

MINUTES
COMMISSION ON CONSTITUTIONAL MATTERS
Internet Conference Meeting (Zoom.us)
May 6, 2025

116. Opening Prayer and Adoption of Agenda

With all commission members present by internet conference, Chairman Peters called the meeting to order. Following an opening prayer, the commission proceeded with its previously distributed agenda, as follows:

117. Request for Reconsideration of Opinion 24-3031, “Adjunct Seminary Faculty” (24-3031A)

The commission reviewed a letter, dated the day of the meeting, from the reverend presidents of Concordia Theological Seminary and Concordia Seminary regarding the commission’s recent Op. 24-3031. The commission resolved to receive the request for reconsideration included in the letter, requesting that the Secretary request and compile input from impacted agencies, including the seminary boards and university presidents and boards, Concordia University System, and the President of the Synod.

118. South Wisconsin District Overture and Bylaw Amendment, Proposed (25-3062)

By an email of April 9, the South Wisconsin District Office forwarded for the commission’s review a district convention overture, “To Amend Bylaw 1.24.a to Limit Terms of the Office of District President, Vice-Presidents, Secretary, Assistant Secretary, and Treasurer.” The commission finds the overture to be in harmony with the Constitution, Bylaws, and resolutions of the Synod.

The commission does suggest alternative language that may be clearer, namely to substitute for the “shall...” as proposed the following: “may not serve more than four consecutive terms in one particular office and may not serve more than 15 years (whether consecutive or non-consecutive) in one particular office.” This language is approved for presentation to and adoption by the district, should the suggestion be taken up.

The district is thanked for sending the item for review and reminded, should the proposal be adopted, to forward for the commission’s records a clean copy of the bylaws as adopted.

119. Central Illinois District Bylaws, Further Revised (25-3053A)

By an email of April 24, the Central Illinois District President forwarded for the commission’s review, in response to the commission’s earlier Op. 25-3053, a proposed further revision of the district’s bylaws. In response the commission notes:

- CI Bylaw 2.3.b: The memorandum sent with the document indicates that a separate overture will be forthcoming, but Bylaw 2.3.b as proposed to be amended sets September 1 following as the date definite for assumption of office. The commission approves the change and indicates that any subsequent amendment to what is proposed would require separate approval, either before or, subject to 3.9.2.2.3 (b), after the district convention.
- Bylaw 2.5.c, 2.6.a.9, etc. and 2.22.a, etc.: It is the commission’s understanding that the district committee intends to use “pastor” to refer in general to a man on the district (Synod) roster as an “ordained minister,” and “parish pastor” to refer to those presently in parish service, while using “commissioned church worker from the Synod roster” to refer to a “commissioned minister.” (Incidentally, it uses the latter even where “...from the Synod roster” is followed by “of the district.”)

With regard to this second item and as explained in the accompanying memorandum, this usage seems to be intentionally and purposefully different from the language the Synod in convention has adopted and commonly uses in its Bylaws. If the members of the district believe that the nomenclature adopted by the Synod in convention is not the best, they have the ability to memorialize the Synod to change it. That

notwithstanding, in this, as well as in all other respects, “the Bylaws of the Synod are *primarily* the bylaws of the district” (Bylaw 4.1.1.2 [a]). While the district’s proposed changes in this area have achieved something of an internal consistency, they are inconsistent in this important aspect of terminology with the *primary* bylaws to which they are to be joined. To adopt these proposed changes would not be a move toward, but away from, *harmony* with the Bylaws of the Synod. The commission, therefore, *does not approve*:

- Any change of “ordained minister(s)” to “pastor(s),” except that a change from “ordained minister(s)” to “parish pastor(s)” may be made where the restriction to those ordained ministers presently installed to parish service *as pastors* is intended and where this restriction does not otherwise conflict with the Bylaws of the Synod. (Where the intention is to refer to all ordained ministers on the roster of the district or Synod, the proper term, established by the *primary* bylaws of the district, is “ordained minister[s].”) (e.g., Bylaws 2.5.c; 2.6.a.9; 2.6.b.1–2; 2.16; 2.25.b; 2.23.a; 2.34.a; 2.37.a; and 11.1.a)
- Any change of “commissioned minister(s)” or any collection of types of commissioned minister to “commissioned church workers(s) from the Synod roster.” (The district may, where it intends to make a material change from a specific collection of types of commissioned minister to the general class of commissioned ministers, use the term established by the *primary* bylaws of the district: “commissioned minister[s].”) (e.g., Bylaws 2.22.a; 2.25.b; 2.5.c; 2.6.a.7, 10; 2.9.a; 2.37.a; 2.46.a; 3.4.c.iii; 5.1.f; 7.1.d; 11.1.a; 11.2.e; and 12.1.a.ii)

Such changes are not approved as in harmony with the Constitution and Bylaws of the Synod and are not to be presented to the convention for adoption. Other changes presented are approved for presentation to the convention and adoption as in harmony with the Constitution and Bylaws of the Synod.

In addition:

- At Bylaw 2.9.a, relevant language must be conformed to Const. Art. XII 7 to read: “shall supervise the doctrine, life, *and administration of office* [or, following instead Bylaw 4.4.5, *official administration*] of the ordained and commissioned ministers of the district.”

The district is thanked for sending its documents for review and requested to forward, for the commission’s files, a clean copy of the bylaws as adopted by the convention, as well as indication of any item requiring further attention under Bylaw 3.9.2.2.3 (b).

120. Lutheran Church Extension Fund Articles and Bylaws, Proposed (24-3050A)

By an email of April 28, the President and CEO of the Lutheran Church Extension Fund (LCEF), in response to the commission’s review in Op. 24-3050, forwarded for the commission’s review three items:

- A further revision of articles and bylaws as approved in Op. 24-3050, excluding those changes addressing the “ratio problem.” These respond to changes requested by the commission and include language crafted in Bylaw Article II, Section 6 (d), to harmonize the treatment of a presidential incapacity with the requirements of Synod Bylaw 3.6.1.5 (a)(2).
- A draft overture for submission to the Synod convention, proposing to amend Bylaw 3.6.4.3 [1] to provide for four, rather than three, directors to be elected by the Synod in convention, with three, rather than two, being laypersons.
- A separate revision of LCEF Bylaw Article II, Sections 1 and 2 B to increase the number of directors elected by the Synod in convention from three to four, addressing the “ratio problem.” This would be contingent upon adoption of the above overture by the Synod in convention.

The first item was sent for the commission’s final approval and is intended, upon approval by the commission, to be presented for unconditional approval by the Synod Board of Directors and membership of LCEF. The second and third items are sent with the intention of requesting the commission’s approval of the proposed convention overture (which would change the Synod bylaws) and of the revision to the LCEF bylaws that would be adopted by its membership (after approval also by the Synod Board of

Directors) to take effect only upon the Synod overture's adoption, so that LCEF bylaws would be harmonized with the change hoped to be adopted by the convention.

With regard to the first item, in view of Synod Bylaws 3.6.4 (a) and 3.6.1.8 (c), the commission notes an additional detail in Article NINTH, namely, that the "two-thirds majority vote" is to be of the *members* (whether all members or members appointed by the Board of Directors), not of the *members present at such meeting*. The two instances of "present at such meeting" should therefore be removed. The same changes need to be applied in the Bylaws, Article VII, as the same standards apply to the amendment of the LCEF Bylaws as to the LCEF Articles. With this change, the commission grants its approval to the first item, the revision of LCEF Articles and Bylaws, as here presented, as in harmony with the Constitution, Bylaws, and resolutions of the Synod.

The commission also granted its approval to the content of the proposed Synod convention overture.

Upon the adoption of a resolution embodying the content of this overture by the Synod convention, given the priority of Synod Bylaws under LCEF Art. of Inc. Article SEVENTH, the additional convention-elected member would be added forthwith to the LCEF board. The LCEF Bylaws would then need to be brought into conformity on this point. Rather than speculatively approve changes to the LCEF Bylaws, which could only be adopted contingent upon adoption of controlling Synod bylaw (noting that submission of an overture is no guarantee that changes will be adopted exactly as proposed, or at all), the commission suggests that the LCEF Bylaws be brought into conformity subsequent to the Synod's adoption of said amendment.

LCEF and its leadership are thanked for sending these documents for review and reminded to file with the commission a clean copy of the articles and bylaws as adopted.

121. Camp Luther Articles, Bylaws, and Newly Revised Policy Manual (25-3061)

By an email of April 7, the North Wisconsin District Office forwarded for review the articles, bylaws, and policy manual of Camp Luther, a subsidiary of the North Wisconsin District. In its review, the commission noted:

- Articles, Article 6: 1981 Res. 5-07 requires that the North Wisconsin District be the sole member of this subsidiary agency.
- Article 9: The provisions of the corporation's articles and bylaws should be stated to be subject to "the provisions of the Constitution, *the Bylaws, and the resolutions of the Synod in convention*," as set forth in Bylaw 1.5.3.6 (a), notwithstanding that 1981 Res. 5-07 language regarding the bylaws and resolutions is included in Bylaw Article III. Compliant language is required to be in the most fundamental governing document, unless an exception is obtained from the Synod Board of Directors (Op. 17-2811).
- Bylaw Article III: For avoidance of all doubt, it would be well to include here the Constitution of the Synod along with the Bylaws and resolutions of the Synod, as set forth in Synod Bylaw 1.5.3.6 (a).
- Article V, "Meetings": Instead of "at least four (4) times a calendar year" this should read "at least quarterly" (Synod Bylaw 1.5.3).
- Article V, "Officers and Duties": Election of officers is required to be at the first meeting after appointment (Synod Bylaw 1.5.3.1), which may not be the fourth quarter.
- Article V, *second* "Term of Office": Election of officers is stated above to be annual, whereas here they are stated to have two-year terms. This seems to be inconsistent and should be reconciled.

- Article V, “Termination of Office”: Causes for removal are all those listed, and those *as* listed, in Synod Bylaw 1.5.7. The single ground stated for removal of a director is not the same “unexcused absence” provision stated in the Synod Bylaws, and the others are entirely absent.
- Article VI: “Employees shall not vote in Board affairs.” Synod Bylaw 1.5.1.1 prohibits employees from serving as members of the board. The commission wants to underscore this requirement, which would make this rule moot—if it understands correctly.
- Article IX: As an organization that is a ministry *of the district*, and therefore not (Synod Bylaw 6.2.1) “independent of the Synod,” Camp Luther is not eligible for recognized service organization status (see also Policy 1.3.2).
- Policy Manual (in general): The policy manual is oriented highly toward “policy[-based] governance,” a model the commission has criticized in various contexts (especially districts) where the Synod Bylaws require specific actions from boards that the model (cf. Policy 2.4.7.1) and/or prohibit and limit the authority or responsibility of the board and/or executive in ways that are incompatible with the model. While that is not the case here, the commission has found that thoroughgoing adoption of the “policy[-based] governance” model has in other instances raised questions about whether the roles of a “governing board” (Synod Bylaw 1.2.1 [k]) and chief executive (Synod Bylaw 1.2.1 [b]) are being exercised as generally expected for agencies of the Synod.
- Policy 2.2.1.5: As Camp Luther is an agency of the Synod, Synod Bylaws 1.5.7–1.5.7.1 apply to removal of directors for cause, including for unexcused absences (see also above, under Bylaws, Article V, “Termination of Office”).
- Policy section 2.9: Agencies of the Synod, like Camp Luther, are required to observe the requirements of Synod Bylaws 1.5.3.1–4 with regard to the establishment of, and delegation of authority to, committees. These regulations contain important limitations which must be observed. In particular, with regard to Policy 2.9.5, Synod Bylaws expect that the board as such would appoint and assign responsibilities to committees, not the chairman acting individually.

The district and its camp are thanked for submitting these documents for review.

122. Plan for Next Meeting

The commission has planned an internet conference meeting tentatively for July 17, 6:30 PM Central, to process higher education governance documents and any district items that arrive. It also planned an in-person meeting, tentatively, for September 12–13.

123. Meeting Review and Adjournment

The agenda being concluded, the commission adjourned with a benediction.

John W. Sias, *Secretary*