

**Minnesota South District Mission Statement**

The purpose of the Minnesota South District is to glorify God by: 1) assisting congregations in building up the body of Christ, and 2) providing mission vision, leadership and opportunities to the people and congregations of the District, so that all people might be reached with the saving Gospel and become disciples of Jesus Christ.

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*At its February 5, 2009, meeting the Board of Directors made the following corrections to these minutes. This copy reflects the corrections.*

- 1. On page six, in the next to the last paragraph, line three, strike “Rev.” and replace with “Mr.”*
  - 2. On page eight, in the line just above item 10, strike “proposal” and insert “proposed.”*
  - 3. Correct the spelling from “Halvorson” to “Halverson” throughout the minutes.*
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**OPENING DEVOTION**

Rev. Dr. Larry Griffin, 2<sup>nd</sup> Vice President, provided the opening devotion. He led the Board in singing “The Advent of Our King” (LSB 331) and in praying Responsive Prayer II. He based his devotion on three words from 2 Peter 3: wait, trust, follow. He offered to turn these three words on their heads. First, it is important that we wait upon God to act; but God also waits upon us to act. We ought to be about the work of preaching and teaching. Second, we trust God to provide for us, but can God trust us to make proper use of all the opportunities, resources and abilities He has provided us? Third, we are followers of our Lord Jesus Christ, but God is also our follower. We take comfort in that our Good Shepherd follows us with His goodness and mercy. Rev. Griffin concluded his devotion with a prayer.

**PARLIAMENTARY OBLIGATIONS**

**Call to Order**

The meeting was called to order at 10:20 a.m. by the president, Dr. Lane Seitz, in the name of the Father and of the Son and of the Holy Spirit.

**Roll Call**

Board Present: Lane Seitz, Daryl Gehlbach, Lu Clemmensen  
Klemet Preus, Mark Johnson, Robert Van Gundy, Glen Meints,  
Gerhard Bode, Tom Braun, Dale Ortloff, Steve Krause,  
Larry Griffin, James Heining, Ted Tews,  
Brian Thorson, Robert Trueblood, Scott ~~Halvorson~~ Halverson, Karl Baumann,  
Lynn Henry, Richard Eyerly

Staff Present: Kurt Fuhr, Timothy Kinne, Peter Meier, David Roth, Michael Zimmer

Excused: John Moorhouse

**Adoption of Agenda**

President Seitz distributed copies of the revised agenda. It was moved, seconded and carried to amend the revised agenda by moving item eight under administration (“BOD Resolution Regarding the Use of LSB by Subsidized Ministries”) and make it the third item. The revised agenda as amended was adopted.

**Approval of Minutes**

It was moved, seconded and carried to approve the minutes of the September 9, 2008, Board meeting as printed.

**Correspondence**

President Seitz referred the Board to the following items of correspondence:

- 1) Letter from Rev. Dr. Gerald Kieschnick regarding the District’s support of the national and international work of the Synod – April 22, 2008
- 2) Letter from Mr. Marlin Bernau and Rev. Robert Mundahl, Peace Lutheran Church, Faribault, Minnesota, regarding the 2007 BOD resolution on Closed Communion – May 27, 2008
- 3) Letter from Mr. Neal Breitbarth accepting his election to serve as a District Reconciler – September 23, 2008
- 4) Letter from Rev. Robert C. Trueblood accepting his election to the Board – October 1, 2008
- 5) Letter from Rev. Dr. Robert Newton regarding the 2008 Fall Pastoral Conference – October 15, 2008
- 6) Letter from Rev. Dr. Raymond Hartwig, Secretary of the LCMS, regarding nominations to fill a Commissioned Minister vacancy on the Board of Regents of Concordia University Texas in Austin – October 15, 2008
- 7) Email from Rev. Klemet Preus regarding the Mission Vision Group – November 15, 2008
- 8) Letter from Rev. Kevin Oster regarding a letter from the Mission Vision Group – November 20, 2008
- 9) Letter from Rev. Tom Gundermann regarding the 2007 Board resolution regarding the Lutheran Service Book – November 21, 2008
- 10) Email from the Mission Vision Group regarding “What Is the Future of the Minnesota South District?” – November 28, 2008

## VISIONING/STUDY ITEMS/PRESENTATIONS

### **Blue Ribbon Task Force on Synod Structure and Governance**

President Seitz introduced Rev. Robert Greene, the chairman of the Blue Ribbon Task Force on Synod Structure and Governance (BRTFSSG). Rev. Greene began his presentation by showing the DVD “Walking Together: The LCMS Future,” which highlights the task force proposals. He distributed copies of the DVD narrative and slides. (A copy is filed with the protocol copy of these minutes.)

Following the DVD presentation he directed the Board to the task force’s report “Proposals and Possibilities for Consideration and Discussion.” (A copy is filed with the protocol copy of these minutes.) He asked Board members to respond pro and con to the various proposals in the task force’s report.

Rev. Peter Meier, Assistant to the President for Missions, recorded the responses of the Board members for Rev. Greene. (His notes are included with the protocol copy of these minutes.)

Rev. Greene stated that the Board members will receive a survey in which they are to rank each proposal. He urged them to fill it out and return it as quickly as possible. He invited additional feedback, which can be sent to [lcmsfuture@lcms.org](mailto:lcmsfuture@lcms.org).

*The meeting was declared in recess at 12:00 noon and called to order at 1:00 p.m.*

## SPECIAL RESOLUTION

President Seitz distributed a resolution entitled “To Thank the Lord of the Church for Lu Clemmensen, Peter Meier, Evan Schiller, Glenn Thiel, and Kurt Fuhr and for their Dedicated Service in the Minnesota South District” (see Appendix A).

It was moved, seconded and carried to adopt the resolution as presented.

The Board rose and sang the Doxology and offered its thanks to these individuals.

## “IT’S TIME TO FISH” AND “FAN INTO FLAME” CAMPAIGN REPORTS

Rev. Peter Meier, Assistant to the President for Missions, reported that the District has received \$225, 569.79 in donations to the “It’s Time to Fish” campaign. He also reported that the “Fan into Flame” Appeal has raised a total of \$1,432,123, which is 41% of the goal of \$3,500,000.

## POLICY REVIEW AND FORMATION

(no items)

## INFORMATIONAL AND DECISION ITEMS

### Mission Committee

Rev. Peter Meier referred the Board to the report by the MNS District Mission Committee Campus Ministry Task Force. (A copy of the report is included with the protocol copy of these minutes.)

It was moved and seconded to create a task force composed of a representative of the Missions Committee elected by the committee, a representative of the Board of Directors elected by the Board, Synod's campus ministry director, Rev. Peter Meier, Assistant to the President for Missions, Ms. Lu Clemmensen, District Treasurer, and two at-large members from the District.

It was moved, seconded and carried to amend the motion to add a member of the Finance Committee elected by the committee, and one representative each from University Lutheran Chapel, Minneapolis, and Campus Lutheran Chapel, Mankato.

It was moved, seconded and carried to to strike “two at-large members from the District” and replace with “one at-large member from the District, appointed by the District President.”

The motion as amended was adopted.

The following individuals were nominated to serve on the task force: Rev. Daryl Gehlbach, Rev. Brian Thorson, Rev. Robert Trueblood, and Mr. Richard Eyerly. Rev. Thorson was elected on the first ballot.

The purpose of the task force is to further research the items that have been identified in the issues statement and to bring a recommendation to the Board of Directors regarding the possible sale of the two campus ministry properties.

### Finance Committee

#### 1. Report from the Development Director

At its September 2008 meeting the Board invited Rev. Evan Schiller, Development Director, to report on what he has been able to accomplish this past year. He provided a written report, which was distributed in the information packet to the Board members.

President Seitz stated that Rev. Schiller was in the building, and he would make himself available if the Board had any questions.

2. 2009 District Budget

Mr. Steve Krause, committee chair, presented the proposed budget for 2009. It was moved and seconded to adopt the proposed budget as presented.

After some discussion the motion was carried.

**Ministerial Health Committee** (no decision items)

**Schools/Commissioned Ministers Committee** (no decision items)

**Congregational Services Sub Committee** (no decision items)

**Communications Committee** (no decision items)

**Endowment Committee** (no decision items)

**Administration**

1. 2009 District Board Meetings

It was moved, seconded and carried to approve the following Board meeting dates for 2009.

Thursday, February 5, 2009 (back up date – Thursday, February 12, 2009)

Tuesday, May 5, 2009

Monday and Tuesday, September 14-15, 2009

Tuesday, December 1, 2009 (back up date – Thursday, December 3, 2009)

2. Approve Constitution and Bylaw Changes

It was moved, seconded and carried to approve the Constitution and Bylaws of the following congregations:

Sudanese Evangelical Lutheran Mission Church, Mankato, MN

Alive! Lutheran Church, Monticello, MN

Redemption Lutheran Church, Bloomington, MN

Peace Lutheran Church, Hutchinson, MN

3. Resolution to Rescind BOD Resolution Regarding Use of LSB by Subsidized Missions

Rev. Tom Braun presented his resolution to rescind (see Appendix B). It was moved and seconded to adopt the resolution.

The date in the first resolve was corrected to read December 4, 2007.

The vote was taken by a signed ballot. The motion to rescind was defeated by a vote of six yes, twelve no.

Board members voting yes: Bode, Braun, Griffin, Heining, Henry, Krause

Board members voting no: Baumann, Eyerly, Gehlbach, ~~Halverson~~ *Halverson*, Johnson, Meints, Ortloff, Preus, Tews, Thorson, Trueblood, Van Gundy

It was moved and seconded to amend the previously adopted resolution “To Fund Congregations which Use the Lutheran Service Book by inserting in the third resolved the words “English-speaking” between “new” and “congregation.”

Secretary Gehlbach stated that because prior notice was not given, it would require a two-thirds majority to amend the previously adopted resolution.

The vote was taken by roll-call. The motion was adopted by a vote of twelve yes, four no, with two abstentions.

Board Members voting yes: Baumann, Eyerly, Gehlbach, ~~Halverson~~ *Halverson*, Johnson, Meints, Ortloff, Preus, Tews, Thorson, Trueblood, Van Gundy

Board members voting no: Bode, Braun, Henry, Krause

Board members abstaining: Griffin, Heining

4. Application for Membership: Sudanese Evangelical Luth. Mission Church, Mankato, MN

It was moved, seconded and carried to approve the application for membership of Sudanese Evangelical Lutheran Mission Church, Mankato, MN.

5. Application for Membership: Alive! Lutheran Church, Monticello, MN

It was moved, seconded and carried to approve the application for membership of Alive! Lutheran Church, Monticello, MN.

6. Application for Membership: The Alley Lutheran Church, Cottage Grove, MN

*The application was originally submitted to the Board at its May 6, 2008, meeting and postponed to the September meeting, at which time it was again postponed to this meeting.*

Mr. Scott ~~Halverson~~ *Halverson* stated that he attended a Sunday morning worship service of The Alley Lutheran Church. He asked if any other Board members had attended a service.

Rev. Daryl Gehlbach and Mr. Robert Van Gundy responded that they had done so. (~~Rev. Mr.~~ Van Gundy was unable to participate in this discussion due to laryngitis.) Mr. ~~Halvorson~~ Halverson and Rev. Gehlbach described in detail the services which they attended. They expressed their disappointment that The Alley does not clearly identify itself as Lutheran. They also expressed concerns that the style of worship did not reflect a Lutheran approach to worship. They urged that these matters be addressed before receiving The Alley as a member of the Synod. In response to a direct question President Seitz and Rev. Peter Meier both stated that they had not yet been able to attend a worship service at The Alley.

President Seitz reported to the Board concerning discussions he had with Rev. Ben Griffin regarding the administration of the Lord's Supper. He is satisfied that Rev. Griffin and his congregation will honor and uphold the position of Synod on the administration of the Lord's Supper. He concluded that on the basis of his conversations with Rev. Griffin and having studied the documents Rev. Griffin has provided he found no reason to decline The Alley's application for membership in the LCMS. (See Appendix C for the full report.)

After a period of discussion it was moved, seconded and carried to cease debate.

A vote on the application was taken by signed ballot. The application was declined by a vote of seven yes, eleven no.

Board members voting yes: Bode, Braun, Griffin, Heining, Henry, Krause, Ortloff

Board members voting no: Baumann, Eyerly, Gehlbach, ~~Halvorson~~ Halverson, Johnson, Meints, Preus, Tews, Thorson, Trueblood, Van Gundy

#### 7. 2009 Staff Housing Allowances

It was moved, seconded and carried to set the 2009 housing allowances for the following individuals:

Rev. Lane Seitz.....	\$35,000	Rev. Martin Teigen.....	\$20,000
Rev. Timothy Kinne .....	\$50,000	Rev. Monte Meyer.....	\$20,000
Rev. Peter Meier .....	\$50,000	Rev. Evan Schiller .....	\$ 9,800
Mr. David Roth.....	\$40,000	Mr. Mike Zimmer .....	\$32,940

#### 8. Board of Regents, Concordia University, Austin, Texas

*The Board declined to make any nominations for the vacant position on the Board of Regents for Concordia University, Austin, Texas.*

9. Overtures to the 2009 District Convention

a. District Installations

President Seitz referred the Board to the resolution entitled “Overture regarding District Installations” (see Appendix D). It was moved, seconded and carried to submit the overture the 2009 District Convention as presented.

b. Designated Gifts

President Seitz referred the Board to the revised version of the resolution “Overture regarding Disclosure of Designated Gifts” (see Appendix E). It was moved and seconded to submit the revised overture to the 2009 District Convention as presented. After some discussion the motion was carried.

c. Bylaw Changes

President Seitz referred the Board to the District bylaw changes being proposed by the Handbook Committee (See Appendix F). It was moved and seconded to approve the proposed bylaw changes.

It was moved, seconded and carried to amend page 2, line 40 to strike the words “five months prior to” and replace with the words “January 31 in the year of.”

It was moved, seconded and carried to amend page 3, line 1 to strike the words “at least five months prior to” and replace with the words “not later than January 31 in the year of.”

It was moved, seconded and carried to amend page 4, lines 13 and 20 to strike the word “Area” and replace with the word “District.”

It was moved and seconded to amend page 3, lines 12 to 14 to strike the words “as well as the number of those who suggested each potential nominee to the Committee on Nominations.”

The rationale given for this amendment to the proposed bylaws change is that it is the practice of Synod not to publish the number of nominations except for the offices of President and Vice Presidents. After some additional discussion the amendment was adopted.

The motion to approve the proposal bylaw changes was adopted as amended.

10. Resolution and Letter regarding the Mission Vision Group

It was moved and seconded to consider Rev. Klemet Preus' letter as the District Board's response to the Mission Vision Group email.

It was moved, seconded and carried to postpone indefinitely.

11. Theological Convocation Task Force

Rev. Larry Griffin distributed a summary report of the evaluation forms and the attendance report. (A copy of his report is included with the protocol copy of these minutes.) He stated that in general the people in attendance were pleased with the format and tone of the presentations and discussions.

## **REPORTS**

### **Treasurer's Report**

Lu Clemmensen walked the Board through the Treasurer's Report dated October 31, 2008. She explained a number of items and answered Board members' questions. The report was filed subject to audit.

### **LCEF Loan Activity Report and Delinquent Loan Report**

Kurt Fuhr reviewed the LCEF report on loans. He noted that except for four congregations all loans are current.

### **Questions Regarding Reports** (none)

### **Special Reports** (None)

## **ROUNDTABLE**

(1) Daryl announced that December 4, 2008, is the 25<sup>th</sup> anniversary of his ordination. (2) Larry announced that both of his daughters are expecting. (3) Mike announced that his first granddaughter, Nora, was born yesterday, December 1<sup>st</sup>. (4) David announced that his grandson Aaron Henry was baptized. (5) Mark announced that both his eldest daughter and his son are engaged to be married.

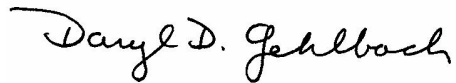
**MEETING ADJOURNED/CLOSING PRAYER**

It was moved, seconded and carried to adjourn the meeting.

President Seitz declared the meeting adjourned at 4:43 p.m.

Rev. Larry Griffin offered the closing prayer.

Respectfully Submitted,

A handwritten signature in cursive script that reads "Daryl D. Gehlbach".

Daryl D. Gehlbach, Secretary

**To Thank the Lord of the Church  
for  
Lu Clemmensen, Peter Meier, Evan Schiller, Glenn Thiel, and Kurt Fuhr  
and for  
Their Dedicated Service in the Minnesota South District**

WHEREAS, The Lord of the Church has gathered and appointed ministers to serve Him as they serve His people in the life and work of His Church in the Minnesota South District of The Lutheran Church - Missouri Synod; and

WHEREAS, It is good, right, and proper to give thanks and praise to the Lord of the Church for that service and to give thanks and express appreciation to His people as they mark anniversaries of their service; and

WHEREAS, Lu Clemmensen has served the congregations and members of the District efficiently and effectively for thirty-five years, since July 1, 1973, by managing and coordinating the District's business and financial operations; and

WHEREAS, The Rev. Peter Meier has served as a parish pastor, an officer of the District, and now as the Assistant to the President for Missions during the twenty-five years since he was ordained as a pastor of the Church; and

WHEREAS, The Rev. Evan Schiller has served as a teacher, an officer of the District, the District's Development Director, and is now celebrating the forty-ninth anniversary of his commissioning as a teacher and the twenty-fifth anniversary of his ordination as a pastor of the Church; and

WHEREAS, Glenn Thiel has served The LCMS Foundation for thirty years, many of them on the staff of the Minnesota South District, faithfully linking Christians with giving opportunities in our District, the Synod and worldwide; and

WHEREAS, Kurt Fuhr has served the District for ten years as the LCEF Vice-President and in that role has assisted congregations and schools as they seek to provide space and place for effective mission and ministry; therefore, be it

*Resolved*, That the Board of Directors of The Minnesota South District gives thanks and praise to the Lord of the Church for the dedicated service of Lu Clemmensen, Peter Meier, Evan Schiller, Glenn Thiel, and Kurt Fuhr to His Church in southern Minnesota by rising to sing the Common Doxology; and be it finally

*Resolved*, That the Board of Directors express the appreciation and thanks of the board and of the congregations and members of the District to Lu Clemmensen, Peter Meier, Evan Schiller, Glenn Thiel, and Kurt Fuhr by rising to applaud their work and service in the District.

*Adopted*

Appendix B

**To Rescind the BOD Resolution Regarding Use of LSB by Subsidized Missions of MNS**

WHEREAS, the Minnesota South District Board of Directors passed a resolution at its December 4, 2007 meeting entitled "To Fund Congregations which Use the LSB," which was intended to ensure uniformity of worship in new mission congregations; and

WHEREAS, this resolution requires all new congregations of the District to assure the Board of Directors that the LSB "is being used consistently in its services"; and

WHEREAS, this resolution goes well beyond the statements and teachings of the Scriptures, the Lutheran Confessions, our Lutheran Church Fathers, and our Lutheran Church - Missouri Synod Convention resolutions, as well as the statements of our LCMS Commission on Worship; and

WHEREAS, at the May 6, 2008 Board of Directors meeting President Seitz, in a special presentation, specifically requested that the Board rescind this resolution; therefore be it

*Resolved*, that the Board of Directors rescind the Resolution entitled, "To Fund Congregations which Use the LSB,"

*This resolution was introduced by Rev. Tom Braun, having given prior notice.*

*It was amended by common consent to amend the first whereas by correcting the date to read December 4, 2007.*

*The Board consented to a request that the vote to be recorded by signed ballot.*

*The resolution to rescind was defeated by a vote of six yes, twelve no.*

**Comments to the Board of Directors  
regarding  
Rev. Ben Griffin's Position regarding the Administration of the Lord's Supper**

September 9, 2008

I shared with the Board of Directors two paragraphs from Rev. Griffin's revised statement regarding the Lord's Supper, which states that the Alley follows the LCMS practice of communion as summarized in my January 2008 Pastoral Letter on Admission to the Lord's Supper.

November 24, 2008

I met with Rev. Griffin to clarify several points in his revised statement regarding the Lord's Supper. That conversation resulted in the following clarifications of the Alley's administration of the Lord's Supper:

- 1) To hold to the LCMS principle of providing responsible pastoral care to people, all those who have not previously communed at the Alley will be asked to speak with the pastor before coming to the Lord's Supper.
- 2) The congregation will change its celebration of the Lord's Supper to be a separate and more private gathering of the members of the congregation.
- 3) The celebration of the Lord's Supper will only be done in the context of the Sunday morning worship service once or twice a year.

Conclusions

Based on two face-to-face conversations with Rev. Griffin, an exchange of emails, and written material he has provided to me, I conclude that:

- 1) Rev. Griffin is a pastor with great integrity.
- 2) Rev. Griffin is teachable.
- 3) Rev. Griffin has willingly and gladly received my counsel.
- 4) Rev. Griffin has adjusted his practice of the Lord's Supper to conform closely to the position of the Synod.
- 5) I am satisfied that he and his congregation will honor and uphold the position of our Synod on the administration of the Lord's Supper.

On the basis of my conversations with Rev. Griffin and having studied the documents he has provided to me, I find no reason to decline the Alley's application for membership in the LCMS.

Rev. Dr. Lane, R. Seitz, President  
Minnesota South District  
December 2, 2008

**Overture regarding District Installations**

WHEREAS, the delegates to the 1991 District convention adopted Resolution 1-02 which established "the policy of having a special service of installation for all elected officers and board and commission members on the last Sunday of August following a District convention;" and

WHEREAS, this special installation service, attended mostly by the family members of those being installed, has otherwise been poorly attended since it was established in 1991; and

WHEREAS, it would be more convenient for the delegates who elected them to participate in the installation of the new officers, Board members, Circuit Counselors, and any others elected at a District convention; and

WHEREAS, we would exercise good stewardship by having the installation service at the convention rather than on the last Sunday in August; therefore be it

*Resolved*, that henceforth the installation of officers, Board members, Circuit Counselors, and any others elected at a District convention, take place during the closing service at the convention; and be it further

*Resolved*, that the change of time for the installation of those elected to serve the District be commenced at the closing service of the 2009 District convention; and be it finally

*Resolved*, that all those elected to serve as officers, Board members, Circuit Counselors, and any others elected at a District convention, begin their term of service on September 1 following a District Convention as provided for in Resolution 1-02, "To Allow Orderly Transition of Elected Officers," of the 1988 District convention.

*Adopted*

**Overture regarding Disclosure of Designated Gifts**

WHEREAS, God has blessed the people of The Lutheran Church-Missouri Synod in many and various ways, and

WHEREAS, God has moved the people of The Lutheran Church-Missouri Synod to give generously in support of the work of the Synod and its various entities, and

WHEREAS, support for the work of the various entities of the Synod in recent years has been in the form of direct gifts to those entities, and

WHEREAS, The Lutheran Church-Missouri Synod has committed itself to full financial disclosure; therefore be it

*Resolved*, that Minnesota South District memorialize the Synod at its 2010 convention to direct the Vice President-Finance-Treasurer to compile a report to the Synod, to be published in the convention workbook prior to each convention of the Synod, listing by District, the designated gifts received by all entities of the Synod, which includes but may not be limited to the following: Board for Mission Services, LCMS World Relief and Human Care, KFUE, the Concordia University System, the Board for University Education, each of the Colleges and Universities of the Synod, The Board for Pastoral Education, The Joint Seminary Fund, Concordia Theological Seminary of Fort Wayne, Indiana, Concordia Seminary of Saint Louis, Missouri, The LCMS Foundation, and the Lutheran Church Extension Fund;

and be it further

*Resolved*, that the Minnesota South District memorialize the Synod at its 2010 convention to ask each of the entities listed to cooperate with the Vice President-Finance-Treasurer as he compiles this report.

*Adopted*

# 1 Minnesota South District-LCMS

## 2 Handbook Committee Business for the 3 2009 District Convention

### 4 *Proposed resolutions submitted to the MNS—LCMS BOD by the HBC*

5 Since any changes to the District Handbook must be approved by the CCM of the Synod  
6 (LCMS bylaw 3.9.2.2.4 2007 Handbook LCMS page 170 and MNS bylaw 7.2 2006 Handbook  
7 MNS page 40), the HBC recommends adoption of these resolutions as soon as practical.  
8 Once approved, the BOD should submit them to the CCM so that they can be included  
9 in 2009 convention business. If the BOD has substitute or additional proposals, the HBC  
10 requests that they be submitted for review (bylaw 7.2) as soon as practical.

### 11 *Abbreviations and Terminology*

- 12 • The Lutheran Church-Missouri Synod (LCMS)
- 13 • Commission on Constitutional Matters (CCM)
- 14 • Minnesota South District of the LCMS (MNS)
- 15 • Board of Directors (BOD)
- 16 • Handbook Committee (HBC)
- 17 • Amendment by deletion is marked by strikethrough
- 18 • Amendment by addition is marked by italics
- 19 • [] = clarification of the value to be changed in bylaw 4.2.15.2 c).

### 20 *Articles of Incorporation*

21 **Rationale:** The 2006 HBC noticed confusing wording in Article of Incorporation Article  
22 III Section 3 d) which describes the authority of the BOD. Given the widespread changes  
23 to the numbering of the bylaws of the Synod and District, it decided not to propose  
24 substantive changes at the last convention.

25 The 2009 HBC considers the pronoun "its" in sub-paragraph 3) a special concern.  
26 The committee believes the pronoun makes the most sense if the pronoun refers to the  
27 corporation because the BOD acts through its votes. The HBC believes the BOD should  
28 be allowed to delegate real estate transactions to its duly appointed and authorized  
29 committees or agents.

30 To clarify the authority of the BOD, the 2009 has reviewed and commends the  
31 following amendment to that Article of Incorporation paragraph:

32  
33 Article of Incorporation III Section 3...

34 d) The Board of Directors, ~~as a body,~~ shall transact the business of the corporation. ~~by~~  
35 ~~and through the Board, as such, or by committees or agents of the Board, thereto fully~~  
36 ~~appointed and authorized and~~ *Whether it acts as a body or through duly appointed and*  
37 *authorized committees or agents,* it shall have authority...

38 3) ~~The Board shall have t~~ To mortgage, sell, encumber, lease or dispose of real estate  
39 without ~~authorization~~ *a specific vote by its the corporation's* voting members...

## 1 *Nominating Committee*

2 **Rationale:** The Nominating Committee for the 2006 District Convention resolved that  
3 changes be made to the nominating process. Some of their submissions came after the  
4 proposed handbook changes had already been sent to the CCM of Synod. This  
5 resolution handles those requests.

6 First, the nominating committee felt that the bylaws specifying the time allowed  
7 for it to do its work was insufficient in some cases. According to current bylaw 4.2.15.2  
8 paragraph c), congregations have until 4 months before the convention to submit  
9 nominations for President and Vice President. Bylaw 4.2.15.6 paragraph g) directs the  
10 committee to complete its work at least 3 months prior to the convention. Given  
11 scheduling concerns and mailing times, that leaves about 3 weeks to fulfill its  
12 responsibilities toward nominations for those positions and seats on the Board of  
13 Directors.

14 Secondly, the nominating committee felt the bylaw that became 4.2.15.4  
15 paragraph a) should allow it more flexibility to do its work. In a BOD session prior to the  
16 2006 District Convention, nominating committee members objected to the requirement  
17 that the ballot include the person whose name appeared most often on congregational  
18 nominating forms. They feared that a faction might put forward a less qualified person  
19 to fill a position. They wanted discretion to include the names of those who they deemed  
20 best qualified no matter how many times their names appeared on nomination forms. It  
21 was the contention of the 2006 HBC that requiring the candidate with the highest  
22 number of forms be included on the ballot assured the convention that the nominating  
23 committee seriously considered the will of the congregations who cared enough to  
24 submit nominating forms. When the 2006 HBC removed an alternate accountability  
25 mechanism from a proposed amendment to the bylaw, it also unintentionally removed  
26 the original provision forcing the inclusion of the name included most often on  
27 nominating forms for all positions except those filled by commissioned ministers. In  
28 effect it stripped the explicit requirement that the nominating committee consider the  
29 tabulation of nominating forms when doing its work. The District staff has submitted an  
30 overture to fix that oversight. (See Appendix A for the wording of their overture)

31 So, to meet the concerns of the Nominating Committee and the congregations  
32 submitting nominations, the 2009 HBC has reviewed and commends the following  
33 amendments to the bylaws.

34  
35 4.2.15.2 b) *During the twelve months before an election, The the Secretary of the District*  
36 *shall mail to each voting congregation of the District forms for nominating these*  
37 *candidates.*

38 4.2.15.2 c) Each nominating form shall be signed by the president and the secretary of  
39 the voting congregation (or equivalent positions) and shall be sent to the Secretary of the  
40 District not later than 4 [~~four~~] *five months prior to the opening date January 31 in the year* of the  
41 convention.

42 4.2.15.4 a) *During the twelve months before an election, The the Secretary of the District shall,*  
43 *in an election year, send nominating forms to all voting congregations of the District*  
44 *requesting them to nominate up to two ordained ministers from their region, up to two*  
45 *lay persons from their conference, and up to two commissioned ministers from their*  
46 *region as candidates for the Board of Directors. The nominating forms shall be signed by*  
47 *the President and Secretary (or the equivalent positions) of the voting congregation and*

1 shall be sent to the Secretary of the District ~~at least four five months prior to~~ *not later than*  
 2 *January 31 in the year of* the Convention for tabulation. Such tabulation and the nominating  
 3 forms shall be delivered by the Secretary to the Committee on Nominations which may place  
 4 the name(s) of one or more other candidates *for each position* on the ballot. ~~In the case of~~  
 5 ~~commissioned minister nominees, the nominee receiving the highest number of nominations~~  
 6 ~~in his region shall be placed on the ballot.~~ The candidates for each position shall be listed  
 7 alphabetically. Nominations from the floor shall be listed on the ballot thereafter in the order  
 8 nominated.

9  
 10 4.2.15.6 h) *The committee shall publish a complete and full list with pertinent information of each*  
 11 *person suggested to the committee for consideration. The published information shall include the*  
 12 *full name, address, and name and location of the congregation where the person is a member., as*  
 13 ~~*well as the number of those who suggested each potential nominee to the Committee on*~~  
 14 ~~*Nominations.*~~ *This list shall be distributed along with the complete list of those nominated by the*  
 15 *committee and published by the Secretary of the District in the pre-convention issue of the official*  
 16 *District publication and also in the official convention book of reports and overtures (Convention*  
 17 *Manual).*

18 4.2.15.6 h) i) The Committee for Convention Nominations is to be regarded as an ad hoc  
 19 convention committee, to which limitations on holding multiple offices do not apply.

## 20 *Membership and Constitution Committee*

21 **Rationale:** MNS bylaw 4.5.18.1 paragraph a) specifies a membership that experience has  
 22 shown to be too small to fulfill its responsibilities. The Committee was unable to reach  
 23 unanimity on the change.

24  
 25 The legal mind on the Committee is concerned that the phrase "to attempt" leaves itself  
 26 open to subjective interpretation. Consequently it may provide occasion for contention.  
 27 He suggested the following wording: "The Board of Directors shall appoint a  
 28 Committee on Constitutions and Membership composed of *no fewer than* three members:  
 29 one ordained minister, one commissioned minister, and one lay person. *If the Board*  
 30 *decides to appoint more members, it has the option, but not the obligation to balance membership*  
 31 *between ordained and commissioned ministers and lay persons. It shall also exert its best efforts*  
 32 *to facilitate the formation of working groups whose members (preferably residing reside in the*  
 33 *same geographic area).*"

34  
 35 The other members of the committee were concerned that though the language of the  
 36 (above) paragraph is less open to differences in interpretation, it did not strongly  
 37 enough encourage the proper balance between the differences in perspective and service  
 38 between lay, ordained, and commissioned ministers. The Board is free to choose  
 39 between the wordings. If the HBC's commended paragraph (below) is selected, the  
 40 committee chairman recommends that the BOD policy manual be amended to define  
 41 what constitutes an "attempt" to balance the Membership and Constitution Committee.  
 42 One of the HBC members would also like to see an upper limit on membership. Perhaps  
 43 that is better implemented in the policy manual as well.

44

1 To allow the BOD the flexibility to appoint a committee membership commensurate  
 2 with the workload, the HBC has reviewed and (with dissent) commends the following  
 3 amendment to that bylaw paragraph.

4  
 5 The Board of Directors shall appoint a Committee on Constitutions and Membership  
 6 composed of *no fewer than* three members: one ordained minister, one commissioned  
 7 minister, and one lay person. *If the Board decides to appoint more members, it shall attempt to*  
 8 *balance membership between ordained and commissioned ministers and lay persons. It shall*  
 9 *attempt to facilitate the formation of working groups whose members (preferably residing*  
 10 *in the same geographic area).*

### 11 *Lutheran Church Extension Fund Area Vice President*

12 **Rationale:** MNS bylaw 4.5.18.3 was written at a time when the offices of Treasurer and  
 13 the Lutheran Church Extension Fund ~~Area~~ District Vice President were held by the same person.  
 14 To clarify responsibilities when the offices are held by more than one person, the HBC  
 15 has reviewed and commends the following amendment to that bylaw.

16  
 17 *With the assistance of the District Treasurer, The the Finance Committee, with the assistance*  
 18 *of the District Treasurer and the Vice President of the Lutheran Church Extension Fund,*  
 19 *shall supervise the receipts and disbursements of the District budget. With the assistance*  
 20 *of the ~~Area~~ District Vice President of the Lutheran Church Extension Fund, the committee*  
 21 *shall review applications and make appropriate recommendations to the Board of Directors*  
 22 *regarding any requests for loans from the Lutheran Church Extension Fund. The*  
 23 *committee shall also undertake and any other financial responsibilities that may be*  
 24 *assigned to it by the Board of Directors may assign to it.*

1 **Appendix A**

2 OVERTURE 1-01

3  
4 **To Enhance Transparency of the Work of the District's Committee on Nominations**

5  
6 WHEREAS, The District's Committee on Nominations solicits the names of qualified  
7 individuals to be nominated for election as District officers as defined by Minnesota South District  
8 Bylaw 4.2.15.6 (MNS Handbook [2006 edition], pp. 19f.); and  
9

10 WHEREAS, Those who give names to the Committee on Nominations for consideration as it  
11 creates the slate of candidates for elected positions wish to know the names of all those  
12 recommended and the Committee's response to all of the names offered to the Committee for  
13 consideration; and  
14

15 WHEREAS, Full disclosure and transparent, open communication between and among all the  
16 members of the District and the Committee on Nominations is both beneficial and helpful in our  
17 common effort to do the work the Lord of the Church has entrusted to us; therefore, be it  
18

19 *Resolved*, That the District's Committee on Nominations publish the names of all those  
20 individuals suggested to the committee for consideration as nominees for the elected positions  
21 established by the District as identified in its Handbook (cf., Bylaw 4.2.15.6) ; and be it further  
22

23 *Resolved*, That Bylaw 4.2.15.6 be amended with the insertion of a new paragraph h) to  
24 implement the first Resolved-clause, above, as follows:  
25

- 26 h) The committee shall publish a complete and full list with pertinent information of  
27 each person suggested to the committee for consideration. The published  
28 information shall include the full name, address, and name and location of the  
29 congregation where the person is a member, as well as the number of those who  
30 suggested each potential nominee to the Committee on Nominations. This list shall  
31 be distributed along with the complete list of those nominated by the committee  
32 and published by the Secretary of the District in the pre-convention issue of the  
33 official District publication and also in the official convention book of reports and  
34 overtures (Convention Manual).  
35

36 And be it finally  
37

38 *Resolved*, that current paragraph h) of Bylaw 4.2.15.6 be renumbered as paragraph i).  
39  
40  
41