastor of a voting congregation;
  2. One lay person of a voting congregation;
  3. One minister of religion, commissioned, member of a voting congregation.
- e. Convention Reviewing Committees and Floor Committees for the study of overtures, as determined to be necessary by the President.
- f. A District Archivist.

#### **D2.06 TERM OF OFFICE**

The term of office for all officers and the Board of Directors shall be three years. All officers and the Board of Directors shall begin their term of office at the time specified in these Bylaws. No individual shall serve more than three consecutive terms in any one elective office, except

that the President and the District Treasurer shall be eligible for four consecutive terms of office. Any person elected hereunder shall serve until his replacement has been elected.

#### **D2.07 TRANSITION OF ADMINISTRATIONS**

a. The President, Vice-President, Secretary, and all members of the Board of Directors (except the Treasurer shall assume office on the last Sunday of the month following their election. The Treasurer shall be elected at the first meeting of the Board of Directors following its assuming office and shall take office immediately following the election.

b. Before his successor assumes office, the outgoing President shall use the intervening time to transfer the affairs of his administration and assist the newly elected President as requested to become acquainted with the responsibilities of the office.

c. The existing Board of Directors shall continue to function until the newly elected and re-elected members take office. They shall continue to carry out programs initiated prior to the electing convention of the District.

d. No appointments shall be made and no new programs shall be initiated by the outgoing President or the Board of Directors during the interim between the convention and the time the newly elected President and the Board of Directors take office. Emergency action that demands immediate attention shall be taken in consultation with the newly elected President. In advising congregations in the calling of a pastor, the outgoing President shall seek the concurrence of the newly elected President.

e. In the interim, the newly elected President shall meet with the members of the District Staff and the new Board, to assess the state of the District, to plan for the communication and carrying out of the resolutions of the District convention, and to gather names and obtain information helpful for making wise appointments.

The newly elected members of the Board of Directors shall attend

f. whatever meetings are held in the interim, without vote, to become acquainted with their new responsibilities and board functions.

g. If the President does not stand for re-election for any reason or because he either fails of nomination or election, before reaching retirement age, he shall continue to receive a full salary to the end of the calendar year, unless he accepts another position. In the event he tenders his resignation prior to the completion of the term of office to which he has been elected, he shall be continued at full salary for a minimum of three months, unless he declines such remuneration or has accepted another position. Any extension of support beyond three months' time shall be determined by the Board of Directors.

#### **D2.08 DUTIES OF OFFICERS**

The duties of all officers, the Board, committees, or commissions, elected or appointed, as well as duties of all employees of the District, shall be those outlined in the District Handbook, or established by regulations adopted by the District or Synod.

#### **D2.13 ACCOUNTABILITY**

The Board of Directors, all officers, and the elected Committee for Nominations shall be accountable to the District for all their transactions.

## **D2.16 VACANCIES**

All vacancies shall be filled according to synodical regulations. In case of a vacancy in the offices of Secretary or Treasurer, the vacancy shall be filled by the Board of Directors with the approval of the District President, as set forth in regulations pertaining to the respective office.

## **THE DISTRICT PRESIDENT**

### **D2.29 RESPONSIBILITIES**

- a. The District President, in accordance with the Constitution and Bylaws of the Synod, shall supervise the doctrine, the life, and the official administration of the pastors, teachers, and congregations of the District. As often as possible, he shall attend the conferences of pastors and teachers held in the District, advise the congregations of the District as to the calling of pastors and teachers, give counsel when requested, and reply to inquiries. He may call on the Vice-Presidents and Counselors to assist him.
- b. The President may arrange for an official visit, or an investigation, even without formal request when any controversy arises in a congregation or between two or more congregations in the District. He shall ask for a report on the case by the contesting parties in order that, by such a report, he may be enabled to have a clearer conception of the real situation. If he authorizes someone to represent him in such matters, his representative shall be accorded the same right.
- c. The District President shall be a full-time executive. He shall not be in charge of a congregation or hold a chair at any educational institution. He shall be the chief executive officer of the District and have supervision of all officers and employees of the District. He shall make regular reports to the District Board of Directors regarding the Critical Ministry Targets and Desired Outcomes of the Board of Directors. He shall be held responsible for carrying out the resolutions of the District.
- d. At the sessions of the District, the President shall conduct the meetings according to the accepted parliamentary rules and in accordance with the Constitution and Bylaws of the Synod and of the District.
- e. He shall be an ex officio member of all committees, and task forces of the District.
- f. The President shall be responsible for the drawing up and the distribution of the convention manual prior to a District convention.
- g. The President shall sign all legal documents and instruments and shall perform all additional duties which the District places on him through its Bylaws, regulations, and by special resolution.

### **D2.33 VACANCY IN THE OFFICE OF THE PRESIDENT**

- a. When a vacancy occurs in the office of the President and is officially declared so by the Board of Directors, the First Vice-President shall be requested by the Board of Directors to assume the office; and if he consents, he shall be declared President by the Board of Directors.

- b. If the First Vice-President declines, the Second Vice-President shall be requested by the Board of Directors to assume the office; and if he consents, he shall be declared President by the Board of Directors.
- c. If the Second Vice-President also declines, the Secretary shall be requested by the Board of Directors to assume the office; and if consents, he shall be declared President by the Board of Directors.
- d. If the Secretary also declines, the Board of Directors shall appoint an acting President. If less than one year remains in the term of the President, the acting President shall remain in office until the next regular convention of the District. If more than a year remains, the Board of Directors shall call for nominations by the congregations of the District for candidates to fill the office of President and shall be empowered to elect a President from those five candidates who have received the largest number of nominations and who have indicated a willingness to serve.

#### **D2.34 PERTAINING TO THE VICE-PRESIDENTS**

- a. The Vice-Presidents shall be voting members of the Board of Directors.
  - b. Vacancy in the Vice-Presidency
    1. A vacancy in the First Vice-Presidency shall be filled by advancing the Second Vice-President.
    2. A vacancy in the Second Vice-Presidency shall be filled by the Board of Directors which shall give proper consideration to the ballots cast in the preceding election.
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### **THE DISTRICT SECRETARY**

#### **D2.40 THE OFFICE OF SECRETARY**

- a. The Secretary shall be a Minister of Religion, Ordained, and a member of a voting congregation.

#### **D2.42 DUTIES OF THE SECRETARY**

- a. The Secretary shall perform the duties appertaining to that office.
- b. He shall keep a full and complete record of the business transacted by the corporation at all regular and special conventions and the meetings of the Board of Directors.
- c. He shall be the official correspondent of the corporation and the Board of Directors.
- d. He shall keep a roster of all member congregations of the District.
- e. He shall submit to the members of the Board of Directors copies of the minutes of the Board.
- f. He shall send a report to all officers of the District and to all committees, and task forces of the District of the resolutions pertinent to them, or their work, enacted by the District at its convention or by its Board of Directors.
- g. He shall be responsible for carrying out the nomination procedures outlined in D2.127, D2.133, and D2.136 b., and according to the appropriate Synodical Bylaws (Synodical handbook [1983 edition], 4.11.) In addition he shall solicit suggestions for nominees for the offices indicated in D2.143 a. and shall then communicate these recommendations to the Committee for Nominations.

- h. He shall publish the proceedings of the conventions of the District. He shall prepare the manuscripts, recording all resolutions in the wording in which they have been adopted, and publish the proceedings after the President of the District has approved.
- i. He shall, upon the close of the District convention, present a copy of all corrections, additions, or deletions to or of the District Bylaws to the Board of Directors.

#### **D2.44 DUTIES OF THE ASSISTANT SECRETARY**

- a. An Assistant Secretary shall be a member of the Board of Directors, with the approval of the District President.
- b. The responsibility of the Assistant Secretary shall be limited to the signing of official documents as authorized by the Board of Directors.
- c. Copies of such documents are to be shared with the District Secretary.

#### **D2.47 THE DISTRICT TREASURER**

The District Treasurer, elected by the Board of Directors (four term limit), shall be responsible, either directly or through staff assistance to the Board of Directors for the following:

- a. Write the District budget, realistically estimating income and expenditures;
- b. To report monthly to the Board on the financial status of the District and provide an annual report to the District at the close of each fiscal year;
- c. To receive, record, and deposit all District moneys properly, in banks approved by the Board of Directors;
- d. To make his books available for audits authorized by the Board;
- e. To disburse funds as authorized and in accordance with the District budget;
- f. To provide for the safe-keeping of all notes, deeds, and other official documents of the District;
- g. To ensure that all District officers and District staff (professional and clerical) handling District moneys are properly and adequately bonded;
- h. To arrange for the borrowing of moneys in the name of the District as authorized by the Board of Directors.

### **THE BOARD OF DIRECTORS**

#### **D2.71 MEMBERSHIP**

- a. The Board of Directors shall consist of twenty (20) persons as follows: the District President; the two Vice-Presidents; the District Secretary; the District Treasurer; four ministers of religion, ordained, who are members of the Synod; eight lay persons who are resident members of congregations within the District; and three ministers of religion, commissioned, who are members of the Synod. The Executive Directors shall be advisory members of the Board.
- b. Every member of the Board shall be a member of a voting congregation of the District. When a member of the Board ceases to be a member of a voting congregation of the District, he shall automatically lose his membership on the Board. Those members of the Board of Directors who are elected representatives for regions of the District shall cease to be members of the Board if they are no longer a member of a congregation located in the region which they represent.

c. Members of the Board failing to attend two consecutive meetings without valid excuse shall be regarded as having forfeited their membership and such vacancy shall be filled in accordance with D2.73 Bylaws.

d. The Board shall elect its own chairman.

#### **D2.73 VACANCIES**

The Board shall have power to fill all vacancies in its membership. The member thus appointed shall serve out the unexpired term of the person he succeeds.

#### **D2.74 OFFICERS**

At the first meeting of the triennium, the Board of Directors shall elect one of its members to serve as Chairman. The Secretary of the District shall function as the Secretary of the Board.

#### **D2.75 AUTHORITY**

The Board of Directors, charged with the general management of the District's affairs, shall assume office at the time specified in Bylaw D2.07.

#### **D2.76 ORGANIZATION**

Between conventions, the Board of Directors shall formulate policy and evaluate the programs designed to carry out the District's work in accordance with the rules and regulations of the District.

The Executive Directors of the Divisions for Congregational Services, School Ministries, Mission Outreach, and Administration, Finance, and Stewardship shall be advisory to the Board and shall implement the programs and policies determined by the District in convention and by the Board.

#### **D2.77 MEETINGS**

The Board shall meet four times a year, and whenever the President or at least one third of the members deem it necessary.

The majority of the voting membership of the Board shall constitute a quorum provided that all members have been duly notified by mail or telephone as to time and place of meeting at least one week in advance.

#### **D2.78 AUTHORITY BETWEEN MEETINGS**

Executive Committee

At its first meeting the newly elected Board shall elect from among its members an Executive Committee consisting of the President, the Treasurer, and three additional members, at least one of whom must be a minister of religion, ordained, and one a member of the laity. Also, the chairman of the Board shall be one of the five members of the Executive Committee. The Committee shall have the authority to act for the Board between meetings.

## **D2.79 DUTIES**

The duties of the Board of Directors shall be:

- a. To elect the Treasurer;
- b. To call or appoint the Executive Directors of the District, and determine their length of service;
- c. To annually review the system for determining the compensation of all personnel salaried by the District;
- d. To hold in trust the properties of the District, with power to buy, sell, or hold properties of all types, in accord with the rules and regulations of the District;
- e. To report to the District, through its President, at each convention of the District;  
To adopt the annual budget, with powers of review and change as
- f. necessary, upon the advice of the District Treasurer;
- g. To determine the validity of any appeal for funds within the District by organizations or groups inside or outside the District, but without restraining the Synod in any way;
- h. To authorize the Treasurer to borrow money necessary for the orderly operation of the District;
- i. Indemnification of the Board of Directors. The District shall indemnify members of the Board of Directors in accordance with the policies set forth in the Board Policy Manual.
- j. To conform its actions to all rules and regulations of the Synod and the District. Appeals may be made from the actions of the Board to the District convention, and the action of the convention on such appeals shall be final.
- k. To approve legal aspects of the corporation in compliance with all applicable laws.
- l. To approve congregational Constitutions and Bylaws as recommended by the Constitution Committee of the District as appointed by the President.
- m. To appoint legal counsel.
- n. To conduct an annual evaluation of the Chief Executive.

## **D2.80 EXPENSES**

All expenses incurred by the Board in carrying out its duties shall be paid by the District.

## **D2.93 AUDITOR**

All books and financial records of the District shall be audited at least annually by a Certified Public Accountant or by CPA's of the Synod's Internal Audit Department as determined by the Board of Directors. A full report of such audit shall be submitted to the Board, with a summary report made available to the District convention.

## **D2.112 THE DISTRICT ARCHIVES AND ARCHIVIST**

The District shall:

- a. Gather and preserve all historical matter of the District;
- b. Maintain a depository for these archives in a convenient place;
- c. Appropriate money in the annual budget for the expenses of such an archive and archivist;
- d. Keep pictures and biographies of all pastors and teachers who have served or are serving in the District;

- e. File the minutes of District conventions, pastors' and teachers' conferences, auxiliary organizations or conventions, and records of the District officers, boards and committees, when they are no longer needed.
- f. Index and file all material and shall at the end of each calendar year send a list of all material in or added to the archives to the Concordia Historical Institute;
- g. Appoint one person in each Circuit of the District to assist him in gathering material;
- h. Report annually to the Board of Directors and briefly to the District convention.

## **SELECTIONS OF OFFICERS AND BOARD**

### **D2.121 JUDGE OF ELECTIONS**

- a. The President of the District shall appoint a Judge of Elections prior to the first session of the convention in which elections are to be held. The District shall supply adequate clerical assistance and the necessary equipment to prepare and tabulate ballots.
- b. Each ballot shall be headed "Official Ballot" plus the year in which the election is held.
- c. The ballots shall designate the office to be filled and the number of candidates to be voted for. The first ballot shall list in alphabetical order the names of the candidates to be voted for in each office or board, with the exception of the Circuit Counselors. On the second and subsequent ballots, the candidate having the largest number of votes shall be placed in first position, and so on.
- d. The ballot shall be prepared in such manner as to show clearly how the delegates are to indicate their votes.
- e. Ballots shall be distributed only to delegates properly identified and present on the convention floor or properly present in convention committee rooms.
- f. After the ballots have been distributed, no recess or adjournment shall be taken until the respective ballots have been collected.
- g. For the tabulation of votes: mechanical, electronic, or other
- h. equipment may be employed, but if manual counting of ballots becomes necessary the tabulation shall take place in the customary manner by at least one reader and one tabulator.
- i. Before announcing the names of the candidates elected, the Judge of Elections shall give copies of the tabulated votes to the Chairman and the Secretary of the convention. The tally of the votes cast for each candidate shall be announced after each ballot in all elections.
- j. In reporting the number of votes cast and the number of votes required for election, all ballots cast, except blanks, should be counted. A vote shall be credited to the name of the respective candidate if the meaning is clear and the intention of the voter can be established.
- k. All ballots, void or valid, shall be preserved by the Judge of Elections separately, according to the order of balloting, until the convention has been adjourned.
- l. At least two hours prior to the distribution of each ballot, when necessary, the Judge of Elections shall distribute the information concerning the candidates which has been furnished him by the Committee on Nominations.  
Since it is not feasible for all candidates to be present at the convention, it shall be the policy not to introduce to the convention, in person, any
- m. candidate.

## **D2.125 MAJORITY OF VOTES**

A majority of all votes cast shall be required for election to all elective offices and other elective positions. 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 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.

## **D2.127 ELECTION OF THE DISTRICT PRESIDENT**

### **a. Nominations**

1. Nominations for District President shall be made by member congregations through the District Secretary and shall close 90 days prior to the beginning of the convention. The District Secretary shall call for nominations at least 180 days prior to the convention. Each congregation shall have the right to nominate two candidates for the office of the presidency.
2. The five ministers of religion, ordained, receiving the highest number of nominations shall be considered candidates.
3. Biographical sketches and indications of the candidates' willingness to serve shall be secured by the District Secretary.

### **b. Elections**

1. Each voting delegate shall have one vote and the candidate receiving the majority of the votes cast shall be declared elected.
2. If no candidate receives a majority of the votes cast, see D2.125.

## **D2.133 PRIMARY ELECTION FOR VICE-PRESIDENT**

### **a. Nominations**

1. Nominations for Vice-Presidents shall be made by member congregations through the District Secretary and shall close 90 days prior to the beginning of the convention. The District Secretary shall call for nominations at least 180 days prior to the convention. Each congregation shall have the right to nominate two candidates for the office of the vice-presidency.
2. The three pastors from the State of Florida receiving the highest number of nominations and the three pastors from the State of Georgia receiving the highest number of nominations shall be considered candidates.
3. Biographical sketches and indications of the candidates' willingness to serve shall be secured by the District Secretary.

### **b. Elections**

1. Each voting delegate shall be entitled to cast a ballot for two candidates, and the first candidate from either state to receive a majority of the number of delegates voting shall be declared elected; or if two candidates receive a majority, the nominee with the higher number of votes shall be declared elected.
2. When a candidate from one state has received a majority, all the nominees from the other state shall be the slate of candidates for election as the other Vice President. In this election each voting delegate is entitled to cast the vote, and a candidate who receives a majority of the votes cast shall be declared elected.

### **D2.134 ELECTION AND RANKING OF VICE-PRESIDENTS**

After the election of the Vice-Presidents, they shall be ranked (1st, 2nd) by a separate ballot on which each delegate shall indicate his choice for First Vice-President until one candidate has a majority.

### **D2.135 REGIONS OF THE DISTRICT**

a. For the purpose of electing representatives to the Board of Directors, the District shall be divided into four Regions. These Regions shall consist of:

1. Region I - North Atlanta, South Atlanta, East Central Georgia, NE Georgia, Tallahassee, First Coast, and North Central Florida Circuits
2. Region II - Orlando East, Orlando West, Space Coast, Heartland, and Winter haven Circuits
3. Region III - Suncoast, St. Petersburg, Tampa, Sarasota, and Southwest Circuits
4. Region IV - Treasure Coast, South Palm Beach, Gold Coast, and Monroe-Miami-Dade Circuits

b. Additional Circuits which may be formed shall be assigned to a Region by the convention.

### **D2.136 ELECTION OF REGIONAL REPRESENTATIVES ON THE BOARD OF DIRECTORS**

At the District convention each Region shall meet to elect the appropriate and necessary representatives:

- a. Any congregation within a Region may nominate individuals to be Regional Representatives to the District Board of Directors.
- b. Nominations shall be sent to the District Secretary, and shall contain biographical information and church work experiences, as well as an indication of the individual's willingness to serve if elected.
- c. The deadline for nominations is ninety (90) days prior to the beginning of the convention.
- d. At the District convention each Region shall meet to elect Regional Representatives
  1. There shall be no additional nominations from the floor;
  2. Two lay persons and one minister of religion, ordained, from each Region shall be elected;
  3. All regional elections shall be subject to ratification by the entire convention.

### **D2.143 DUTIES OF COMMITTEE FOR NOMINATIONS**

a. At least 180 days before an election convention the Committee for Nominations shall, through the District Secretary, request the voting congregations of the District to submit suggestions for nominees for the following offices: District Secretary; Members of the Board of Directors who are Ministers of Religion, commissioned; the District Committee for nominations; and/or others not covered by specific rules and regulations.

b. A special form for information concerning the nominees shall be included. (See Suggested Information Sheet, D2.144.)

c. The nominations shall be sent to the Secretary of the District, who shall forward them on to the Committee for Nominations. As nominations are received, the chairman of the committee shall notify all nominees with the request that they state their willingness to serve in the event of their election. The Committee for Nominations shall do the actual selecting of the nominees from those who have indicated their willingness to serve. A declaration of a willingness to serve does not guarantee nominating.

d. Forms on which nominations are to be made shall be available also at the convention, to be signed by persons making such nominations. Nominations shall be called for at the beginning of the morning session of the first day of the convention, and that completed forms be submitted no later than 10:00 A.M. of the same day. Elections may take place in the afternoon session of that day or at the direction of the chair.

e. When nominations are made from the floor, the Committee for Nominations shall require that consent and biographical data be provided for anyone being nominated by the delegate offering the nominations.

f. The Committee for Nominations shall furnish information concerning nominees and candidates for which they are responsible. This information shall be distributed according to the provisions of D2.121 k.

#### **D2.144 SUGGESTED INFORMATION SHEET**

In the nominating of ministers of religion, ordained or commissioned, and lay persons for a District office, information concerning them shall be made available at the elections of the District convention. The following information should be included in the information furnished:

a. General information (ministers of religion, ordained or commissioned; lay persons)

1. Name and address

2. Age

3. Present congregation

4. Number of years in the District

5. Present incumbent

6. District offices previously held

7. Office to which nominated

b. Additional information (minister of religion, ordained)

1. Former pastorates

2. Year of ordination

c. Additional information (lay person)

1. Congregational offices held

2. Formal education

3. Business Occupation (past, present)

4. Employed/Retired

5. Former congregations and offices held there

d. Additional information (minister of religion, commissioned)

1. Years in office

2. Former services rendered

#### **DISTRICT CONVENTIONS**

##### **D3.04 TIME OF ELECTION**

The election of District officers, Board members, Committee and Commission members shall take place at a regular convention of the District.

### **D3.09 RIGHT OF SUFFRAGE**

The pastor and accredited lay delegate of each voting congregation in the District shall be entitled to vote. If a pastor serves two or more congregations, these shall be regarded as one parish and shall be entitled to only one lay vote.

## **DISTRICT OFFICERS**

### **D3.31 ELIGIBILITY**

All officers, Board members, Commission members and members of Committees shall be members of voting congregations and shall have been active in the District for at least one year. The one year limitation shall not apply to the office of Circuit Counselor.

### **D3.61 THE ELECTION OF CIRCUIT COUNSELORS**

The election of the Circuit Counselors shall take place after the election of the President and Vice-Presidents, and Secretary according to the provisions of the Synodical Bylaws.

## **DISTRICT MISSIONS**

### **D8.26 ESTABLISHMENT OF MISSIONS**

It is the purpose of the District to assist and encourage the congregations of the District in carrying out a sustained and aggressive program of mission outreach. To that end, the Board of Directors shall see that such resources are provided to the congregations of the District as they are available and deemed appropriate.

### **D9.15 CHURCH EXTENSION FUND PROGRAM**

- a. All Church Extension Fund activity shall be handled through the District's membership in the Lutheran Church Extension Fund – Missouri Synod.
- b. Church Extension Fund activity shall be governed by the policies and procedures of the Lutheran Church Extension Fund – Missouri Synod.
- c. The Board of Directors shall elect a person holding membership in a congregation of the District to serve as a Vice-President – LCEF with responsibility for promotion and administration of Church Extension Fund activities in the District.
- d. The Board of Directors or its Assigns shall review and allocate District LCEF Loan Funds for all requests for Church Extension Fund Loans from eligible borrowers in the District.
- e. The Board of Directors or its Assigns in consultation with the Division for Outreach or its Assigns shall review and endorse all purchases of advance sites for future ministers.

### **D16.01 AMENDMENTS TO BYLAWS**

Changes in the Bylaws and additions thereto may be made, provided they are:

- a. Not contrary to the Charter of the District, or the Constitution of the Synod;
- b. Presented in writing to the Board of Directors,
- c. Separately considered and acted upon;
- d. Passed by a majority of the voting delegates in convention assembled.

Bylaws revised on the basis of the actions of the 2006 Convention of The Florida-Georgia District, The Lutheran Church – Missouri Synod.