

THE 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 (hereinafter referred to as "District")

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

Article II

The mission of this District is:

- a. To proclaim the Gospel throughout the District, and specifically to establish and maintain missions, educational, and charitable work within the District.
- b. To unite in a corporate body the congregations holding membership in The Lutheran Church—Missouri Synod (also referred to herein as "Synod"), by and through The Florida-Georgia District of The Lutheran Church--Missouri Synod and to support the Synod's work of Gospel proclamation throughout the world.
- c. Receive, acquire, hold, manage, and control real and personal property of whatever description and such other property as may hereafter be acquired.
- d. This corporation shall have power and authority in its corporate name to contract, sue; 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

Membership in this District is held and may be acquired by congregations, ministers of religion—ordained, and ministers of religion—commissioned, as defined by the Constitution and Bylaws of The Lutheran Church—Missouri Synod, who confess and accept the confessional basis of Article II of the Constitution of The Lutheran Church—Missouri Synod, and who have been received into the District at the time of joining the Synod, who have been transferred from another District, or who have been assigned to the District by the Synod.

Article IV

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

Article V

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 Third Vice-President
- A Fourth vice-President
- A Fifth Vice-President
- A Secretary
- A Treasurer

And such other officers as the Bylaws may provide.

Section 2

All officers and members of the Board of Directors shall be members of a member congregation of the District and when appropriate residents of appropriate regions during the course of their tenure. The Board of Directors shall consist of the following:

- a. Elected at large from the roster of the District:
 - (i) the President;
 - (ii) the Secretary; and
 - (III) three (3) ministers of religion, commissioned, who are members of the Synod. District
- b. Selected on a regional basis and elected by ratification by the District Convention:
 - (i) five (5) Vice-Presidents who are ministers of religion-ordained .
 - (ii) Ten (10) lay persons who shall serve as representatives of the region they represent within the District.
- c. Appointed by the Board of Directors, a Treasurer who shall be a layperson with knowledge and experience in matters relating to corporate finance.

Section 3

The officers and the Board of Directors shall be elected at a regular meeting of the District by the delegates constituting the same as provided for in the bylaws, with the exception that the Treasurer shall be appointed by the Board of Directors at its next regular meeting following the election meeting of the District. All officers shall hold their respective offices for a term of three (3) years, and shall assume office at the time specified in the bylaws.

Section 4

Whenever an officer or director shall cease to be a member of a member congregation of the District, or shall cease to reside within the region he or she represents, he or she shall forthwith cease to be an officer or a director of this corporation.

Article VI

The Bylaws of this Corporation are to be made, altered, or rescinded by the members of the District in its District Convention, provided the same have been reviewed and approved by the Synod's Commission on Constitutional Matters, have been found to be consistent with the then existing Constitution, Bylaws, and resolutions of The Lutheran Church—Missouri Synod, and are not inconsistent with this Charter, or with the laws of the land .

Article VII

The voting power of this corporation shall be exercised by the accredited pastoral and lay delegates of the congregations constituting its membership, each congregation being entitled to one (1) pastoral and one (1) lay vote. Parishes in which two (2) or more congregations are served by the same pastor shall be restricted to one (1) lay vote and one (1) pastoral vote.

Article VIII

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 District, and shall do all things necessary to promote the objects and purposes of this Corporation as set forth in Article II.

Section 2

Replacements for vacancies on the Board of Directors shall be filled by Board appointment 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 in attendance at the meeting, shall constitute a quorum to transact business.

Section 4

All citations or any other legal process shall be served on the Registered Agent of this corporation, or, in his/her/its absence, upon the President of the District .

Article IX

This Corporation shall meet triennially in the year prior to the regular convention of The Lutheran Church—Missouri Synod. In cases of urgent necessity, the District President is empowered to convene special sessions of the District. In that event; he must 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 X

All provisions of these Articles and Bylaws adopted thereto are subject to the provisions of the Constitution, the Bylaws, and the resolutions of The Lutheran Church – Missouri Synod in convention and to the laws of Florida and Georgia when applicable.

Article XI

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, or with the then existing Constitution, Bylaws and resolutions of the Synod, 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 previously to the Commission on Constitutional Matters of The Lutheran Church—Missouri Synod for their review and approval, and to all congregations constituting the membership of the District at least sixty (60) days prior to such meeting. Such amendments become effective within sixty (60) days unless more than one-third of the congregations of the District send written dissent to the Secretary of the District. Should this occur, the matter is referred to the Board of Directors to determine that the provisions of this article (Article X) have been met and if so, the amendment will become effective no later than 120 days from its passage at the convention.

Article XII

In the event this corporation is dissolved or its existence otherwise terminates or is terminated, after the payment of the debts of the corporation, all right, title, and interest in and to its property, whether tangible or intangible and whether real or personal, shall thereupon automatically vest in or be transferred to The Lutheran Church—Missouri Synod, a Missouri Corporation, or its successor, and this corporation covenants and agrees to execute and deliver to the Synod such documents and instruments and to take such other and further actions as the Synod may deem reasonably necessary or desirable, in order to evidence and give full effect to the foregoing.

If, however, on the date of such proposed dissolution, The Lutheran Church—Missouri Synod, a Missouri Corporation, or its successor, is no longer in existence, the assets of the Corporation may distributed to any other Section 501(C)(3) organization as designated by the Board of Directors.

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

PREAMBLE

The Florida-Georgia District of the Lutheran Church—Missouri Synod, though an independent corporation under the laws of Florida, adopts and holds as its own the Constitution of 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 applicable general rules and regulations of the Synod. 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, and it is our desire that every congregation be a church in mission; and every man and woman a missionary, all working together under the Lordship of Jesus Christ, empowered by His Gospel, to share his Love. Therefore the Vision of the Florida-Georgia District is: Every member. . . Equipped, Empowered, Engaged. . .Connecting People to Jesus!

D1.01 VOTING DELEGATES

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

D1.02 ADVISORY DELEGATES

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 and may be called up to serve in an elected or appointed capacity by the District:

- a. Ministers of religion - ordained whose congregations do not hold membership in the Synod (i.e mission congregations);
- b. Ministers of religion-ordained, not in charge of congregations (i.e. retired pastors, Specific Ministry Pastors);
- c. Ministers of religion-commissioned Ministers of religion – ordained who are on the roster of the District but are not voting delegates of congregations.
- d. Candidates for the ministry of religion, either ordained or commissioned.

D1.04 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 serve as advisory delegates if applicable or may be given the privilege of the floor at the discretion of the presiding officers. Lay representatives of non-voting congregations may not vote or serve on any committee.

D1.05 DELEGATES TO SYNODICAL CONVENTIONS

- a. Each electoral circuit of member congregations shall elect one (1) pastoral and one (1) lay delegate.
- b. One advisory delegate shall be elected for every 60 advisory ordained and specific ministry pastors, and one (1) advisory delegate shall be elected for every 60 commissioned ministers. (Synod Bylaw 3.1.3.1) Those individuals who are eligible to serve as advisory representatives under Synod Bylaw 3.1.4, are not to be included in these calculations for elections. (Synod Bylaw 3.1.3.1.c)

D2.01 OFFICERS

The officers of the District shall be:

- a. The President ;
- b. Five (5) Regional Vice-Presidents ;
- c. A Secretary;
- d. A Treasurer;
- e. One Circuit Visitor per visitation Circuit of the District.

D2.02 BOARD OF DIRECTORS

- a. The Board of Directors of the District shall be composed of:
 1. The Officers of the District with the exception of the Circuit Visitors
 2. Three (3) ministers of religion-commissioned ;
 3. Ten (10) laypersons, two (2) laypersons per region of the District.

D2.03 APPOINTIVE OFFICIALS AND COMMITTEES

The president may appoint the following officials and committees:

- a. LCEF Committee. The members of the LCEF Committee shall be approved by the

Board of Directors of the District upon the recommendation of the President in consultation with the Vice President of LCEF. The duties of the Committee shall be to further the ministries partnership of LCEF through its investments, loans and ministry support. and the Committee may consist of the President of the District, the chairman of the Board of Directors, and other such members as recommended by President and/or Vice President-LCEF for the District. Such member recommendations are subject to ratification by the Board of Directors at the first meeting of the triennium.

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

D2.04 TERM OF OFFICE

The term of office for all officers and the Board of Directors shall be three (3) years. All officers and the Board of Directors shall begin their term of office at the time specified in these Bylaws. No elected individual shall serve more than three (3) consecutive terms in any one (1) elective office, except that the President and the district treasurer shall be eligible for four (4) consecutive terms of office.

D2.05 TRANSITION OF ADMINISTRATIONS

- a. The President, Vice-Presidents, Secretary, the members of the Board of Directors (except the Treasurer), and all members of elected committees shall assume their respective duties within thirty (30) days following the adjournment of the District Convention following their election.
- b. At all times material during the Transition of Administrations the Board of Directors shall work in good faith with the incoming administration to assist the newly elected President with matters relating to his transition which may include, without any limitation, his relocation to the District Office.
- c. The newly elected President shall meet with the members of the District staff and the new Board of Directors as soon as reasonably possible after his election, 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.
Following the election of a new President, the outgoing President shall continue to

receive a full salary to the end of the calendar year, unless he accepts another position.

D2.06 DUTIES OF OFFICERS

The duties of all officers and the Board of Directors, elected or appointed, shall be consistent with its Charter and the Constitution, Bylaws and resolutions of the Synod.

D2.07 ACCOUNTABILITY

The Board of Directors, all officers, and the elected committee for nominations shall be accountable to the District for all their transactions. All other committees shall be accountable to the Board of Directors.

D2.08 VACANCIES

All vacancies shall be filled according to Charter provided the method of filling vacancies is not contrary or inconsistent with the then existing Constitution, Bylaws and resolutions of the Synod.

THE DISTRICT PRESIDENT

D2.09 RESPONSIBILITIES

- a. The District President, shall assure all of his responsibilities as outlined in the Bylaw 4.4 of Synod are fulfilled. These responsibilities are:
 1. to be the chief executive of the District;
 2. to represent the Synod in his District;
 3. to represent the Synod in connection with all ordinations, commissioning, and installations;
 4. in his ministry of ecclesiastical supervision, visit the congregations of the District;
 5. to supervise the teaching, the life, and the official administration of the ordained and commissioned ministers of the District or are subject to his ecclesiastical supervision; and shall inquire into the spiritual conditions of the congregations of his District and take such action as may be necessary, which may include suspending from membership ordained or commissioned ministers for persistently adhering to false doctrine or for having given offense by an ungodly life;
 6. to arrange for official visitations or investigations when a controversy arises in a congregation or between two or more congregations or when there is evidence of a continuing unresolved problem in doctrine or practice;
 7. to maintain the official rosters of his District;
- b. In addition to those responsibilities outlined in Bylaw 4.4, the District President, shall assure that the following responsibilities are fulfilled:
 9. 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.
 10. He shall be an ex officio voting member of all committees, and task forces of the District.

11. He shall oversee the creation and distribution of the convention manual prior to the District convention.
12. He shall sign legal documents and instruments requiring his signature and shall perform all additional duties which the District places on him through its Bylaws, regulations, and by special resolution.
13. He shall be a full-time executive. He shall not be in charge of a congregation or hold a chair at any educational institution.
14. He shall be the chief executive officer of the District and have supervision of all officers and employees of the District.
15. He shall make regular reports to the District Board of Directors regarding critical ministry targets and desired outcomes of the Board of Directors.
16. He shall be responsible for carrying out the resolutions of the District Convention.

D2.10 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 Third 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.
- d. If the Third Vice-President also declines, the Fourth vice-President 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.
- e. If the Fourth vice-President also declines, the Fifth Vice President 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.
- f. If the Fifth Vice President also declines, the Board of Directors shall appoint an acting President. If less than one (1) 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 one 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 (5) candidates who have received the largest number of nominations and who have indicated a willingness to serve.

D2.11 PERTAINING TO THE VICE-PRESIDENTS

- a. The Vice-Presidents shall be voting members of the Board of Directors.
- b. A Vacancy in the Vice-Presidency shall be filled as follows and those filling the vacancy shall serve the remainder of the term:
 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 advancing the Third Vice-President.
 3. A vacancy in the Third Vice-presidency shall be filled by advancing the Fourth vice-President.
 4. A vacancy in the Fourth vice-presidency shall be filled by advancing the Fifth Vice-President.
 5. A vacancy in the Fifth Vice-presidency shall be filled by appointment of the Board of Directors .

THE DISTRICT SECRETARY

D2.12 THE OFFICE OF SECRETARY

The Secretary shall be a minister of religion, ordained, and a rostered member of the District.

D2.13 DUTIES OF THE SECRETARY

- a. He shall cause 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 to be kept.
- b. He shall be the official correspondent of the corporation and the Board of Directors.
- c. He shall submit to the members of the Board of Directors copies of the minutes of the board.
- d. He shall cause a report to be sent 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.
- e. He shall function, if appropriate, as an administrator in the dispute resolution process (Handbook of Synod [2016 edition, or its progeny] Bylaws 1.10.4a and 1.10.6.)
- f. He shall be responsible for carrying out the nomination procedures outlined in these bylaws according to the appropriate Synodical Bylaws (Handbook of Synod [2016 edition, or its progeny] Bylaw 4.7.). He shall cause the proceedings of the conventions of the District to be published. He shall oversee the preparation of the manuscripts, recording all resolutions in the wording in which they have been adopted, and cause the proceedings to be published after the President of the District has approved .
- g. He shall, prior to the District convention, submit to the Commission on Constitutional Matters for their review, a copy of all anticipated corrections, additions, or deletions to or of the District bylaws.
- h. 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, and when prepared, provide an updated copy of the Articles of incorporation and Bylaws to the Office of the Secretary of Synod.

D2.14 DUTIES OF THE ASSISTANT SECRETARY

- a. An assistant Secretary shall be a member of the Board of Directors, and appointed by the board in consultation with 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 in the absence of the Secretary.
- c. Copies of documents signed by the Assistant Secretary will be provided to the District Secretary.

D2.15 THE DISTRICT TREASURER

The District Treasurer, appointed by the Board of Directors , shall be responsible, either directly or through staff assistance, to the Board of Directors for the following:

- a. To assist in the preparation of the District budget;
- b. To report quarterly 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 assure that all District monies are appropriately received, recorded, and deposited District , in financial institution(s) approved by the Board of Directors;
- d. To make District financial records available for audits authorized by the board;
- e. To assure that all District funds are disbursed 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 staff (professional and clerical) handle District moneys properly and successfully completed a background check by the District;
- 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

D2.16 MEMBERSHIP

- a. The Board of Directors shall consist of twenty-one (21) persons as follows: the District President; the five (5) vice-Presidents; the District Secretary; the District Treasurer; ten (10) lay persons who are resident members of congregations, two (2) from each respective regions of the District; and three (3) ministers of religion, commissioned, who are members of the Synod.
- b. Every member of the board shall be a member of a member congregation of the District and, if an individual member of the Synod, on the district roster. When a member of the board ceases to be a member of a member congregation of the District or, if an individual member of the Synod, ceases to be on the district roster., he/she shall automatically lose 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 residing in the region which they represent.

D2.17 REMOVAL FROM OFFICE

Members of the board shall discharge their duties in good faith. The following are considered cause for removal pursuant to Synod Bylaw 1.5.7:

- a. Incapacity
- b. Breach of fiduciary responsibility

- c. Neglect or refusal to perform the duties of office
- d. No longer satisfying the qualifications for a Board member
- e. Conviction of a felony
- f. Failure to disclose conflicts of interest
- g. Conduct evidencing a scandalous life
- h. Advocacy of false doctrine, as per the confessional standard of the Synod (Constitution, Article II)
- i. Failure to honor and uphold the doctrinal position of the Synod
- j. Accumulation of three (3) unexcused absences within any term of office

D2.18 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/she succeeds.

D2.19 OFFICERS

At the first meeting of the triennium, the Board of Directors shall elect one (1) of its members to serve as Chairman. The Secretary of the District shall function as the Secretary of the board.

D2.20 AUTHORITY

The Board of Directors, charged with the general management of the District's affairs, shall assume office at the time specified in Bylaw D2.05.

D2.21 ORGANIZATION

- a. 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.
- b. The Executive staff of District (as more particularly defined by the President of the District) shall be advisory to the board and shall implement the programs and policies determined by the District President.

D2.22 MEETINGS

- a. The board shall meet four (4) times a year .
- b. The President or at the direction of at least one-third of the members of the Board of Directors, may call other meetings, special or regular, as may be deemed necessary.
- c. Meetings may be held in person or by electronic means including, without any limitation, Skype, or its progeny, video conferencing, or by teleconference call according to LCMS Board of Directors policy for electronic meetings. Such meetings shall take into consideration fostering the open exchange of ideas, availability of technology to all members, stewardship of resources, perception of fairness, controversial nature of agenda items, and whether secret ballots should be used
- d. 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.

D2.23 AUTHORITY BETWEEN MEETINGS

Executive Committee

- a. At its first meeting the newly elected board shall elect from among its members an executive committee consisting of the District President, the Treasurer, and three (3) additional members, at least one (1) of whom must be a minister of religion ordained and one (1) a member of the laity.
- b. Also, the chairman of the board shall be one (1) of the five (5) members of the executive committee.
- c. The committee shall have the authority to act for the board between meetings.
 - a. This committee may not perform acts specifically required by statute or by legislation or the Constitution, Bylaws, and resolutions of the Synod.
 - b. This committee may not overturn actions of the Board of Directors.
 - c. The actions of this committee shall be reported to the plenary sessions of the Board of Directors.

D2.24 DUTIES

The duties of the Board of Directors shall be:

- a. To conduct an annual evaluation of the District President regarding his administrative performance.
- b. To appoint the Treasurer;
- c. To ratify the hiring/terminating of any executive staff of the District, and determine their length of service;
- d. To annually review the system for determining the compensation of all personnel salaried by the District;
- e. 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;
- f. To adopt the annual budget, with powers of review and change as 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;
- h. To authorize the Treasurer to borrow money necessary for the orderly operation of the District;
- i. To 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 applicable rules and regulations of the Synod and the District. Appeals concerning actions of the board shall be brought to the District convention. 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 upon recommendation of the District President.
- m. To appoint legal counsel.

D2.25 EXPENSES

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

D2.26 AUDITOR

All books and financial records of the District shall be audited at least annually by an external certified public accountant or by CPA's of the Synod's Internal Audit Department as determined by the Board of Directors in its sole discretion. A full report of any such audit shall be submitted to the board, with a summary report made available to the District convention.

SELECTIONS OF OFFICERS AND BOARD

D2.28 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 administrative assistance and the necessary equipment to prepare and tabulate ballots.
- b. The ballots shall designate the office to be filled and the number of candidates to be voted for. The ballot shall list in alphabetical order the names of the candidates to be voted for in each office or board. . In the necessity of a second and subsequent ballot for president or vice president, the candidate having the least number of votes shall be removed from the ballot. In ballots for all other positions, any candidate receiving less than 15% of the vote shall also be removed from the ballot unless fewer than two candidates receive 15 percent or more of the votes cast, in which case the three highest candidates shall constitute the ballot. Balloting shall continue until a majority vote is received.
- c. The ballot shall be prepared in such manner as to show clearly how the delegates are to indicate their votes.
- d. Ballots shall be distributed only to delegates properly identified and present on the convention floor or properly present in convention committee rooms.
- e. Once voting has begun, no recess or adjournment shall be taken until the respective ballots have been cast.
- f. For the tabulation of votes: mechanical, electronic, or other 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 (1) reader and one (1) tabulator:
 - a. 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.
- g. 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.
- h. All ballots shall be preserved by the judge of elections separately, according to the order of balloting, until the convention has been adjourned.
- i. The judge of elections shall distribute the information concerning the candidates which has been furnished him by the committee on nominations at least two (2) hours prior to

the vote.

- j. 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 candidate.

D2. 29 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. If no candidate receives a majority of the votes cast, balloting will proceed with the candidate receiving the smallest number of votes eliminated from consideration until one (1) candidate receives a majority of the votes cast, who shall be declared elected.

D2.30 ELECTION OF THE DISTRICT PRESIDENT

Nominations

- a. Nominations for District President shall be made by member congregations from the ordained roster of Synod through the District Secretary and shall close ninety (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 (2) candidates for the office of the presidency. There shall be no opportunity provided for additional nominations.
- b. The five (5) ministers of religion, ordained, receiving the highest number of nominations shall be considered candidates.
- c. Biographical sketches and indications of the candidates' willingness to serve shall be secured by the District Secretary.

Elections

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

D2.31 PRIMARY ELECTION FOR VICE-PRESIDENT

Nominations

- a. Nominations for regional Vice-President shall be made from the ordained roster of the District by member congregations of each region within the District no later than ninety (90) days prior to the beginning of the convention. Nominees must be residents within the region they represent. The District Secretary shall call for nominations at least 180 days prior to the convention.
- b. The member congregations of each region have the right to nominate two (2) ministers of religion ordained.
- c. In each region, the three (3) ministers of religion, ordained who receive the highest number of nominations shall be considered candidates.
Biographical sketches and indications of the candidates' willingness to serve shall be secured by the District Secretary.

Selection

- a. At a regional caucus held at the District convention, each voting delegate of the region shall be entitled to vote in the selection of a candidate for regional vice president to be

ratified by the entire convention. There shall be no additional nominations from the floor during the regional caucus;

- b. The first nominee to receive a majority of the votes cast shall be declared selected as candidate; if no nominee receives a majority of the votes cast, see D2.125;
- c. All regional selections of candidates shall be subject to ratification by the entire convention which retains the right to amend the slate.

D2.32 ELECTION AND RANKING OF VICE-PRESIDENTS

After the election of the vice-Presidents by ratification by the entire convention, they shall be ranked (1st, . . . 5th) each by a separate ballot on which each delegate shall vote for one candidate for each Vice Presidential office. The candidate in each ranking receiving the majority vote shall be considered ranked in order of the ballot taking place

D2.33 REGIONS OF THE DISTRICT

- a. For the purpose of electing representatives to the Board of Directors, the District shall be divided into five (5) regions. These regions shall consist of:
 - Region I - North Atlanta, South Atlanta, East Central Georgia, and NE Georgia Circuits
- b. Region II - Tallahassee, First Coast, and North Central Florida Circuits
- c. Region III - Orlando East, Orlando West, Space Coast, , and Winter Haven Circuits
- d. Region IV - Suncoast, St. Petersburg, Tampa, Sarasota, and Southwest Circuits
- e. Region V - Treasure Coast, South Palm Beach, Gold Coast, Heartland, and Monroe-Miami-Dade Circuits
- f. Additional Circuits which may be formed shall be assigned to a Region by the convention.

D2.34 SELECTION OF REGIONAL LAY REPRESENTATIVES ON THE BOARD OF DIRECTORS

- a. Nominations for regional lay representatives on the Board of Directors shall be made by member congregations of each region no later than ninety (90) days prior to the start of the convention. The District Secretary shall call for nominations at least 180 days prior to the start of the convention.
- b. Any congregation within a region may nominate two (2) individuals to be regional lay representative to the District Board of Directors. Congregations may nominate candidates who reside within in the region of the congregation.
- c. Nominations shall be sent to the District Secretary, and shall contain biographical information as well as an indication of the individual's willingness to serve if elected
- d. At the regional caucus to select lay representatives
 - 1. There shall be no additional nominations from the floor during the regional caucus;
 - 2. Two (2) lay persons from the region shall be selected in a the same manner as in D2.125
 - 3. Only one (1) lay representative may be selected from a single congregation.
 - 4. All regional selections shall be subject to ratification by the entire convention which retains the right to amend the slate.

D2.35 COMMITTEE FOR NOMINATIONS

- a. Nominating Committee. Members of the Nominating Committee are elected at the District Convention. The Nominating Committee shall be a committee for nominations, composed of two (2) ministers of religion-ordained, four (4) lay persons, and two (2) ministers of religion-commissioned.
 1. Each region of the District shall be represented on the committee.
 2. The term of office shall be three (3) 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.
- b. Duties of the Nominating Committee - At least 180 days before the District 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.
- c. A special form for information concerning the nominees shall be included. (See Suggested Information Sheet, D2.144.)
- d. The nominations shall be sent to the Secretary of the District, who shall forward them 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.
- e. 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 the completed forms must be submitted no later than 10:00 A.M. of the same day, and not less than two hours prior to the vote. Elections may take place in the afternoon session of that day or at the direction of the chair.
- f. The convention shall have the right to amend any slate of nominations by floor nomination. When a nomination is 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. This consent and biographical information shall be publicized by the judge of elections at least 2 hours prior to a vote.

D2.36 INFORMATION SHEET AND STATEMENT OF WILLINGNESS TO SERVE

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 District convention.

The following information shall be included in the information furnished:

- a. Information required of all nominees

1. Name and address
 2. Email
 3. Phone Number(s)
 4. Age
 5. Present congregation
 6. Number of years in the District
 7. Present incumbent
 8. District offices previously held
 9. Office to which nominated
 10. Statement of willingness to serve
- b. Additional information for ministers of religion, ordained)
1. Former churches or ministries served
 2. Year of ordination
- c. Additional information for ministers of religion, commissioned)
1. Years in office
 2. Former services rendered
- d. Additional information for lay persons
1. Formal education
 2. Business Occupation (past, present)
 3. Employed/Retired
 4. Former congregations and offices held there

DISTRICT CONVENTIONS

D3.01 TIME OF ELECTION

The election of District officers, board members, and committee and commission members shall take place at a regular convention of the District.

D3.02 RIGHT OF SUFFRAGE

The accredited pastor and lay delegate of each voting congregation in the District shall be entitled to vote. If a pastor serves two (2) or more congregations, these shall be regarded as one (1) parish and shall be entitled to only one (1) lay vote.

DISTRICT OFFICERS

D3.03 ELIGIBILITY

All officers, board members, commission members and members of committees shall be members of member congregations of the District or the District roster and shall have been active in the District for at least one (1) year. The one (1) year limitation shall not apply to the office of District President, District vice President, District Secretary, and circuit visitor (Synod Bylaw 4.3.1).

D3.04 THE RATIFICATION OF CIRCUIT VISITORS

The ratification of the circuit visitors shall take place after the election of the President, vice-

Presidents, and Secretary, according to the provisions of the Bylaws of the Lutheran Church—Missouri Synod.

DISTRICT MISSIONS

D4.01 ESTABLISHMENT OF MISSIONS

It is the purpose of the District assist and encourage every congregation of the District to be a church in mission; and every man and woman a missionary, all working together under the Lordship of Jesus Christ, empowered by His Gospel, to share his Love. To that end, the Board of Directors shall see that resources are provided to the congregations and the ministries of the District, as they are available and deemed appropriate.

D5.01 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 or Bylaws of the Synod;
- b. Presented in writing to the Board of Directors; the District Secretary shall forward proposed bylaw amendments the Commission on Constitutional Matters for review and approval prior to their being considered by the District convention (Synod Bylaw 3.9.2.23 [a-b]);
- c. Passed by a majority of the voting delegates in convention assembled.

Bylaws revised on the basis of the actions of the 2018 Convention of The Florida-Georgia District, The Lutheran Church—Missouri Synod.