

I. DIRECTIVES FOR BOARDS, COMMISSIONS, AND COMMITTEES

1. Powers

- a. The Board of Directors shall have such authority over and responsibility for the property of the district as is generally vested in and imposed upon the Board of Directors of a corporation.
- b. The Board of Directors shall have the power to borrow money in the corporate name of the district, to issue and sell the district's obligations and evidences of indebtedness, and to exercise such power within and without the State of Illinois.
- c. The Board of Directors shall be legal representative and custodian of all properties and documents of the district, maintain an accurate inventory of all properties, legacies, and valuable documents, and provide for the adequate safekeeping of such documents and negotiable securities.
- d. The Board of Directors shall have all powers necessary or incidental to the full exercise of the foregoing powers and to the discharge of its duties in these Bylaws, the Bylaws of the Synod or duties assigned to it by the district convention.
- e. The Board of Directors shall in all actions be accountable to the district convention.

2. Duties

The Board of Directors shall carry out all duties which have been accorded to it by the laws of the State of Illinois, the Articles of Incorporation of the District, the Constitution and Bylaws of the Synod and District, and the resolutions of the district conventions. In particular, the Board of Directors shall have the specific duties listed below.

- a. **District Mission:** The Board of Directors and President shall develop a Long-range Plan for approval by the district convention and shall implement it through the officers and executives of the district as well as other district commissions and committees. The long-range plan shall take into consideration the mission and ministry emphases adopted by the Synod in its most recent national convention.
- b. **Appointment of Committees:** The Board of Directors shall appoint the members of the Administrative Services Committee. Before appointing members of committees, the Board of Directors shall solicit recommendations from the membership of the district. Such recommendations should name individuals having the necessary experience and expertise required to carry out the duties of such committees as assigned by the Bylaws and the Board of Directors. Appointments should strive to provide regional representation and to include ordained ministers, commissioned ministers, and laypersons.
- c. **Fiscal Matters:** The Board of Directors shall supervise the administration of all district funds; elect the Treasurer; secure an independent audit of all financial records of the district annually, or as often and at any time as it deems advisable, by a certified public accountant; provide fidelity bonds for all personnel receiving and handling district monies; strive to maintain a balanced budget through regularly monitoring the financial condition of the district to make sure that

disbursements are in keeping with current receipts; alert the district convention to all explicit or implicit financial commitments contained in all resolutions presented to it together with their effect on subsequent budgets.

- d. Research: The Board of Directors shall study the trends and developments affecting the work of the district and its congregations such as population trends, sociological developments, community planning, charitable endeavors, education, economic trends, and financial projections.
- e. District Executives: The Board of Directors shall fill executive positions authorized by these bylaws, the district convention, and action of the Board, using procedures which are consistent with the Bylaws of Synod and of the District.
- f. Public Relations: The Board of Directors shall maintain a general and continuing public relations program for the district to the end that The Lutheran Church—Missouri Synod, her message, and her purpose may be adequately presented to the public.
- g. Program: The Board of Directors shall do all things necessary to insure the proper initiation, execution, and coordination of the district's program.
- h. Conventions: The Board of Directors shall report regularly to the convention of the district.
- i. Monitoring and Evaluation: The Board of Directors shall monitor and evaluate the work of all committees, and commissions, taking appropriate action where the Board deems it advisable and making recommendations to the convention.
- j. Church Extension: The Board of Directors shall promote the support of The Lutheran Church Extension Fund—Missouri Synod, and shall see that appropriate procedures and staff support is available within the district office to process applications for loans and to administer the district's participation in the fund.
- k. Personnel: The Board of Directors shall establish and implement personnel policies that define compensation, terms and conditions of employment for all district staff members, its administrative personnel, and workers in parishes that receive financial assistance from the district. The Board of Directors shall disseminate information about the Synod's Board of Managers - Worker Benefit Plans. The Board shall accept applications of those who ask for financial assistance from the Support Program of the Synod and shall investigate and evaluate such requests.
- l. Student Aid: The Board shall receive and process applications for financial aid to students from funds provided by the district.

1. The Secretary

- a. The Secretary shall serve as the secretary at district conventions, at meetings of the Board of Directors, and at meetings of the circuit counselors. As such he shall keep an accurate, official record of their proceedings.
 - b. The Secretary shall be an advisory member of the Constitution Committee and of such other committees and commissions as designated from time to time by the President. He shall also carry out any other duties as assigned by the President.
- The Secretary is ineligible to serve as Chairman of the Board of Directors

The Board of Regents

3.10.5.1 The board of regents of each college and university shall consist of no more than 17 voting members.

1. One ordained minister, one commissioned minister, and two laypersons shall be elected by the conventions of the Synod.
2. One ordained minister, one commissioned minister, and two laypersons shall be elected by the geographical district in which the institution is located.
3. No less than four and no more than eight laypersons shall be appointed as voting members by the board of regents.
4. The president of the district in which the college or university is located or a district vice-president as his standing representative shall serve as an *ex officio* member.
5. College and university board of regents members may be elected or appointed to serve a maximum of three consecutive three-year terms and must hold membership in a member congregation of the Synod.
6. Not more than two of the elected members shall be members of the same congregation.
7. Persons elected or appointed to a board of regents should be knowledgeable regarding the region in which the institution is located and shall demonstrate familiarity and support for the doctrinal positions of the Synod and possess two or more of the following qualifications: theological acumen, an advanced academic degree, experience in higher education administration, administration of complex organizations, finance, law, investments, technology, human resources, facilities management, or fund development. Demonstrated familiarity and support of the institution is a desired quality in the candidate. When regents are elected at the national convention of the Synod, qualifications shall be reviewed and verified as outlined in Bylaw 3.12.3.7. When regents are elected at district conventions or appointed by the board of regents, qualifications of all nominees, including floor nominees, shall be reviewed and verified by the chair and secretary of the district board of directors or their designees.

A. Committee for Convention Nominations

1. The Committee for Convention Nominations shall be convened and oriented for its work by the Secretary of the District any time following each district convention.
 - a. The committee shall elect its own chairperson, vice-chairperson, and secretary, and shall organize its work in whatever way it deems necessary.
 - b. The committee may begin to solicit names of potential nominees whenever it deems appropriate, but no later than eight (8) months preceding each district convention.
 - c. The committee shall circulate to the congregations and ordained ministers of the district a request for the names and qualifications of ordained ministers, commissioned ministers, and laypersons eligible for elective office. All rostered professional church workers and laypersons who hold membership in good standing in a district congregation shall be eligible to serve the district.
 - d. The committee shall study all information obtained, and shall send to all potential candidates a form requesting their response to questions concerning their qualifications and experience, as well as their attitudes toward district and Synod. The responses by those individuals the committee intends to place into nomination shall be sent to all delegates in advance of the convention. No other material providing information about any nominee shall be distributed in the convention hall without prior consent of the chair of the convention.
2. The Committee for Convention Nominations shall nominate at least two candidates for each elective office on boards or commissions, with the exception of the President, the vice-presidents, and the circuit counselors.
 - a. No one individual, either in the Synod or the district, or combining the Synod and the district, shall ever (i) hold more than one elective office; or more than two offices, although one or both be appointed; or (ii) two offices of which one is directly responsible for the work done by the other.
 - b. An individual may be nominated by the Committee for Convention Nominations or from the convention floor for more than one elective office.
 - c. An office shall be regarded as elective only if it is an office filled through election by a national or district convention, even though a vacancy in such an office may be filled by appointment.
 - d. The Committee for Convention Nominations is to be regarded as an ad hoc committee to which limitations on holding multiple offices do not apply.