

## **District Articles of Incorporation Template**

### Introductory Comments

The Commission on Constitutional Matters is required by Bylaw 3.9.2.2.3 to “examine the articles of incorporation, bylaws, and policy manuals of every agency of the Synod to ascertain whether they are in harmony with the Constitution, Bylaws, and resolutions of the Synod.” The following suggested template for district Articles of Incorporation is intended to assist districts as they review their Articles, and to make certain that all the requirements of the Synod’s Constitution, Bylaws, and resolutions are included in the Articles of Incorporation of each district.

The legal requirements of states may differ with respect to the formation of non-profit corporations and the process for amending their Articles of Incorporation. As such, it is critically necessary for each district, prior to considering changes to its Articles of Incorporation, to consult with local counsel familiar with these requirements. For example, many states will require a recitation of the then-existing registered agent and the registered agent’s address, and/or a statement as to whether the corporation is a public benefit corporation, and/or the name and address of each incorporator. Some states also require a recitation that the Articles as amended were approved properly according to procedures provided by the existing corporate structure of the entity involved.

While many states allow for very simplified Articles of Incorporation, the suggestions provided in the attached template are intended to assure that each district’s Articles also satisfy requirements of the Synod, which in many instances go beyond the minimal requirements of states. Of particular note: The precise wording of suggested Articles VIII a and IX a-c in the template are required by 2004 Synod Res. 4-11 to be included in the Articles of Incorporation of all agencies of the Synod. This required wording cannot be changed or omitted without specific action by a convention of the Synod or by the Synod’s Board of Directors.

### Template

#### Amended and Restated **Articles of Incorporation** of

The (insert name) District of The Lutheran Church—Missouri Synod

A

#### Article I Name, Duration, Registered Office, and Agent

- a. The name of this corporation shall be “The (insert name) District of The Lutheran Church--Missouri Synod.”
- b. The period of duration of the corporation is perpetual.
- c. The address of the registered office of this corporation as of (insert date) is (insert location).
- d. The registered agent of this corporation is (insert name and address).

#### Article II Objectives

The objectives of this corporation shall be to carry out within the (insert name) District the objectives of The Lutheran Church—Missouri Synod.

#### Article III Membership

The membership of this corporation is the congregations, and the ordained and commissioned ministers of religion of The Lutheran Church—Missouri Synod who have affiliated with this district.

The voting power of this corporation resides in the congregations which are members of the corporation. These congregations exercise this voting power through the accredited pastoral and lay delegates of those same congregations of the Synod that have affiliated with this district.

#### Article IV Meetings

This corporation shall have general meetings of its members in the years prescribed by the Constitution and Bylaws of The Lutheran Church—Missouri Synod. Special meetings may be called in such manner as may be provided by the Synod.

#### Article V Officers and Board of Directors

- a. The officers of this corporation shall consist of a president, vice-presidents as specified by the bylaws of this corporation, a secretary, a treasurer and such others as bylaws may identify.
- b. The board of directors of this corporation shall be of the size and composition as shall be determined in the bylaws of this corporation.
- c. The officers and members of the board of directors shall be elected at the general meetings of this corporation for such terms as shall be specified by the bylaws of this corporation and shall serve until their successors are duly elected and have qualified.

#### 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            (insert name of state where Articles are filed) or the laws of any state in which said property is located.

#### Article VII Constitution and Bylaws

- a. The Constitution of The Lutheran Church—Missouri Synod is also the Constitution of this corporation.
- b. The Bylaws of The Lutheran Church—Missouri Synod shall primarily be the Bylaws of this corporation. This corporation may adopt additional bylaws that are not in conflict with the Constitution, Bylaws, and resolutions of the Synod.

#### Article VIII Dissolution

- a. In the event this corporation is dissolved or its existence otherwise terminates or is terminated, after the payment of the debts of the corporation, all right, title, and interest in and to its property, whether tangible or intangible and whether real or personal, shall thereupon automatically vest in or be transferred to the Synod, and this corporation covenants and agrees to execute and deliver to the Synod such documents and instruments and to take such other and further actions as the Synod may deem reasonably necessary or desirable, in order to evidence and give full effect to the foregoing. This provision may not be altered or

deleted without the approval of the Synod in convention or the Board of Directors of the Synod.

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

#### Article IX Relationship to the Synod

This corporation, as part of The Lutheran Church—Missouri Synod, acknowledges its allegiance to the Synod and to the convention of the Synod. It submits to the authority of the Synod and the convention. It accedes, recognizes, and accepts the doctrine taught and practiced in the Synod (Art. II) and also the Articles of Incorporation, Constitution, and Bylaws of the Synod, as currently in effect and as may hereafter be amended from time to time.

- a. In the event of any conflict or inconsistency between the organizational documents of this corporation and the Articles of Incorporation, Constitution, or Bylaws of the Synod, as may hereafter be amended from time to time, the Articles, Constitution, or Bylaws of the Synod shall control and govern.
- b. This provision may not be altered or deleted without the approval of the Synod in convention or the Board of Directors of the Synod.
- c. Neither The Lutheran Church—Missouri Synod nor The Lutheran Church—Missouri Synod Incorporated is responsible for the debts or other obligation of this corporation nor do they represent or endorse the fiscal solvency of this corporation.

#### Article X Amendments

Amendments to these Articles of Incorporation may be made at any time at a regularly called meeting of this corporation by a majority of the voting delegates present at such meeting, provided such amendments are not inconsistent with the Constitution or the laws of the United States or the State of (insert state where articles are filed) or the Constitution or Bylaws of The Lutheran Church—Missouri Synod, and with prior approval of the Commission on Constitutional Matters of the Synod.