

7. Planning and Administration

To Standardize Candidate Information

RESOLUTION 7-01A

Overtures 7-31–34 (*CW*, pp. 247–248)

WHEREAS, Informed electors strengthen the integrity of the voting process; and

WHEREAS, The Constitution and Bylaws of the Synod allow for additional biographical information of nominees for other offices (Bylaw 3.12.3.6 [c]); and

WHEREAS, Bylaw 3.12.3.6 (c) should be expanded to provide uniformity in content of candidate statements and to summarize their service throughout the Synod; therefore be it

Resolved, That Bylaw 3.12.1.2 be amended to read as follows:

PRESENT/PROPOSED

3.12.1.2 The Secretary of the Synod shall publish in the *Convention Workbook* brief biographies of the five candidates for President, the five candidates for First Vice-President, and the 20 candidates for vice-presidents two through five. This report shall contain such pertinent information as age, residence, number of years in the Synod, present position, offices previously held in a district or the Synod, year of ordination, former pastorates, involvement in community, government, or interchurch affairs, ~~and~~ any other specific experience and qualification for the office-, and if the candidate so desires, also a brief personal statement.

and be it further

Resolved, That Bylaw 3.12.3.6 (c) be amended to read as follows:

[c] The committee's report shall list the qualifications of various positions used in the solicitation of candidates and contain pertinent information concerning each candidate, such as age, occupation or profession, district affiliation, residence, specific experience, number of years as a member of an LCMS congregation, present position, offices previously held in a congregation, district or the Synod, and qualifications for the office in question, and if the candidate so desires, also a brief personal statement.

Action: Adopted (2)

(After the resolution's introduction by the committee, a substitute motion "to consider Ov. 7-33 (*CW*, p. 247) in place of Res. 7-01A" was declined consideration by the convention. As discussion continued, an amendment to retain the word "age" in the proposed Bylaw 3.12.1.2 was adopted, and a motion to add the words "one's position with regard to the Anderson lawsuit until 2013" was ruled out of order. The resolution was adopted as amended [Yes: 1,073; No: 100].)

To Amend Bylaw 2.11.1 (k) re Roster Eligibility

RESOLUTION 7-02

Overture 7-04 (CW, pp. 237–238)

Introduction

This proposed change to Bylaw 2.11.1 (k) was encouraged by the LCMS Council of Presidents at its February 11, 2007, meeting. Because the council cannot submit business to a convention of the Synod, it asked the Secretary of the Synod to forward the proposed change to the Commission on Structure with the request that the commission develop an appropriate overture and submit it to the Synod's 2007 convention.

WHEREAS, A lack of clarity in the granting of RSO (Recognized Service Organization) status to school associations has resulted in a change in practice that will exclude from RSO consideration all schools that are governed solely by LCMS congregations and that will reserve RSO status for those school associations that include non-LCMS participation and therefore are "independent of the Synod" (Bylaw 6.2.1); and

WHEREAS, While this change will restore to solely LCMS schools the ecclesiastical supervision of the district president through his supervision of their congregations, and while it will not affect their eligibility for benefits that accompany RSO status, it does call into question the right of a solely LCMS school association to call church workers; and

WHEREAS, While Bylaw 2.11.1 (k) provides the right to call church workers to "an auxiliary (Bylaw section 6.1) or other recognized service organization (Bylaw section 6.2), including a person serving an educational institution, whether elementary or secondary, recognized by the Synod," it does not specifically grant that right to school associations governed solely by LCMS congregations; and

WHEREAS, Such provision is necessary for the continued eligibility of a school association's church workers to remain on the roster of the Synod as active members (Bylaw 2.11.1); and

WHEREAS, The Commission on Structure has studied this issue and recommends the following change; therefore be it

Resolved, That Bylaw 2.11.1 (k) be amended to include as active members of the Synod those church workers called by school associations that are solely governed by LCMS congregations, as follows:

PRESENT/PROPOSED WORDING

- 2.11.1 To remain on the roster of the Synod as an active member, an ordained or commissioned minister of religion must be a communicant member of a congregation which is a member of the Synod (except as provided in paragraph [c] below) and be regularly performing the duties of one of the following:...
- ...(k) An executive or professional staff member called or appointed by an auxiliary (Bylaw section 6.1) or other recognized service organization (Bylaw section 6.2), ~~including or~~ a person serving an educational institution solely governed by congregations of the Synod, whether elementary or secondary, and recognized by a district of the Synod.

Action: Adopted (2)

(The resolution was adopted without discussion after the committee changed "Unclarity" in the second whereas paragraph to "A lack of clarity" [Yes: 1,077; No: 84].)

To Amend Bylaw 3.2.5

RESOLUTION 7-03A

Overtures 7-39–40 (CW, pp. 249–250)

WHEREAS, Confusion has become apparent regarding bylaw requirements for determining the slate to be considered for filling vacancies on elected boards and commissions by the appointing authority; and

WHEREAS, Bylaw 3.2.5 (a) currently allows for broad input in gathering a list of nominees, including the board or commission where the vacancy occurs, the President of the Synod, the district boards of directors, and the slate of candidates from the previous convention of the Synod; and

WHEREAS, The Commission on Structure has recommended clarification of Bylaw 3.2.5; therefore be it

Resolved, That the convention amend Bylaw 3.2.5 to add the following:

PRESENT/PROPOSED

(d) The appointing board may not amend the list of candidates.

Action: Adopted (2)

(During discussion, the propriety of a motion to amend the resolution by deleting “not” from the proposed bylaw wording was discussed and a motion to introduce this deletion as a substitute motion was declared out of order. After further discussion, the resolution was adopted as presented by the committee [Yes: 774; No: 399].)

To Amend Bylaw 2.11.2.1 re Emeritus Members

RESOLUTION 7-04A

Overture 7-03 (CW, p. 237)

Introduction

This proposal for amending Bylaw 2.11.2.1 was approved by the LCMS Council of Presidents at its February 11, 2007 meeting. Because the Council cannot submit business to a convention of the Synod, it asked the Secretary of the Synod to forward the proposed overture to the Commission on Structure with the request that the Commission submit it to the Synod's 2007 convention.

WHEREAS, Emeritus members of the Synod are, like candidate and non-candidate members, "inactive members" of the Synod (Bylaw 2.11.2.1); and

WHEREAS, Candidate and non-candidate members are required to file an annual report with their district presidents; and

WHEREAS, There is an increasing mobility on the part of our emeritus members; and

WHEREAS, These veterans of the church often continue to serve the church in various locations; and

WHEREAS, District presidents are responsible for the ecclesiastical supervision of these veteran servants of the church; and

WHEREAS, It is important, as with candidate and non-candidate members, to maintain contact with emeritus members; and

WHEREAS, The Commission on Structure has studied this issue and recommends the following change; therefore be it

Resolved, That Bylaw 2.11.2.1 be amended with the addition of the following paragraphs:

PRESENT/PROPOSED WORDING

(a) The emeritus member or a representative identified by his district president shall, by January 31, make an annual report to the member's district president.

(b) This report shall include current contact information and address the criteria for remaining an inactive member of the Synod.

Action: Adopted (5)

(During discussion, an amendment to add "or a representative identified by his district president" after "emeritus member" in proposed Bylaw 2.11.2.1 (a) was agreed to by the committee, and the resolution was adopted as changed [Yes: 965; No: 172].)

**To Promote Transparency in Governance
of Synod and Its Institutions**

RESOLUTION 7-05B

Overture 7-41 (CW, p. 250)

WHEREAS, The Synod has established a number of program boards and commissions in order to carry out its business between conventions; and

WHEREAS, From time to time the Synod establishes special boards or commissions to accomplish specific goals or address specific concerns; and

WHEREAS, These program boards and commissions are responsible to the Synod and its members as to the conduct of their duties; and

WHEREAS, Openness and transparency of operation by these program boards and commissions builds trust and confidence in the members of the Synod that the Synod is being governed correctly and competently; and

WHEREAS, Minutes of these program boards and commissions provide a historic record of proceedings; and

WHEREAS, There exists no secular legal requirement to publish such minutes; and

WHEREAS, The Board of Directors and various program boards and commissions currently publish minutes or proceedings; and

WHEREAS, Allowing members of the Synod the ability to obtain copies of official minutes of program boards or commissions promotes transparency; therefore be it

Resolved, That agencies of the Synod announce their upcoming meetings; and be it further

Resolved, That any member of the Synod may request a copy of any official minutes of program boards or commissions by submitting a written or electronic via E-mail request to the Secretary of the Synod; and be it further

Resolved, That the Secretary of the Synod provide such minutes according to the policy of the Board of Directors; and be it further

Resolved, That the Commission on Constitutional Matters incorporate this resolution into the appropriate place in the Bylaws; and be it finally

Resolved, That agencies of the Synod develop policies and procedures for making available official minutes of their meetings.

Action: Adopted (5)

(Upon its introduction by the committee, the parliamentarian advised that the adoption of this resolution would require a two-thirds vote. During discussion, an amendment was introduced to add a new second resolve: "*Resolved*, That all bylaws and procedures of our boards and commissions allow for a one-fifth minority of any board or commission to call for a roll call vote of its members at any time; and be it further." By common consent, "bylaws" in the proposed resolve was changed to "policies" before the amendment failed to be adopted. When the parliamentarian advised that accurate registration information would be necessary before voting on the resolution, the convention went on to other business until voting delegate registration information could be obtained. Upon the report of the chairman of Committee 9 that the voting delegate registration totaled 1,239, discussion continued and the addition of "or electronic via E-mail" after "written" in the second resolve was agreed to by the committee. The resolution was adopted as changed [Yes: 1,053; No: 109].)

To Amend Bylaws 3.9.2.2.4 and 3.3.5.3

RESOLUTION 7-06A

Overture 7-55 (CW, p. 255)

WHEREAS, There is confusion regarding the respective roles of the Commission on Constitutional Matters (CCM) and the Board of Directors regarding the review of program boards' and commissions' policy manuals; and

WHEREAS, Both groups have responsibility for certain different aspects of these policies related to their spheres of responsibility; and

WHEREAS, The CCM is given the responsibility in the *Handbook* to examine the documents of these agencies of Synod "to ascertain whether they are in harmony with the Constitution, Bylaws, and resolutions of the Synod"; and

WHEREAS, The Board of Directors is given the responsibility in the *Handbook* for the "coordination of the policies and directives of the Synod"; therefore be it

Resolved, That Bylaws 3.9.2.2.4 and 3.3.5.3 be amended to read as follows:

PRESENT/PROPOSED WORDING

3.9.2.2.4 The Commission on Constitutional Matters shall examine in advance the articles of incorporation and the bylaws or ~~regulations~~ governing instruments of every agency of the Synod and all proposed amendments of such documents to ascertain whether they are in harmony with the Constitution, Bylaws, and resolutions of the Synod.

(a) An agency of the Synod shall make such amendments to or changes in these documents as may be necessary to conform.

(b) The commission shall maintain a file of the articles of incorporation, ~~and~~ bylaws, and ~~regulations~~ governing instruments of all agencies of the Synod.

3.3.5.3 The Board of Directors shall provide for the review and coordination of the policies and directives of the Synod authorized by the Constitution, Bylaws, and resolutions of the Synod, evaluating plans and policies and communicating to the appropriate boards and commissions suggestions for improvement and, in the case of program boards and commissions, require changes for compliance with Board of Directors' policies within the sphere of its responsibility.

Action: Adopted (5)

(The resolution was adopted as presented by the committee without discussion [Yes: 1,044; No: 80].)

To Revise Bylaw Section 1.5 and to Add Definitions to *Handbook*

RESOLUTION 7-07A

Overtures 7-01–02 (*CW*, pp. 233–237)

Rationale

After the 2004 convention, the Commission on Constitutional Matters (CCM) was requested to give an opinion regarding the term “agency” in Bylaw 1.5.9, specifically, whether every agency of the Synod is required to follow the human resources policies of the Synod. Prior to the 2004 revision of the *Handbook*, the term “agency” was not used in the comparable bylaw but was substituted for the phrase “every board, commission, and synodwide corporate entity” (2001 *Handbook* Bylaw 3.69 [e]). With the introduction of the broader term “agency” into Bylaw 1.5.9, the application of the bylaw appeared to have been expanded to include all agencies as defined in Bylaw 1.2.1 (a), *i.e.*, not only boards, commissions, and synodwide corporate entities, but also districts, colleges, and seminaries, which had never before been required to follow the human resource policies of the national office of the Synod. In its Opinion 05-2426 (*CW*, p. 324) the CCM referred the use of the term “agency” in Bylaw 1.5.9 to the Commission on Structure (COS).

As the COS began its work, it quickly became apparent that terminology in the Bylaws and especially Bylaw section 1.5 was not used clearly and consistently (terms such as “officer,” “executive,” “chief executive,” “chief executive officer,” “executive director,” “chief administrator,” and others). The COS addressed this issue by proposing definitions for the terms “officer,” “executive director,” and “chief executive” to be included in the definitions of terms provided by Bylaw 1.2.1 in the *Handbook*.

To provide clarification of Bylaw 1.5.9 regarding the human resources policies of the Synod, it was necessary for the COS to consider Bylaw section 1.5 in its entirety. The commission concluded that it would be helpful to rearrange the material in the section to make clear when the regulations of the bylaw section are applicable to corporate Synod and when they are applicable to the Synod in the broader sense.

In order to deal with these issues; therefore be it

Resolved, That Bylaw section 1.2 be amended as follows, the existing paragraph lettering to be adjusted to provide for the inclusion of three new terms:

PRESENT/PROPOSED WORDING

1.2 Definition of Terms

- 1.2.1 The following definitions apply to the entire Bylaws of The Lutheran Church—Missouri Synod:...
- ... (b) ***Chief Executive***: The top staff administrator of an agency of the Synod, who may be referred to as President, other than a program board or commission...
 - ... (h) ***Executive Director***: The top staff administrator of a program board or commission of corporate Synod...
 - ... (l) ***Officer***: Those positions identified in Constitution Art. X A or Art. XII 3 or Bylaw section 3.4 unless qualified by a modifier...

and be it further

Resolved, That Bylaw section 1.5 be revised as follows:

PRESENT/PROPOSED WORDING [2004 BYLAW REFERENCES IN BRACKETS]

1.5 Regulations for Corporate Synod and Agencies of the Synod

General

- 1.5.1 Board and commission members Members of all agencies shall be members of member congregations of the Synod. [1.5.1]
- 1.5.1.1 Unless otherwise specified or permitted by the Bylaws, chief executives and executive directors, faculty, and all staff on either the national or district level shall not be members of the board of the agency under which they serve, nor shall any such executives or staff be members of the board of any other agency of the Synod. [1.5.4]
- 1.5.1.2 No one, either in the Synod or ~~in~~ a district, or between the Synod and a district, shall hold more than one elective office; or hold more than two offices, although one or both be appointive; or ever hold two offices of which one is directly responsible for the work done by the other. [1.5.5]
 (a) An office shall be regarded as elective only if it is an office filled through election by a national or a district convention, even though a vacancy in such an office may be filled by appointment. [1.5.5 (a)]
 (b) Doubtful cases shall be decided by the President of the Synod. [1.5.5 (b)]
- 1.5.1.3 ~~Members of Every boards and or commissions and member~~, officers, and all executive staff of the corporate Synod and ~~its agencies~~ every agency of the Synod shall be sensitive in their activities to taking or giving offense, giving the appearance of impropriety, causing confusion in the Synod, or creating potential liability. [1.5.6 (a)]

Disclosure of Conflicts of Interest

- 1.5.2 Every board, or commission member, officer, and all staff ~~member~~ of the corporate Synod and every agency of the Synod shall avoid conflicts of interest as described in this bylaw. [1.5.12]
 (a) ~~Each governing board~~ Every agency shall ~~maintain and monitor a~~ implement the synodwide conflict-of-interest policy, which and that policy shall be applicable to them and all the boards, commissions, officers, and executive staff operating under them, ~~respective agency~~. Each This policy shall include the following provisions: [1.5.12.1]
 (1) ~~Each~~ Every board or commission member shall disclose to the chairman of the agency and ~~each all staff person~~ shall disclose to the chief executive or executive officer director of the agency any potential conflicts of interest. Each chairman or chief executive or executive officer director shall disclose personal potential conflicts of interest to the governing appropriate boards or commission. [1.5.12.1 (a)]
 (2) Such disclosures shall include board membership on, a substantial interest in, or employment of the individual or a relative by any organization doing business with ~~the corporate~~ Synod or any of ~~its~~ the agencies of the Synod. [1.5.12.1 (a) (1)]
 (3) ~~Board members or staff persons~~ Every board or commission member, officer, and all staff of corporate Synod and every agency of the Synod who receives honoraria or payments for any sales or services rendered to ~~the corporate~~ Synod or ~~its~~ any of the agencies of the Synod shall disclose such information. [1.5.12.1 (a) (2)]
 (4) All such disclosures shall be reported to the respective board or commission ~~or its designated representative(s), who shall~~ to determine by a vote of its remaining impartial members whether an inappropriate interest exists, and such vote shall be recorded in its official minutes. In the case of officers, all such disclosures shall be reported to the President of the Synod to determine whether an inappropriate interest exists. [1.5.12.1 (a) (3)]
 (b) Responsibilities shall be ~~conducted~~ carried out in a manner reflecting the highest degree of integrity and honesty consistent with the Scriptures, the Lutheran Confessions, the *Handbook Constitution, Bylaws, and resolutions* of the Synod, ~~board~~ the policies of corporate Synod and the agencies of the Synod, and civil laws. [1.5.12.1 (b)]
 (1) Activities shall not be entered into which may be detrimental to the interests of the Synod ~~and its agencies~~. (5) Any inappropriate activity shall cease or the position will be vacated. [1.5.12.1 (b) (1), (5)]
 (2) Information acquired in the course of carrying out duties of the Synod shall not knowingly be used in any way that would be detrimental to the welfare of the Synod ~~and its agencies~~. [1.5.12.1 (b) (2)]

~~(3) No board or commission member and/or staff or executive officer of the Synod or its agencies No one shall vote on any transaction in which the individual shall might receive a direct or indirect financial gain. [1.5.12.1 (b) (3)]~~

~~(4) Gifts, The Board of Directors shall establish policy regarding the acceptance of gifts, entertainment, or favors in excess of \$100 per person per year from any individual or outside concern which does or is seeking to do business with the corporate Synod or its the agencies of the Synod shall not be accepted. [1.5.12.1 (b) (4)]~~

~~(c) Individuals, prior to accepting elected, or appointed, office or staff positions, shall initially and annually thereafter sign statements stating that they have received, understand, and agree to abide by this bylaw and the Synod's conflict of interest policy of the respective corporation. Each shall also sign annually a "Statement of Compliance" with the bylaw and policy. [1.5.12.2]~~

Removal from Board or Commission Membership

[Note: A new Bylaw 1.5.3 is being submitted under Resolution 7-08]

Organization

1.5.4 Every agency of the Synod shall meet at least quarterly unless otherwise stipulated in the Bylaws. Exceptions require the approval at least annually of the President of the Synod. *[1.5.8]*

1.5.4.1 ~~All agencies~~ At the initial meeting after election or appointment, all program boards, commissions, and governing boards shall organize themselves as to officers chair, vice-chair, secretary, and subcommittees at the initial meeting after election or appointment other committees and positions as necessary or mandated by these Bylaws and shall conduct business in accordance with accepted parliamentary rules. [1.5.2]

1.5.4.2 ~~All agencies may employ~~ program boards, commissions, and governing boards may make use of executive committees to act in times of emergency between plenary meetings and to act on delegated assignments. [1.5.3]

(a) Executive committees may not perform acts specifically required by statute or by legislation or the Constitution, Bylaws, and resolutions of the Synod to be performed by the agency, nor may they overturn actions of the agency. [1.5.3 (a)]

(b) All executive committee actions shall be reported to plenary sessions of the agency. [1.5.3 (b)]

1.5.4.3 ~~The agencies~~ All program boards, commissions, and governing boards may also delegate a specific assignment for a limited time to a committee composed of its own members. [1.5.3 (c)]

1.5.4.4 ~~Boards and commissions~~ All program boards, commissions, and governing boards may appoint standing committees of specialists to provide professional or technical assistance to the board or commission and may delegate certain responsibilities to such committees while retaining supervision. Standing committees may be made up of or include non-board or commission members. The creation of standing committees shall be reported to the President and the Board of Directors of the Synod. [1.5.11]

1.5.4.5 ~~All agencies~~ program boards, commissions, and governing boards shall maintain and make available upon request and at a reasonable price a verbatim copy of the minutes of their meetings except for executive sessions. [1.5.7]

Full Financial Disclosure

1.5.5 The Synod and each of its agencies shall fully disclose their financial books and records to any member congregation of the Synod. *[1.5.13]*

(a) Full disclosure includes all information (including, but not limited to, information required to be made available under state law) recorded in any fashion, except the following:

(1) Information that would violate the expected confidentiality of donors.

- (2) Personnel files or other information that would violate the expected confidentiality of ~~officers and employees.~~
- (3) Information that relates to in-process negotiations of financial matters.
- (4) Information the disclosure of which would breach a legal obligation of the Synod or its agencies or affect pending litigation or claims against the Synod or its agencies.
- (5) Information that is preliminary in nature or otherwise has not been finalized in its form and content. [1.5.13 (a)]
- (b) Salaries of elected officers of the Synod, as identified in Constitution Art. X A, shall be published annually in an official periodical. [1.5.13 (b)]
- (c) The accounting department of the Synod shall publish annually in an official periodical an invitation to request full, audited financial statements and summary operating budgets of the Synod or its agencies. [1.5.13.1]
- (d) The Synod and its agencies shall share, upon request, the quarterly financial statements as reported to the respective governing boards. [1.5.13.1 (a)]
- (e) All information produced for normal publication or distribution shall be provided free of charge. [1.5.13.1 (b)]
- (f) Requests for detailed financial information or the inspection of financial records shall be made in writing to the respective corporate boards by a member congregation and shall state the records desired and the time period to be covered. [1.5.13.2]
 - (1) All responses to requests for information involving research or compilation shall be billed to the member on the basis of actual costs.
 - (2) Any inspection of financial records shall be done by (a) member(s) of the congregation or its stated authorized agent at a mutually agreeable time and place.
 - (3) The board may decline to provide the information requested if the board can demonstrate by clear and convincing evidence that the member's congregation's request is with the specific intent to cause harm to the Synod or one of its agencies or with the sole intent of deliberately and significantly disrupting the operations and affairs of the Synod or one of its agencies.
 - (4) Any declination to provide information or decision to limit inspection shall be explained in writing.
 - (5) Challenges to any board decisions declining to provide information or to limit inspection may be reviewed under the Synod's dispute resolution process. [1.5.13.2 (a-e)]

Agency Operations

- 1.5.6 Every agency of ~~the corporate~~ Synod and every synodwide corporate entity shall operate under the general human resources policies of the Synod as provided by the Board of Directors of the Synod, in accordance with Bylaw 3.3.5.3. Specific policies under these general policies may be adopted by each synodwide corporate entity in order to accommodate the unique character of its operation. ~~Such policies may, recognize the unique character of the operations of each.~~ [1.5.9]
- 1.5.6.1 Every agency of corporate Synod and every synodwide corporate entity may create ~~officer and chief executive~~ (who may be designated as an officer of the corporation) or executive director ~~staff~~ positions, pursuant to Bylaw 1.2.1, and fill them same in accordance with its policies the Bylaws of the Synod and the human resources policies adopted pursuant to bylaw 1.5.6. [1.5.9 (a)]
 - (a) The chief executive or executive director ~~of each agency~~ shall serve at the pleasure of the ~~governing board or commission.~~ [1.5.9 (b)]
 - (1) The slate of candidates for the initial appointment of the chief executive or executive director ~~officer of an agency~~ shall be selected by the board or commission in consultation with and with the mutual concurrence ~~with~~ of the President of the Synod. [1.5.9 (f)]
 - (2) In the event of a vacancy, the appropriate governing board or commission and the President of the Synod shall act expeditiously to fill the vacancy. This board or commission shall present its list of candidates to the President. [1.5.9 (e)]
 - (3) The governing board or commission shall conduct an annual review of each the chief executive or executive director and, before the expiration of five years, conduct a comprehensive review. [1.5.9 (c)]

(4) At the conclusion of each five-year period, the appointment shall terminate unless the ~~governing~~ board or commission takes specific action to continue the person in the office. [1.5.9 (d)]

(b) Any interim appointments of an ~~chief executive or executive director officer~~ shall ~~be processed in follow a process similar manner to the initial appointment of a chief executive or executive director.~~ [1.5.9 (g)]

(1) Such interim appointees must be approved by the President of the Synod; and may not serve more than 18 months without the concurrence of the President of the Synod. [1.5.9 (g)]

(2) ~~and~~ Such interim appointees shall be ineligible to serve on a permanent basis without the concurrence of the President of the Synod. [1.5.9 (g)]

(c) ~~Executive officers~~ The chief executives and executive directors shall normally attend all meetings of their agencies except when their own positions are being considered. [1.5.9 (h)]

1.5.6.2 Every agency of corporate Synod and every synodwide corporate entity may create ~~officer and executive staff positions~~ and fill ~~the same other staff positions~~ in accordance with ~~its~~ the human resources policies adopted pursuant to Bylaw 1.5.6. Other Such staff may attend meetings of their agencies upon request of the agency. [1.5.9 (a) and (h)]

1.5.6.3 ~~The governing boards of all~~ All agencies shall develop ~~policy statements~~ policies regarding their relations ~~between boards and~~ with staffs. [1.5.6]

Agency Conflict Resolution

1.5.7 Dissent to decisions made by ~~the agencies~~ an agency shall ordinarily be expressed within the structure of ~~the respective~~ that agency. [1.5.6 (b)]

1.5.7.1 Administrative and programmatic conflicts between agencies of ~~the corporate~~ Synod, ~~and~~ between such agencies and the synodwide corporate entities, and between synodwide corporate entities shall be ~~handled~~ dealt with by the parties concerned in a Christian manner with the assistance of the President of the Synod. [1.5.10]

and be it finally

Resolved, That Bylaw section 1.5 as amended and revised read in its final form as follows:

1.5 Regulations for Corporate Synod and Agencies of the Synod

General

1.5.1 Board and commission members of all agencies shall be members of member congregations of the Synod.

1.5.1.1 Unless otherwise specified or permitted by the Bylaws, chief executives and executive directors, faculty, and all staff on either the national or district level shall not be members of the board of the agency under which they serve, nor shall any such executives or staff be members of the board of any other agency of the Synod.

1.5.1.2 No one, either in the Synod or a district, or between the Synod and a district, shall hold more than one elective office; or hold more than two offices, although one or both be appointive; or ever hold two offices of which one is directly responsible for the work done by the other.

(a) An office shall be regarded as elective only if it is an office filled through election by a national or a district convention, even though a vacancy in such an office may be filled by appointment.

(b) Doubtful cases shall be decided by the President of the Synod.

- 1.5.1.3 Every board or commission member, officers, and all staff of corporate Synod and every agency of the Synod shall be sensitive in their activities to taking or giving offense, giving the appearance of impropriety, causing confusion in the Synod, or creating potential liability.

Disclosure of Conflicts of Interest

- 1.5.2 Every board, or commission member, officer, and all staff of corporate Synod and every agency of the Synod shall avoid conflicts of interest as described in this bylaw.
- (a) Every agency shall implement the synodwide conflict-of-interest policy, and that policy shall be applicable to them and all staff operating under them. This policy shall include the following provisions:
- (1) Every board or commission member shall disclose to the chairman of the agency and all staff shall disclose to the chief executive or executive director of the agency any potential conflicts of interest. Each chairman or chief executive or executive director shall disclose personal potential conflicts of interest to the appropriate boards or commission.
 - (2) Such disclosures shall include board membership on, a substantial interest in, or employment of the individual or a relative by any organization doing business with corporate Synod or any of the agencies of the Synod.
 - (3) Every board or commission member, officer, and all staff of corporate Synod and every agency of the Synod who receives honoraria or payments for any sales or services rendered to corporate Synod or any of the agencies of the Synod shall disclose such information.
 - (4) All such disclosures shall be reported to the respective board or commission to determine by a vote of its remaining impartial members whether an inappropriate interest exists, and such vote shall be recorded in its official minutes. In the case of officers, all such disclosures shall be reported to the President of the Synod to determine whether an inappropriate interest exists.
- (b) Responsibilities shall be carried out in a manner reflecting the highest degree of integrity and honesty consistent with the Scriptures, the Lutheran Confessions, the Constitution, Bylaws, and resolutions of the Synod, the policies of corporate Synod and the agencies of the Synod, and civil laws.
- (1) Activities shall not be entered into which may be detrimental to the interests of the Synod. Any inappropriate activity shall cease or the position will be vacated.
 - (2) Information acquired in the course of carrying out duties of the Synod shall not knowingly be used in any way that would be detrimental to the welfare of the Synod.
 - (3) No one shall vote on any transaction in which the individual might receive a direct or indirect financial gain.
 - (4) The Board of Directors shall establish policy regarding the acceptance of gifts, entertainment, or favors from any individual or outside concern which does or is seeking to do business with corporate Synod or the agencies of the Synod.
- (c) Individuals, prior to accepting elected, appointed, or staff positions, shall initially and annually thereafter sign statements stating that they have received, understand, and agree to abide by this bylaw and the Synod's conflict of interest policy.

Removal of Individual Members from Board or Commission Membership

[Note: A new Bylaw 1.5.3 is being submitted under Resolution 7-08]

Organization

- 1.5.4 Every agency of the Synod shall meet at least quarterly unless otherwise stipulated in the Bylaws. Exceptions require the approval at least annually of the President of the Synod.
- 1.5.4.1 At the initial meeting after election or appointment, all program boards, commissions, and governing boards shall organize themselves as to chair, vice-chair, secretary, and other committees and positions as necessary or mandated by these Bylaws and shall conduct business in accordance with accepted parliamentary rules.
- 1.5.4.2 All program boards, commissions, and governing boards may make use of executive committees to act in times of emergency between plenary meetings and to act on delegated assignments.

(a) Executive committees may not perform acts specifically required by statute or by legislation or the Constitution, Bylaws, and resolutions of the Synod to be performed by the agency, nor may they overturn actions of the agency.

(b) All executive committee actions shall be reported to plenary sessions of the agency.

1.5.4.3 All program boards, commissions, and governing boards may also delegate a specific assignment for a limited time to a committee composed of its own members.

1.5.4.4 All program boards, commissions, and governing boards may appoint standing committees of specialists to provide professional or technical assistance to the board or commission and may delegate certain responsibilities to such committees while retaining supervision. Standing committees may be made up of or include non-board or commission members. The creation of standing committees shall be reported to the President and the Board of Directors of the Synod.

1.5.4.5 All program boards, commissions, and governing boards shall maintain and make available upon request and at a reasonable price a verbatim copy of the minutes of their meetings except for executive sessions.

Full Financial Disclosure

1.5.5 The Synod and each of its agencies shall fully disclose their financial books and records to any member congregation of the Synod.

(a) Full disclosure includes all information (including, but not limited to, information required to be made available under state law) recorded in any fashion, except the following:

(1) Information that would violate the expected confidentiality of donors.

(2) Personnel files or other information that would violate the expected confidentiality of employees.

(3) Information that relates to in-process negotiations of financial matters.

(4) Information the disclosure of which would breach a legal obligation of the Synod or its agencies or affect pending litigation or claims against the Synod or its agencies.

(5) Information that is preliminary in nature or otherwise has not been finalized in its form and content.

(b) Salaries of elected officers of the Synod, as identified in Constitution Art. X A, shall be published annually in an official periodical.

(c) The accounting department of the Synod shall publish annually in an official periodical an invitation to request full, audited financial statements and summary operating budgets of the Synod or its agencies.

(d) The Synod and its agencies shall share, upon request, the quarterly financial statements as reported to the respective governing boards.

(e) All information produced for normal publication or distribution shall be provided free of charge.

(f) Requests for detailed financial information or the inspection of financial records shall be made in writing to the respective corporate boards by a member congregation and shall state the records desired and the time period to be covered.

(1) All responses to requests for information involving research or compilation shall be billed to the member on the basis of actual costs.

(2) Any inspection of financial records shall be done by (a) member(s) of the congregation or its stated authorized agent at a mutually agreeable time and place.

(3) The board may decline to provide the information requested if the board can demonstrate by clear and convincing evidence that the member congregation's request is with the specific intent to cause harm to the Synod or one of its agencies or with the sole intent of deliberately and significantly disrupting the operations and affairs of the Synod or one of its agencies.

(4) Any declination to provide information or decision to limit inspection shall be explained in writing.

(5) Challenges to any board decisions declining to provide information or to limit inspection may be reviewed under the Synod's dispute resolution process.

Agency Operations

- 1.5.6 Every agency of corporate Synod and every synodwide corporate entity shall operate under the general human resources policies of the Synod as provided by the Board of Directors of the Synod, in accordance with Bylaw 3.3.5.3. Specific policies under these general policies may be adopted by each synodwide corporate entity in order to accommodate the unique character of its operations.
- 1.5.6.1 Every agency of corporate Synod and every synodwide corporate entity may create chief executive (who may be designated as an officer of the corporation) or executive director positions, pursuant to Bylaw 1.2.1, and fill them in accordance with the Bylaws of the Synod, and the human resources policies adopted pursuant to Bylaw 1.5.6.
- (a) The chief executive or executive director shall serve at the pleasure of the board or commission.
- (1) The slate of candidates for the initial appointment of the chief executive or executive director shall be selected by the board or commission in consultation with and with the mutual concurrence of the President of the Synod.
- (2) In the event of a vacancy, the appropriate board or commission and the President of the Synod shall act expeditiously to fill the vacancy. This board or commission shall present its list of candidates to the President.
- (3) The board or commission shall conduct an annual review of the chief executive or executive director and, before the expiration of five years, conduct a comprehensive review.
- (4) At the conclusion of each five-year period, the appointment shall terminate unless the board or commission takes specific action to continue the person in the office.
- (b) Any interim appointments of a chief executive or executive director shall follow a process similar to the initial appointment of a chief executive or executive director.
- (1) Such interim appointees must be approved by the President of the Synod, and may not serve more than 18 months without the concurrence of the President of the Synod.
- (2) Such interim appointees shall be ineligible to serve on a permanent basis without the concurrence of the President of the Synod.
- (c) The chief executives and executive directors shall normally attend all meetings of their agencies except when their own positions are being considered.
- 1.5.6.2 Every agency of corporate Synod and every synodwide corporate entity may create and fill other staff positions in accordance with the human resources policies adopted pursuant to bylaw 1.5.6. Such staff may attend meetings of their agencies upon request of the agency. [1.5.9 (a) and (h)]
- 1.5.6.3 All agencies shall develop policies regarding their relations with staffs.

Agency Conflict Resolution

- 1.5.7 Dissent to decisions made by an agency shall ordinarily be expressed within the structure of that agency.
- 1.5.7.1 Administrative and programmatic conflicts between agencies of corporate Synod, between such agencies and the synodwide corporate entities, and between synodwide corporate entities shall be dealt with by the parties concerned in a Christian manner with the assistance of the President of the Synod.

Action: Adopted (9)

(As the committee introduced the resolution, it inserted into Bylaw 1.5.2 (a) under the second resolve the following changed paragraph (4): “All such disclosures shall be reported to the respective board or commission ~~or its designated representative(s), who shall~~ to determine by a vote of its remaining impartial members whether an inappropriate interest exists, and such vote shall be recorded in its official minutes. In the case of officers, all such disclosures shall be reported to the President of the Synod to determine whether an inappropriate interest exists.” The same insertion was made under the third resolve, same bylaw and paragraph: “(4) All such disclosures shall be reported to the respective board or commission to determine by a vote of its remaining impartial members whether an inappropriate interest exists, and such vote shall be recorded in its official minutes. In the case of officers, all such disclosures shall be reported to the President of the Synod to determine

whether an inappropriate interest exists.” After discussion, the resolution was adopted with the changes presented by the committee [Yes: 997; No: 116].)

**To Amend Bylaws 1.9 and 3.9.3 Pertaining
to Doctrinal Review Process**

RESOLUTION 7-10A

Overture 7-05 (CW, pp. 238–239)

WHEREAS, The Commission on Doctrinal Review has collaborated with Concordia Publishing House, with the assistance of the Office of the President of The Lutheran Church—Missouri Synod, to propose changes to Bylaws 1.9 and 3.9.3, in order to clarify the doctrinal review process and to establish certain time frames to streamline the process; and

WHEREAS, The Commission on Doctrinal Review believes that certain study documents prepared by boards, commissions, or other subordinate groups of the Synod should not be subject to the doctrinal review process if clearly marked as such; therefore be it

Resolved, That Bylaw 1.9.1.1 be amended to read as follows:

PRESENT/PROPOSED WORDING

1.9 Doctrinal Review

Definition

- 1.9.1 Doctrinal review is the exercise of the Synod’s responsibility to determine that every doctrinal statement made in its or any of its agencies’ or auxiliaries’ materials is in accord with the Scriptures and the Lutheran Confessions.

Material Subject to Doctrinal Review

- 1.9.1.1 The following materials are subject to doctrinal review:
- (a) All official periodicals and journals of the Synod, as well as any material with doctrinal content issued publicly by boards, commissions, or other subordinate groups of the Synod, except as stipulated in these Bylaws, shall be subject to doctrinal review.
 - (b) The right to produce study documents and exploratory material plainly designated as such and published by boards, commissions, or other subordinate groups of the Synod is recognized; and such material is not required to be submitted to the doctrinal review process. Publication of such study material that is not submitted for doctrinal review shall always include this notice on or immediately following the title page: “This material is being released for study and discussion purposes, and the author(s) is(are) solely responsible for the contents. It has not been submitted to the process of doctrinal review stipulated in the Bylaws of The Lutheran Church—Missouri Synod and does not necessarily reflect the theology of the Lutheran Confessions or the doctrinal position of The Lutheran Church—Missouri Synod.” ~~When such material is to be issued publicly, it shall be subject to doctrinal review.~~
 - (c) Each district is accountable to the Synod through its respective president and board of directors for the content of all of its published materials.
 - (d) Each of the Synod’s schools is accountable to the Synod through its respective president and board of regents for the content of its professional journals and all of its published materials that are not the official publications of the Synod (paragraph [a] of Bylaw 3.8.5.2.3). The editorial boards of such publications shall serve as their own doctrinal reviewers.
 - (e) Auxiliary organizations recognized by the Synod shall be held directly accountable for their material. However, in accord with his office as defined in Article XI B 1 of the Synod’s Constitution, the President of the Synod shall require doctrinal review.

(f) In the case of broadcasts over the Synod's radio station by other than staff members, individuals must be held responsible for their own material since it is not feasible to apply the process of doctrinal review to such broadcasts.

(g) Official reports of the boards, commissions, task forces, and committees of the Synod prepared in response to directives from the Synod shall not be subject to doctrinal review; and be it further

Resolved, That Bylaws 1.9.2 and 3.9.3 be amended to read as follows:

PRESENT/PROPOSED WORDING

Procedure

- 1.9.2 Before materials stipulated in 1.9.1 are published, they shall be submitted to (a) doctrinal reviewer(s). ~~Doctrinal Reviewers~~ shall make a careful evaluation of the doctrinal content of all items submitted. Materials are to be reviewed in a prompt manner and completed in no longer than four weeks. Exceptions shall be arranged by mutual agreement between the reviewer(s) and the originating entity.
- (a) The primary responsibility for doctrinal supervision and review lies with the President of the Synod (Constitution, Art. XI B 1).
- (1) Each board, commission, and other subordinate group of the Synod shall advise the President of the Synod of the number and desired competency of doctrinal reviewers needed by it and may suggest a list of qualified persons. The President shall appoint reviewers for each group according to its needs. They shall be broadly representative of the ministry of the Synod.
- (2) Reviewers shall be appointed for renewable three-year terms. An appointment may be terminated prior to the completion of the appointed term if the reviewer is unable or unwilling to carry out the reviewing tasks assigned. In the event of such termination, the President of the Synod shall appoint another reviewer to complete the unexpired term.
- (b) Each agency of the Synod, synodwide corporate entity, or auxiliary shall establish procedures that will insure that its material as specified in Bylaw 1.9.1 will be submitted for doctrinal review to one of the reviewers referred to in Bylaw 1.9.2 (a).
- (c) Since time requirements vary according to the type of material being reviewed, the procedure in each case shall be worked out to the mutual satisfaction of the ~~producing~~ sponsoring group and the publisher doctrinal reviewer(s).
- (d) The identity of author(s) and reviewer(s) shall not be disclosed without the approval of the President. Consultation may at times be advisable, however, where clarification is necessary.
- (e) The reviewer's primary concern is that items submitted to him be in agreement in their doctrinal content with the Scriptures and the Lutheran Confessions.
- (f) The reviewer(s) shall also be concerned that the items submitted do not contain statements that are inadequate, misleading, ambiguous, or lacking in doctrinal clarity.
- (g) The reviewer(s) shall further be concerned that resolutions of the Synod be honored and upheld and that positions deviating from the doctrinal resolutions of the Synod be clearly identified as such.
- (h) When the author is also a reviewer, his material shall be assigned to another reviewer. In order to avoid any conflict of interest, no author shall be involved in any way in the selection or assignment of reviewer(s) for his or her own work.
- (i) The reviewer may request that specific material assigned to him also be reviewed by another reviewer.
- (j) Where changes appear to be necessary, the reviewer(s) shall submit a thorough and clearly written documented critique that shall be made available to the author, the sponsoring group, and the publisher. The documentation provided by the reviewer(s) shall provide a thorough and detailed explanation, with all appropriate biblical and confessional references used to support the opinion offered.
- (k) The author shall consider the critique and make necessary revisions until there is agreement between the author and the reviewer(s).
- (1) Should any problem arise between an author, a reviewer(s), the publisher, or any other party involved with respect to the material submitted for review, the sponsoring group shall endeavor to resolve it to the satisfaction of the reviewer(s). If it cannot do so, the problem shall be submitted to

the Commission on Doctrinal Review ~~under~~ which shall follow the appeals procedure and criteria stated in Bylaws 3.9.3.2.1.

Commission on Doctrinal Review

- 3.9.3 The Commission on Doctrinal Review exists to assist the President of the Synod in the exercise of his responsibility that all doctrinal content in its or any of its agencies' materials be in accord with Scripture and the Lutheran Confessions.
- 3.9.3.1 The Commission on Doctrinal Review shall consist of five members appointed by the President of the Synod from the total number of doctrinal reviewers.
- (a) The commission shall elect its own officers.
 - (b) The commission shall effect its own organization.
- 3.9.3.2 The Commission on Doctrinal Review functions in accordance with Bylaw section 1.9 and shall meet as often as necessary to provide guidelines for the work of doctrinal reviewers and to concern itself with problem areas in the procedures of doctrinal review and appeals.

Appeals Prior to Publication

- 3.9.3.2.1 Appeals regarding materials not yet published may be initiated by an author, the sponsoring group, or an executive staff member of that group and submitted to the chairman of the Commission on Doctrinal Review.
- (a) Within seven business days ~~A~~after receipt of an appeal, the chairman of the Commission on Doctrinal Review shall inform all concerned and shall appoint three members of the commission to serve as a review panel and shall designate one as its chairman. A panel member shall disqualify himself on the basis of any kind of personal involvement in the issue.
 - (b) The review panel shall provide a copy of the appeal to the author and the sponsoring group and invite them to provide a response to the appeal. All parties to the appeal shall be given 14 days to provide their response.
 - (~~b~~c) To aid objectivity, the identity of author and review panel shall ordinarily not be disclosed. However, consultation may at times be necessary for clarification.
 - (~~e~~d) In making its recommendation, the panel shall decide within 30 days whether the item in question
 - (1) is suitable for publication; or
 - (2) may be published after alteration; or
 - (3) may be published as a study document; or
 - (4) shall be denied publication.
 - (~~d~~e) The decision of the panel shall be determined by a majority vote and shall be final so far as the Commission on Doctrinal Review is concerned. A report together with the panel's minutes shall be submitted to the chairman of the Commission on Doctrinal Review.
 - (~~e~~f) The chairman of the commission shall report the decision within seven business days to the author, the original reviewer(s), the sponsoring group, and the President of the Synod.

Appeals Following Publication

- 3.9.3.2.2 A challenge to the doctrinal review certification of a published item may be initiated by any member of the Synod and shall be submitted in writing via mail or personal delivery to the chairman of the Commission on Doctrinal Review.
- (a) In order for the Commission on Doctrinal Review to consider a challenge, the challenger is obliged to provide specific references demonstrating how the published item is not in agreement with Scripture and the Lutheran Confessions.
 - (b) After receipt of the challenge, the chairman of the commission shall within seven business days inform the President of the Synod, the sponsoring group, and if applicable, Concordia Publishing House, ~~and~~ shall appoint three members of the commission to serve as a review panel, and shall designate one as its chairman.

(c) The chairman of the Commission on Doctrinal Review shall provide a copy of the appeal to the President of the Synod, the sponsoring group, and, if applicable, Concordia Publishing House, and offer them the opportunity to respond to the appeal within 14 days from the date of notification.

(ed) To aid in maintaining objectivity, the identity of the challenger and the identity of the panel will ordinarily not be disclosed. There shall be no publicity given to the appeal, nor an effort to circularize the Synod on a pending appeal.

(de) The panel shall after reviewing the published material declare, within 45 days following the expiry of the 14-day response period provided in 3.9.3.2.2(c), whether the doctrinal review certification is affirmed or revoked based on whether the published material is in agreement with the Scriptures and the Lutheran Confessions.

~~(1) that the doctrinal review certification of the published material is affirmed because the item is in agreement with Scripture and the Lutheran Confessions; or~~

~~(2) that the doctrinal review certification of the published material is revoked because the item is not in agreement with Scripture and the Lutheran Confessions.~~

(ef) If the panel revokes the doctrinal review certification, it must identify the part(s) of the item in need of clarification, amplification, and/or deletion in order to bring it into agreement with Scripture and the Lutheran Confessions, and withdraw the publication until such agreement is reached.

(fg) The panel will appoint one of its members to be the doctrinal reviewer for the recycling of the revised material to assure the item's agreement with Scripture and the Lutheran Confessions if republished.

Action: Adopted (10)

(As discussion began, an amendment to add to Bylaw 1.9.1.1 (b) the words "Each page of the document shall be prominently marked 'not doctrinally reviewed'" was not adopted, as also was an amendment to delete from the first sentence of Bylaw 1.9.1.1 (b) the words "or immediately following the title page" and replace them with "the cover and title page in print not small than fourteen point type." A motion to divide the question was ruled a substitute motion, which the assembly declined to consider. The resolution was adopted as presented by the committee [Yes: 761; No: 119].)