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# ARTICLES OF INCORPORATION

## Charter of The Kansas District of The Lutheran Church—Missouri Synod

The undersigned, citizens of the State of Kansas, do hereby voluntarily associate ourselves together for the purpose of forming a private corporation under the laws of the State of Kansas, and do hereby certify:

### First

(Amended June 8, 1948)

That the name of this corporation shall be The Kansas District of The Lutheran Church—Missouri Synod.

### Second

(Amended June 7, 2018)

That the purposes for which this corporation is formed are to propagate the Evangelical Lutheran Church of the Unaltered Augsburg Confession, and to aid congregations in securing and maintaining property for public worship, according to the confessions of the Book of Concord of the year 1580. All provisions of the Kansas District Articles of Incorporation and Bylaws are subject to the provisions of the Constitution, the Bylaws, and the resolutions of the Lutheran Church—Missouri Synod in Convention.

### Third

(Amended June 18, 1976)

That the places where its business is to be transacted are at any and all places in Kansas.

### Fourth

(Amended June 7, 2018)

The term of existence of this Corporation shall be perpetual.

In the event of dissolution other than by direction from the Synod in convention, the assets of the Kansas District, subject to its liabilities, shall be transferred, consistent with applicable state and federal laws, to The Lutheran Church—Missouri Synod.

### Fifth

(Amended June 12, 1974)

That the number of Directors of this Corporation shall be not less than three nor more than twenty.

In testimony whereof, we hereunto subscribed our names, this 31st day of January, A.D. 1890.

F. Pennekamp  
C. Vetter

H. C. Senne  
F. Droegemueller

Aug. Mangeldorf  
C. Hafner

## ***MISSION AND VISION STATEMENTS***

*Our **Mission** is to support and encourage the members of the District in carrying out the mission Christ has given His Church (Mt 28).*

*Our **Vision** is to partner with and connect the workers, congregations and schools of the District with resources to advance God's mission.*

## **PREAMBLE TO THE BYLAWS**

We, the members of The Kansas District of The Lutheran Church—Missouri Synod, as redeemed children of God, acknowledge our part in Christ's mission of proclaiming the freedom and forgiveness of God in Christ to all human beings and of providing aid for them in their spiritual and physical needs. We acknowledge that we have bound ourselves together in a common bond of faith based on the Scriptures and the Lutheran Confessions as the members of District and Synod because we recognize the need for helping each other carry out this mission. We need the ministry of fellow Christians so that, with the help of the Holy Spirit, we may grow in faith and be better prepared to participate in Christ's mission both individually and corporately. In order that we may carry out this mission effectively, we, united in the common bond of faith and love, have established these procedures that shall help to strengthen and guide us. Within the framework of these procedures we pledge ourselves to study the Scriptures diligently, to use the Sacraments faithfully, and to solicit the help of the Holy Spirit boldly.

# THE BYLAWS

## Article I - Name

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

## Article II - Organization

1. **Constitution:** The Constitution of The Lutheran Church—Missouri Synod is also the Constitution of The Kansas District. The Bylaws of the Synod are also the primary Bylaws of the Kansas District.
2. **Legal Representation:** The President and Secretary of the District shall sign all official documents of the District in the name of the District.
3. **Membership:** Membership in The Kansas District shall be governed by the Constitution and the Bylaws of the Synod.
4. **Relationship of the District to the Synod:** The relationship of The Kansas District to The Lutheran Church—Missouri Synod shall be governed by the Constitution and Bylaws of the Synod.
5. **District Conventions:** District conventions shall be governed by the Constitution and Bylaws of the Synod and also by the specific articles governing convention procedure as may be defined in these Bylaws and the District Operations Manual.
6. **District Board of Directors:** The business and financial affairs of The District shall be governed by the Board of Directors. The Board of Directors oversees the implementation of the strategic mission of The District and is responsible to the District convention to equip, enable and encourage congregations to proclaim the Gospel. The Board of Directors is vested with the general management and supervision of the District's business and legal affairs and shall adopt policies and require procedures which assures said management and supervision are effected. Between conventions the Board of Directors shall provide for implementation within the District of decisions of the Synod and District conventions, approve and review progress of work program plans, adopt annual budgets to support work plans, procure and allocate necessary funds for support of Synod and District budgets, review program performance, call or hire District Executive Staff as deemed appropriate, provide review of Executive Staff positions, and administer the District endowment funds and other District funds.
7. **District Operations Manual:** In addition to the Constitution and Bylaws of the Synod and the Bylaws of the District, a District Operations Manual shall be established and maintained. This Operations Manual shall specify responsibilities of all officers, boards and committees as well as policy statements and operating procedures governing all District functions.
8. **Geographical Regions:** The District shall be divided into geographical regions, each comprised of two (2) or more circuits, by the action of the District Convention. A vice-president and a layperson shall be elected to the Board of Directors from each geographic region and a layperson from each geographic region shall be elected to the District Nominations Committee.

## Article III - Administration

1. **Elective and appointive officers shall execute their responsibilities in accordance with Synod By-Laws. These elective and appointive officers shall be:**

- (a) **The District President:** Elected from the clergy roster of Synod and who shall hold membership in a voting congregation. The District President is the Chief Executive of the District. He shall represent the Synod in the District. He is responsible for implementation of the resolutions of the Synod and the District Conventions. The

District President serves the congregations of the District as liaison between the congregations, District and the Synod and provides leadership and vision for the common work of the congregations, District, and District staff. He is responsible as top staff administrator, for oversight of staff carrying out the directives of the Board of Directors. He shall serve as a voting member of the District Board of Directors and is not eligible to be appointed as the presiding officer of the Board meetings. The District President also serves as an ecclesiastical supervisor to congregations and professional workers, makes official visits and investigations, and maintains the official roster of workers in the District.

(b) Vice-Presidents: A District Vice-President shall be elected from each region as provided by Article II, Section 8 of the Bylaws. The Vice-Presidents shall be elected from the clergy roster of the District and have residence within the region from which elected. The Vice-Presidents shall assist the President in administering the overall program of the District, especially in their regions. They shall succeed to the office of President, in the event the President is unable to serve, in the order designated by the Convention.

(c) Secretary: The District Secretary shall be elected from the clergy roster of the District and shall hold membership in a voting congregation of the District. The District Secretary is responsible for conducting the nominations process for the elections of President and Vice-presidents, facilitating the work of the Nominating Committee, organizing the work of the Elections Committee, and maintaining the District Operations Manual and related guidelines. The District Secretary is responsible for recording and preserving the official record of actions of the District Convention and the Board of Directors

(d) Treasurer: The District Treasurer shall be appointed by the Board of Directors and is the custodian of all money and legal documents of the District. The Treasurer is assisted by the District staff for accounting and preparation of records. The Treasurer shall be a layperson, a member of a voting congregation of the District and demonstrate skills in finance and accounting. The appointment shall run concurrent with district convention after which reappointment may be granted.

(e) Circuit Visitors: A visitor for each circuit of the District shall be nominated and elected from the clergy roster of the District as prescribed by the Bylaws of the Synod.

The Conference of Circuit Visitors shall assist the District President according to the Bylaws of the LCMS and shall serve as liaison to bringing the needs of congregations to the attention of the District President.

(f) Presiding Officer of Board meetings: The Board of Directors shall appoint a member of the Board to be the presiding officer of the meetings of the Board in consultation with and with the concurrence of the District President. The District President will not normally serve as the presiding officer of the Board meetings. In the absence of the presiding officer, the District president shall assume the role of presiding officer, pro tem.

## **2. Elective Boards and Appointive Boards, Committees and Commissions shall be:**

(a) The Board of Directors: The Board of Directors shall consist of seventeen (17) voting members elected at the District Convention:

I. Seven (7) ordained ministers:

- a. The District President.
- b. The Regional Vice Presidents.
- c. The District Secretary.
- d. The Chairperson of the Conference of Circuit Visitors.

II. Three (3) Commissioned Ministers.

III. Seven (7) Laypersons, at least one (1) elected from each region. (Regional members shall have residence within their region.)

The advisory members of the Board of Directors shall be the District Treasurer and the District Executive Staff.

The Board of Directors shall meet a minimum of four (4) times each year. Additional meetings may be called by the District President. Time and place of these meetings shall be determined by the District President. A majority of members of the Board shall constitute a quorum.

To meet the exigencies of District operations, the Board may meet by telephone conference call, or vote by written, mailed or electronic ballot pursuant to written notification. Actions taken at such meetings or by written ballot shall have the same effect as those taken at regular meetings of the Board.

#### Electronic Meetings

- The board may conduct its meetings electronically using audio, video, or internet-based conferencing technologies.
- In such cases, the technology must allow for each board member to fully participate (hear, speak, have or been given access to documents and other materials as appropriate), including the opportunity to vote.
- Members must be given a reasonable opportunity to access the electronic meeting. If a board member does not have access to the technology to be used, arrangements will be made for the member to participate in person by coming to the District Office or other mutually agreed upon location (prior arrangement necessary).
- As with any board, regular or special meeting, minutes shall be kept that record a summary of the major points of discussion and any action(s) taken.
- Any board member listening or watching shall acknowledge their presence to the meeting. These names along with the attending board members shall be recorded in the minutes of the meeting.

#### Quorum

- A majority of voting members of the Board shall constitute a quorum at any properly called or scheduled meeting.

#### Actions Using Electronic Ballot

- In situations where board members are not able to meet as described above, the Board may take action by use of electronic ballot (i.e., e-mail, internet-based voting, etc.) provided all voting members of the board cast a vote and the result of the voting is unanimous.

Minutes of previous meetings, including conference calls and the responses to mailed ballots, shall be provided to the members of the Board at least ten (10) days prior to Board meetings.

The agenda for each meeting of the Board shall be prepared by the District President in consultation with the Executive Council.

The District Secretary shall serve as secretary of the Board.

(b) Service Boards: The Board of Directors shall organize the following service boards as described in the District Operations Manual:

I. Board of Missions: The Board of Missions is responsible for planning and implementing evangelism and mission efforts of the District and equipping, encouraging and empowering congregations in their mission and outreach efforts.

II. Board of Education: The Board of Education is to foster and promote Christian education in the congregations of the District, so that children, youth, and adults may grow in their faith, knowledge and understanding of God's Word, thereby equipping, encouraging and empowering them to proclaim the Gospel in their lives.

III. Board of Caring Ministry: The Board of Caring Ministry equips, empowers and encourages congregations in caring ministry which responds to the special needs of people. It also offers care and support where needed for professional workers of the church.

IV. Board of Stewardship: The Board of Stewardship encourages the free and joyous activity of the child of God and God's family, the church, in managing all of life and life's resources for God's purposes and fulfilling the responsibilities of Synod Bylaw section 4.6.

V. Board of Administration: The Board of Administration provides administrative and support services to the Board of Directors and congregations of the District including accounting, property management, communications, and related services.

VI. Executive Council: The Executive Council shall include the District President, Presiding officer of the Board meetings, the Regional Vice Presidents, the Chairman of the Circuit Visitors, the Secretary and the Treasurer. The District President shall serve as chairman of the Executive Council. The Executive Staff are advisory members of the Executive Council. The Executive Council shall recommend action to the Board on matters which do not fall within the scope of activities of the Boards listed above. The Executive Council is to serve as the coordinating agency of the Board of Directors for meeting preparation, recommendations for appointments and as a forum for sharing program and budget information with service boards.

VII. Emergency meetings: The Executive Council may act for the Board of Directors in times of emergency between meetings and in all matters delegated to it by specific action or by policy of the Board, including response to legal action. The Executive Council may not perform acts specifically required by statute or by legislation or the Constitution, Bylaws, and resolutions of the Synod. All Executive Council actions shall be reported to the Board of Directors. Any member of the Executive Council may request full Board action on any matter. Minutes of the Executive Council shall be sent to the Board within two weeks of the Council action. These meetings may be called by the District President, the Presiding Officer of the Board meetings or three members of the Executive Council.

VIII. Salary Review Committee: The Salary Review Committee is responsible to the Board of Directors for recommending salaries for the staff positions of the District and recommending changes in the base figure used for the annual Guideline for Worker Compensation for use by congregations.

IX. The President's Council shall consist of the District President, Vice-Presidents, Secretary and Chairperson of the Circuit Visitors. The District President may consult with them on ecclesiastical matters as appropriate.

(c) The District Nominations Committee.

(d) One member of the Synod's Committee for Convention Nominations when required.

(e) The following Service Boards are appointed by the District President in consultation with the Executive Council and approved by the Board of Directors: Board of Caring Ministry, Board of Stewardship, Board of Education, Board of Missions and the Board of Administration.

(f.) The Standing Committees and Commissions of the Kansas District shall be: The Elections Committee, the Congregational Constitution and Bylaw Review Committee, the District Bylaws and Operations Manual Committee and others described in the District Operations Manual.

Members of these Standing Committees are appointed by the District President and approved by the Board of Directors.

Members of these Standing Committees must be members in good standing of a voting congregation of the Kansas District.

(g.) Special Committees shall be such committees as are from time to time necessary for carrying out the duties of the District Service Boards. Members of these committees are appointed by the District President in consultation with the Executive Council and are approved by the Board of Directors.

Members of these committees must be members of a voting congregation of the Kansas District.

### 3. Term of Office:

(a) The term of office for the President shall be three (3) years. The President shall not serve more than four (4) consecutive terms.

(b) The term of office for the Vice-Presidents, Secretary, Circuit Visitors, and the Board of Directors shall be three (3) years. None of these officers shall serve more than three consecutive terms.

(c) The term of office of the District Nominations Committee shall be three (3) years. Members of the Committee may not succeed themselves.

(d) The term of office of appointive boards, committees and commissions shall run concurrent with district convention. Due to their responsibilities, the District Youth Ministry Team and the Church Worker Conference Planning Committee are exempt from running concurrent with district convention.

(e) Members of District boards and commissions shall be ineligible for reelection or reappointment to the same board or commission after serving three (3) consecutive terms unless otherwise provided in the Bylaws. They may become eligible again for election or appointment to the same office, board or commission after an interval of three (3) or more years. More than one half (1/2) term shall be regarded as a full term.

(f) Any member of a board or commission who is ineligible for reelection or reappointment may be elected or appointed to another position.

(g) Members of the District staff, while eligible for elective office, shall not serve concurrently as staff and elected officers.

**4. Accountability of Officers, Boards, Committees and Commissions:** All boards, committees and commissions shall be responsible to the Board of Directors for the discharge of their responsibilities. Officers in general are responsible to the convention of the district (Const. XI A 1) and, as regards ecclesiastical supervision, to the President of the Synod.

**5. Holding More than One (1) Elective Office:** A nominated candidate, if elected, may not hold more than one (1) office to which he/she was elected. The individual may be considered for a second office provided it is by official appointment as referenced in LCMS Bylaws 1.5.1.1-2. Doubtful cases shall be decided by the President of Synod.

**6. Succession to the Office of District President.** The Vice-Presidents shall, in the order in which they have been designated by the District Convention, succeed to the presidency in the event the President becomes unable to carry out his duties. Whenever the Board of Directors determines that the President is unable to serve in the capacity because of prolonged illness or disability, the duties and responsibilities of the office of the President shall be assumed by the First Vice-President. The First Vice-President shall remain as the acting President until the Board of Directors determines that the conditions of illness or disability have been removed.

**7. Vacancies in Elective or Appointive Office.**

(a) In the event of a vacancy in the office of a Vice President, a successor shall be appointed by the Board of Directors from the region not represented. A Vice President so appointed shall be last in the order of succession.

(b) Vacancies that occur in the office of Circuit Visitor between conventions shall be filled by appointment by the District President.

(c) Vacancies in standing committees shall be filled by the District President.

(d) Vacancies in the other elective or appointed offices or any other board, special committee or commission shall be filled by appointment by the Board of Directors. At least one nominee shall be submitted by the Executive Council. A vacancy in a position of a regionally elected layperson on the Board of Directors shall be filled with an appointee from that region.

**8. Appointment of Board Chairpersons:** The President shall appoint the chairperson of each service board. in consultation with the Executive Council and with the approval of the Board of Directors.

## **Article IV – Convention Nominations and Elections**

1. **Nominations Committee:** There shall be a District Nominations Committee consisting of three (3) ordained ministers (not more than one [1] from the same region of the District), one (1) commissioned minister, and four (4) laypersons, (one [1] elected from each region of the District). These shall be elected at a regular District Convention from the membership of voting congregations. This committee shall propose at least two (2) candidates for each office to be filled at the next District Convention except the offices of President, Vice President and Circuit Visitor.

2. Nominations for District President, Vice Presidents, Regional Lay Members of the Board of Directors and Circuit Visitors:

(a) District President – Each congregation shall be entitled to nominate one ordained minister as candidate for District President. Candidates for the office of District President shall be on the clergy roster of Synod. Only three individuals receiving nominations, and agreeing to serve if elected, may be listed on the Convention ballot.

(b) Regional Vice-Presidents – Each congregation shall be entitled to nominate from their region one ordained minister from the clergy roster of the District and who shall have residence within the region from which nominated candidates on the ballot for Vice-President from each region, shall be all those having more than a single nomination and who agree to serve if elected. In the event of death, declination, or unavailability of any candidate, the nominee having the next highest number of votes shall become a candidate. In the event of a tie for the final candidate position, all names involved in the tie shall be included as candidates.

(c) Lay Members of the Board of Directors –All nominees for lay members of the Board of Directors shall hold residency within the respective region from which they are nominated. Candidates shall be at least the two lay members in the region who receive the greatest number of nominations and agree to serve if elected. All candidates not elected shall be on the ballot for the at large lay positions on the Board of Directors.

(d) Circuit Visitor – The selection of Circuit Visitor will follow the process detailed in the Synod Handbook.

### **2. Elections:**

1. The Convention may alter or add to the nominated slates except for the slate for President. A floor nomination must be accompanied by written acceptance of nomination from the nominee and a brief biographical description of the nominee. Material should be provided in digital format when possible.
2. During the Convention, the order of elections will be: (1) President, (2) Vice-Presidents and (3) All other elective positions.
3. A majority of all votes cast shall be required for election to all elective offices and elective board positions. Candidates receiving a majority on the first ballot shall be declared elected.
4. The election of the President will take place by ballot. If no candidate receives a majority of the votes cast, the candidate receiving the fewest votes shall be eliminated on each subsequent ballot until one candidate receives a majority of the votes cast.
5. The election of the Vice-Presidents will take place by ballot. If no candidate receives a majority of the votes cast, the candidate receiving the fewest votes shall be eliminated on each subsequent ballot until one candidate receives a majority of the votes cast.
6. Upon the election of the regional Vice-Presidents, a final election will take place ranking the Vice-Presidents by separate ballots with a simple majority determining the first, second, third and fourth Vice-Presidents in line of succession.
7. Except on the election of the President and the Vice-Presidents, the following regulations will apply: Candidates receiving a majority on the first ballot will be declared elected. When a second or succeeding ballot is required for a majority, the candidate receiving the fewest votes and all candidates receiving less than 15% of the votes cast will 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 will constitute the ballot.

## **Article V - Conventions and Conferences**

### **1. District Conventions:**

(a) The regular Convention of the District is held in the year immediately preceding the general convention of the Synod. Only the Synod has the right to make an exception to this rule. Each of the parishes/ congregations of the District (a multi-congregation parish being considered as a congregational unit) shall be represented by one (1)

pastor and one (1) lay delegate duly elected by the congregation at least one hundred fifty (150) days prior to the Convention.

(b) The vote at all District Conventions shall be restricted to the duly elected and certified voting pastors and lay delegates of the congregations. Multi-congregation parishes shall determine the voting lay delegate who shall represent all congregations of that parish. If a congregation or parish has more than one called pastor who is eligible to vote, the congregation shall designate which pastor will cast a vote on behalf of the congregation.

(c) The District Convention shall be conducted in accordance with the Synod Handbook. Matters for consideration by the Convention shall be presented by overture submitted by a member congregation of the District, the District Board of Directors, an official District conference of ordained and/or commissioned ministers, a committee established by a prior convention, or a forum of a circuit. Resolutions for consideration by the Convention shall be brought to the floor of the Convention by appointed Floor Committees.

## **2. District Ordained and Commissioned Minister Conferences:**

### **(a) Official Conferences:**

- I. District-wide Ordained Ministers' Conferences shall be held at least once each year.
- II. District-wide Commissioned Ministers' Conferences shall be held at least once each year.
- III. In the odd numbered years the Ordained Ministers' Conference and Commissioned Ministers' Conference shall be held at the same time and in the same city so that both Conferences shall be enabled to meet together in joint session at least part of the time. Exceptions may be made by the District President in consultation with the President's Council.

### **(b) General Regulations:**

- I. Travel, meals, housing and other expenses for professional workers attending official conferences shall be borne by the congregations of the Ordained ministers and Commissioned ministers involved.
- II. All Ordained Ministers' and Commissioned Ministers' Conferences shall be governed by the regulations stated in the Bylaws of the Synod.
- III. All Ordained and Commissioned ministers on the District rosters are expected to attend the meeting of their official conference or present a valid excuse.

**3. Visitation Circuit Forums:** The congregations of a visitation circuit, represented by a pastor and one lay member of each congregation (Synod Bylaw 5.3.2), shall meet in circuit forums at least once triennially to select Circuit Visitors (Synod Bylaw 5.2.2), to participate in the triennial process of suggesting mission and ministry emphases to the District Convention (Synod Bylaws 5.3.4, 5.3.1[b], 4.2.1[b]), and to consider submitting other overtures to the District or Synod Convention (Synod Bylaw 3.1.6.2). In addition, the forum is encouraged to meet at least two times a year to carry out other functions as described in Synod Bylaw 5.3.1 and to pursue other interests deemed important such as lay leadership development, teacher training, and participation under existing District policy in future local mission development.

**4. Electoral Circuit Meetings:** The congregations of a visitation circuit or two adjacent visitation circuits (Synod Bylaw 3.1.2 [a]) shall meet once triennially to carry out the responsibility of electing delegates to the general convention of the Synod and to consider sending overtures to the Synod convention (Synod Bylaw 3.1.6.2).

**5. Circuit Convocations:** Circuits of The Kansas District may hold Circuit Convocations in the year following the Synodical convention. Joint convocations of Circuits may be held among Circuits. The purpose of the Circuit Convocation is to provide a setting in which congregational members may review and discuss the work of the Circuit Forum, and may receive information on various phases of the work pursued through Districts and the Synod. Its emphasis will be on inspiration, education and motivation.

## **Article VI – Property**

This corporation shall have power to acquire by gift, grants, demise, devise, bequest, purchase, or otherwise, property of every kind and description, real, personal, or mixed; to hold and use such property and deal with, or dispose of, any or all such property by sale, exchange, or gift, when necessary or expedient to carry out the objectives of the

corporation; provided that all such property shall be acquired, dealt with, or disposed of in a manner not in conflict with the laws of the State of Kansas or the laws of any state in which said property is located.

### **Article VII - Amendments and Changes**

Changes in these Bylaws and additions thereto may be made provided they are not contrary to the Constitution, Bylaws, and resolutions of the Synod, have received prior approval of the Synod's Commission on Constitutional Matters, are presented to the congregations of the District at least thirty (30) days prior to the time they are presented for vote, are separately considered and acted upon, and are passed by a majority of the voting delegates at a District convention.

The District in convention may vote to amend its bylaws provided the resolution is contingent on approval of the Commission on Constitutional Matters. The amended bylaws become effective immediately, and only upon approval of the Commission on Constitutional Matters. Should the Commission on Constitutional Matters not approve the adopted changes, the District Board of Directors may modify amendments to comply with the Commission on Constitutional Matters requirements upon their two-thirds vote.

### **Article VIII - District Operations Manual**

Changes to the District Operations Manual which do not affect the Bylaws of the District shall be reviewed and approved by the Board of Directors. Changes to the District Operations Manual which require changes to the Bylaws of the District shall require approval of the Board of Directors and adoption by the District Convention.