

MINUTES
COMMISSION ON CONSTITUTIONAL MATTERS
Internet Conference Meeting (Zoom.us)
July 19, 2022

148. Call to Order and Opening Prayer

Dr. Gude called an internet conference of the commission together, with all members present except for the Rev. Peters, absent due to a death in his family. He opened with prayer.

149. Concordia Seminary (St. Louis) Limited Liability Company (22-2992A)

By an email of June 15, counsel for Concordia Seminary (St. Louis) (CSL) forwarded for the commission's review a proposed operating agreement for a single-purpose entity proposed to be organized by the seminary as a limited liability company, submitted as revised in response to the commission's April review of a previous draft (Op. 2992). After discussion among the commission, it was determined that it was not necessary for Rev. Bode to recuse himself from this item.

The commission found that it remained unable to approve the operating agreement as revised, finding the "special committee," although revised to have more limited powers, and the general consent/control rights given to the ground tenant still incompatible with certain bylaw provisions noted in the first review (Bylaws 1.5.3.3-4). Noted also was the use of the word "subordinate" (Section 1.6) in describing the relationship of the provisions of the articles and agreement to the Constitution and Bylaws of the Synod, rather than "subject to," the language set forth in Bylaw 1.5.3.6 (a), with some question as to the significance of this particular wording substitution.

The commission asked the Secretary, aided by one or both of the commission's attorneys, to offer further consultation with the seminary.

150. English District Articles of Incorporation (22-2996)

By an email of May 13, the Secretary of the English District forwarded his district's proposed restatement of its articles of incorporation, which the Secretary of the Synod and Chairman Gude found to be identical, except in nonmaterial details, to those approved by the commission for the Southern Illinois District, both districts being incorporated in the State of Illinois. In an email of June 10, the Secretary of the Synod indicated, on the basis of this finding, that the articles as proposed stood approved on account of the prior approval of a virtually identical instrument for Southern Illinois, enabling the articles to be presented to the English District Convention, which convened June 20.

The commission now ratifies the response of the Secretary and its chairman, approving of the articles as adopted by the English District, thanking the district and its secretary for their attention to these matters and for submitting its articles for review, and reminding them to file with the Secretary, for the commission's files, a clean copy of the district's articles as adopted and filed with the State of Illinois.

151. Indiana District Proposed Amendment to Bylaw 13.2 (22-2997)

By an email of May 14, the Secretary of the Indiana District forwarded an additional proposed change to his district's Bylaw 13.2 (Resolution 2-03). The commission found the proposed language to be in harmony with the Constitution, Bylaws, and resolutions of the Synod and approved it for adoption.

The district and its secretary are thanked for their submission of this additional proposed change and reminded to file with the Secretary, for the commission's files, a clean copy of the district's bylaws as adopted.

152. Montana District Bylaw 2.2.1.4 (22-2995)

By an email of May 10, the Secretary of the Montana (MT) District forwarded a change proposed to his district's Bylaw 2.2.1.4, which was adopted by the district convention (convened June 13) before it could be reviewed by the commission. Having been made aware of the potential amendment, prior to the convention, the Secretary suggested this approach, the provision proposed being essentially identical to the one used at the Synod level, but also requested the complete district bylaws for review.

As to the amendment of MT Bylaw 2.2.1.4 (c), submitted for the commission's after-the-fact review under Bylaw 3.9.2.2.3 (b), the commission finds the change to be in harmony with the Constitution, Bylaws, and resolutions of the Synod and gives its approval, allowing it to become effective as adopted by the district convention. The district and its secretary are thanked for submitting this change for review and are asked to forward a clean copy of its bylaws as adopted for the commission's files.

As to the remainder of the Montana District Bylaws, last reviewed in Op. 17-2847, the commission identifies the following as needing attention in the district's next revision of its bylaws:

- MT Bylaw 1.3.1 (d): The commission notes, without completely understanding the district's practice of this provision, that attendance and participation of validly credentialed delegates cannot be contingent on the payment of a "registration fee" or "assessment [required to be] paid by all congregations."
- MT Bylaw 1.3.2 (m-r): For elections other than that of the district president and vice-presidents, the procedure of (Synod) Bylaw 4.7.3 should be used.
- MT Bylaw 2.1.3.3: It should be noted that the responsibility of stewardship cannot be left unassigned (Bylaw 4.6.1)
- MT Bylaw 3.1: The district is reminded of the possibility, which it does not have to exercise, of including an amendment provision reflective of Synod Bylaw 7.1.2, but on the district level.

The commission also inquires with the district whether it has filed its most recently revised articles of incorporation, last reviewed and approved by the commission in Op. 14-2700, with the State of Montana. The district is asked to forward a copy of these as filed with the state for the commission's records.

153. Missouri District Bylaws as Adopted (22-2991A)

By an email of July 7, the Secretary of the Missouri (MO) District forwarded a clean copy of the bylaws of his district as adopted by the convention, noting one change requiring retrospective review and approval by the commission under Bylaw 3.9.2.2.3 (b), regarding the restoration of term limits for circuit visitors, in MO Bylaw II F 2. The commission finds the change to be in harmony with the Constitution, Bylaws, and resolutions of the Synod and gives its approval, allowing it to become effective as adopted by the district convention. The district and its president are thanked for sending the clean copy of its bylaws for the commission's files and for noting these changes for the commission's retrospective review.

154. Nebraska District Bylaws, Adopted as Amended (22-2998)

By an email of July 19, 2022, the President of the Nebraska District forwarded a clean copy of his district's bylaws as adopted by the convention, noting changes made at the time of the convention to NEB Bylaws IV.A.4.1 and IV.H.1, which are subject to the commission's after-the-fact approval under Bylaw 3.9.2.2.3 (b). The commission finds the adopted language to be in harmony with the Constitution, Bylaws, and resolutions of the Synod and gives its approval, allowing it to become effective as adopted by the district convention.

The commission does note its impression that the purpose of the ability of a district board of directors to reassign congregations to visitation circuits—namely, to allow circuits to be restructured as needed without waiting for a district convention—would seem to be frustrated if that realignment would not be in force and effect until ratified by the district convention (Bylaw IV.A.4.1; cf. ratification in Bylaw 5.2.2 [h] or as in *Robert's Rules of Order, Newly Revised* [12th ed.] 10:54). The precise sense of the mechanism adopted—

which the commission, incidentally, understands to apply only to the assignment of congregations to circuits and not to the district board's requests for electoral circuit exceptions or its combination of visitation into electoral circuits—may, therefore, call for clarification. (The Secretary confirmed with the district president after the meeting that the district's intended sense is that the assignment of congregations by the board would be effective, but that the subsequent convention would review and potentially revise.)

The district and its president are thanked for sending the clean copy of its bylaws for the commission's files and for noting these changes for the commission's retrospective review.

155. Bylaw Requirements for University and Seminary Calls (22-2988)

The commission discussed this item, along with input received, and determined to continue its discussion of the matter at its next in-person meeting.

156. Closing Prayer and Future Meetings

With the evening's agenda concluded, Dr. Gude concluded with prayer. Reviewing outstanding and likely-to-be-received business, the commission determined to arrange by email for an in-person Friday–Saturday meeting during the month of October and to handle any urgent intervening business on an as-needed basis by internet conference meeting.

John W. Sias, *Secretary*