

# THE LUTHERAN CHURCH—MISSOURI SYNOD ENGLISH DISTRICT

## BYLAWS

*Adopted in Convention: June 15, 1997*

*Revisions Adopted in Convention: June 20, 2009*

*Revised at request of Synod by Board of Directors: August 2011; May 2012*

*Revisions Adopted in Convention: June 29, 2012*

*Revisions Adopted in Convention: June 20, 2015*

*Revisions Adopted in Convention: June 21, 2018*

*Revisions and Reformatting Adopted in Convention: June 20, 2022*

## PREAMBLE

In 1872 an initial conference of English-speaking Lutherans was held in Gravelton, Missouri. In 1888 the English Evangelical Lutheran Synod of Missouri was organized and in 1911 was invited to join the German Evangelical Lutheran Synod of Missouri, Ohio and other States as the English Mission District. An agreement dated May 15, 1911, in Saint Louis, Missouri (*Delegatensynod von Missouri, Ohio u.a. St.*, 1911, pp. 31-35) made the English District official. Because of this origin the English District is unique among the districts of the Synod (Denver Convention *Proceedings*, 1969, Resolution 5-15).

Since the English District is a district of The Lutheran Church—Missouri Synod, the Constitution of the Synod is also the Constitution of the District. Also, the Bylaws of the Synod are primarily the Bylaws of the District. The District's objectives are as stated in Article III of the Synod's Constitution:

The Synod, under Scripture and the Lutheran Confessions, shall—

1. Conserve and promote the unity of the true faith (Eph. 4:3–6; 1 Cor. 1:10), work through its official structure toward fellowship with other Christian church bodies, and provide a united defense against schism, sectarianism (Rom. 16:17), and heresy;
2. Strengthen congregations and their members in giving bold witness by word and deed to the love and work of God, the Father, Son, and Holy Spirit, and extend that Gospel witness into all the world;
3. Recruit and train pastors, teachers, and other professional church workers and provide opportunity for their continuing growth;
4. Provide opportunities through which its members may express their Christian concern, love, and compassion in meeting human needs;
5. Aid congregations to develop processes of thorough Christian education and nurture and to establish agencies of Christian education such as elementary and secondary schools and to support synodical colleges, universities, and seminaries;
6. Aid congregations by providing a variety of resources and opportunities for recognizing, promoting, expressing, conserving, and defending their confessional unity in the true faith;
7. Encourage congregations to strive for uniformity in church practice, but also to develop an appreciation of a variety of responsible practices and customs which are in harmony with our common profession of faith;
8. Provide evangelical supervision, counsel, and care for pastors, teachers, and other professional church workers of the Synod in the performance of their official duties;
9. Provide protection for congregations, pastors, teachers, and other church workers in the performance of their official duties and the maintenance of their rights;
10. Aid in providing for the welfare of pastors, teachers, and other church workers, and their families in the event of illness, disability, retirement, special need, or death.

Thus in the light of the Synod's objectives, the mission of the English District is to seize every opportunity to serve the Lord of the Church, Jesus Christ, the whole Church in the whole world, and the whole person in the whole society, and in fulfillment of this mission, it shall seek to utilize its unique character to:

1. Assist congregations of the District in their ministries to their own communities with their own characteristics and needs;
2. Serve as a progressive element in the church body, both in applying the Gospel to new and changing situations and in demonstrating concern about community problems and ecumenical opportunities;
3. Begin new churches and support new ministries with particular emphasis on openness to new challenges;
4. Assist in the revitalization of existing congregations and ministries;
5. Assist ministries in communities that are changing;
6. Focus on special, ethnic, urban and campus ministries;
7. Support mission initiatives of The Lutheran Church—Missouri Synod;
8. Support life-long educational ministries within the District; and
9. Provide opportunities and avenues for congregations and their members to live out their love for God through the Christian stewardship of their time, talents and treasures.

#### **1.0 RELATIONSHIP TO THE SYNOD**

- 1.1 The Constitution and Bylaws of The Lutheran Church—Missouri Synod establish and define the relationship of the District to the Synod.
- 1.2 All provisions of the District's Articles of Incorporation and Bylaws are subject to the provisions of the Constitution, the Bylaws, and the resolutions of the Synod in convention.
- 1.3 In the event of dissolution of the District other than by direction from the Synod in convention, the assets of the District, subject to its liabilities, shall be transferred, consistent with applicable state and federal laws, in the manner prescribed by the Bylaws of the Synod.

#### **2.0 RELATIONSHIPS WITHIN THE DISTRICT**

- 2.1 The congregations of the District shall exercise their authority through delegate convention which shall consist of all duly certified delegates from member congregations, as defined in Synod Bylaw Section 4.2ff.
- 2.2 The District shall exercise its authority in harmony with the goals and directives of the Synod and under the guidance of the Scriptures and the Lutheran Confessions.
- 2.3 The District shall delegate its authority as hereinafter prescribed. The exercise of such delegated authority shall always be subject to review by the District.

### 3.0 ADMINISTRATION

- 3.1 The District shall establish an organizational structure for the effective operation of its programs and conduct of its affairs which shall include the District Convention, the officers of the District, the Board of Directors, and such other staff and personnel as that Board may deem necessary and appropriate.
- 3.2 The administration of the affairs shall be conducted on three levels:
- (a) The District Convention, which shall consist of the District at large through its delegates in convention assembled, and shall be the governing body of the District subject to the Constitution, Bylaws, and Resolutions of Synod, and to these Bylaws.
  - (b) The Officers of the District, who shall have primary responsibility for the implementation of decisions of the District Convention and the Board of Directors.
  - (c) The Board of Directors elected by the District Convention, which serves as the legal representative of the District and the custodian of all property of the District. Between conventions, the Board shall provide for implementation within the District of the decisions of the Synod and District conventions, establish and review policy, determine general priorities, approve program budgets, allocate necessary funds for the support of the Synod and District budgets, review program performance, make provisions for necessary staff, and review the performance of the District President in his non-ecclesiastical supervisory duties. It shall report its activities to the Convention.
- 3.3 For purposes of conferences and elections requiring regional representation, the District shall be divided into four regions: Eastern, Lake Erie, Midwestern, and Western:
- (a) The President and Vice-Presidents of the District and the Board of Directors acting jointly shall determine the membership of the four regions 24 months prior to Conventions of the District.
  - (b) For purposes of regional elections, individuals must meet the regional eligibility requirements outlined within Synod Bylaw Section 4.3.
- 3.4 Dispute Reconcilers shall be chosen in such manner and exercise such jurisdiction as provided by Synod Bylaw 1.10ff.
- 3.5 A Committee on Nominations shall be elected at each Convention to prepare the ballot for the next Convention. One minister of religion—ordained and one minister of religion—commissioned or layperson by name from each of the four regions of the District shall be elected. The Committee shall organize itself as outlined in the District's *Corporate Operations Manual*.
- 3.6 A Committee for Stewardship shall be appointed by the Board of Directors to comply with the stewardship programs and goals of the Synod, as required by Synod Bylaw 4.6.1.

#### **4.0 OFFICERS & STAFF**

- 4.1 The officers of the District are:
1. A President
  2. One Vice-President from each of the four regions of the District, in line of succession, as prescribed by these Bylaws
  3. A Secretary
  4. A Treasurer, a layperson appointed by the Board of Directors
  5. A Circuit Visitor for each Circuit established by the District
- 4.2 The duties of the President, the Secretary, the Treasurer, and the Circuit Visitors are described in the Constitution and Bylaws of the Synod and these Bylaws.
- 4.3 The Vice-Presidents shall advise the President, serve as his representatives, and assist him in bringing to the Board of Directors any needed recommendations.
- 4.4 All Executive Assistants and Staff shall be directly accountable to the President.

#### **5.0 ELECTIONS**

##### ***5.1 Terms of Office and Tenure***

- 5.1.1 Officers, members of the Board of Directors, Committee on Nominations, Committee for Stewardship, and Circuit Visitors shall serve for a term of three years.
- 5.1.2 A person's tenure in the same office or function shall be limited to four (4) consecutive full three-year terms. These persons may be elected to their previous office or function after an interval of no less than three (3) years, or be appointed to fill an unexpired term after an interval of no less than two (2) years.

##### ***5.2 Nomination and Election of District President***

- 5.2.1 Each member congregation of the District shall be entitled to nominate from the clergy roster of the Synod two (2) ordained ministers as candidates for District President:
- (a) Six months prior to opening date of the District Convention, the District Secretary shall send a letter to the member congregations of the District requesting each congregation to submit nominations.
  - (b) Nominations for District President shall be accepted by the District Secretary up to four months prior to the opening date of the District Convention. He shall report in the *Convention Workbook* the names and tallies of all ordained ministers who have received nominating votes.
  - (c) The names of the five (5) ordained ministers who receive the highest number of nominating votes and consent to serve shall form the slate of candidates. There shall be no opportunity provided for additional nominations.
  - (d) The District Secretary shall request from each candidate a description of the candidate's experience and qualifications, as well as a statement concerning his candidacy. These shall be published and distributed to all the convention delegates at least six weeks prior to the convention.
- 5.2.2 The District Convention shall elect the District President:
- (a) A majority of votes cast shall be required for election.
  - (b) Balloting will proceed with the candidate receiving the least number of votes eliminated from consideration until one candidate receives a majority of the votes cast, who shall be declared elected.

### **5.3 *Nomination and Election of District Vice-Presidents***

- 5.3.1 Each member congregation of a region of the District shall be entitled to nominate two (2) ordained ministers from the clergy roster of the District who hold membership in a District congregation within its region as candidates for Vice-President:
- (a) Six months prior to opening date of the District Convention, the District Secretary shall send a letter to the member congregations of the District requesting each congregation to submit nominations.
  - (b) Nominations for Vice-President shall be accepted by the District Secretary up to four months prior to the opening date of the District Convention. He shall report in the *Convention Workbook* the names and tallies of all ordained ministers who have received nominating votes.
  - (c) The names of the three (3) ordained ministers from each region who receive the most nominating votes and consent to serve shall form the slate of candidates. There shall be no opportunity provided for additional nominations.
  - (d) The District Secretary shall request from each candidate a description of the candidate's experience and qualifications, as well as a statement concerning his candidacy. These shall be published and distributed to all the convention delegates at least six weeks prior to the convention.
- 5.3.2 The District Convention shall elect one (1) Vice-President from each of the four regions of the District:
- (a) A majority of votes cast shall be required for election.
  - (b) Balloting will proceed with the candidate receiving the least number of votes eliminated from consideration until one candidate receives a majority of the votes cast, who shall be declared elected.
- 5.3.3 Upon the election of the Vice-Presidents, a final election will take place ranking the Vice-Presidents by separate ballots with a simple majority of voting delegates determining the first, second, third, and fourth Vice-Presidents in line of succession.

### **5.4 *Nomination and Election of Board of Directors***

- 5.4.1 Six months prior to the opening date of the District Convention, the District Secretary shall send a letter soliciting names from the officers of the District and the congregational and individual members of the District, along with the laypersons of the congregations of the District:
- (a) All suggested names shall be submitted to the Committee on Nominations no later than four months prior to the opening date of the Convention.
  - (b) All nominees for a particular regional position shall be members of District congregations within the boundaries of the region for which they are nominated.
  - (c) All incumbents eligible for reelection shall be considered to be nominees.
  - (d) The Committee on Nominations shall request from each candidate a description of the candidate's experience and qualifications, as well as a statement concerning the individual's candidacy. These shall be published and distributed to all the convention delegates at least six weeks prior to the convention.
- 5.4.2 The Committee on Nominations shall select at least two (2) candidates and at least one (1) alternate for each position.
- 5.4.3 The District Convention may amend the slate by nominations from the floor:
- (a) Nominations from the floor may be made by any delegate at the District Convention. The delegate making such nomination must present the District Secretary written consent of

the person whose name is being placed in nomination, in order to assure the convention that the nominee is able and willing to serve if elected.

- (b) Floor nominations shall be brought individually before the District Convention for approval before being added to the ballot.

5.4.4 The District Convention shall elect one (1) ordained minister from the Eastern or Lake Erie Region, one (1) ordained minister from the Midwestern or Western Region, two (2) commissioned ministers, and one (1) layperson from each of the four regions of the District:

- (a) A majority of votes cast shall be required for election.
- (b) Balloting will proceed with the candidate receiving the least number of votes eliminated from consideration until one candidate receives a majority of the votes cast, who shall be declared elected.

5.4.5 The District Convention shall elect two (2) laypersons as at-large members of the Board of Directors:

- (a) All candidates not elected to a Lay Regional Board of Director positions shall form the ballot for the Lay At-Large Board of Directors positions.
- (b) A majority of votes cast shall be required for election.
- (c) When a second or succeeding ballot is required for a majority, the candidate receiving the fewest votes and all candidates receiving less than 15 percent of the votes cast shall be dropped from the ballot, unless fewer than two candidates receive 15 percent or more of the votes cast, in which case the three highest candidates shall constitute the ballot.

## ***5.5 Nomination and Election of District Secretary, Committee on Nominations, Endowment Fund Managers, and Other Boards or Committees***

5.5.1 The Committee on Nominations shall select candidates for District Secretary, Committee on Nominations, Endowment Fund Managers, and other Boards or Committees. At least two (2) candidates and at least one (1) alternate shall be selected for each position:

- (a) Six months prior to opening date of the District Convention, the District Secretary shall send a letter soliciting names from the officers of the District and the congregational and individual members of the District, along with the laypersons of the congregations of the District.
- (b) All suggested names shall be submitted to the Committee on Nominations no later than four months prior to the opening date of the Convention.
- (c) All nominees for a particular regional position shall be members of District congregations within the boundaries of the region for which they are nominated.
- (d) All incumbents eligible for reelection shall be considered to be nominees.
- (e) The Committee on Nominations shall request from each candidate a description of the candidate's experience and qualifications, as well as a statement concerning the individual's candidacy. These shall be published and distributed to all the convention delegates at least six weeks prior to the convention.

5.5.2 The District Convention may amend the slate by nominations from the floor:

- (a) Nominations from the floor may be made by any delegate at the District Convention. The delegate making such nomination must present the District Secretary written consent of the person whose name is being placed in nomination, in order to assure the convention that the nominee is able and willing to serve if elected.
- (b) Floor nominations shall be brought individually before the District Convention for approval before being added to the ballot.

- 5.5.3 Election of these offices shall take place at the District Convention:
- (a) A majority of votes cast shall be required for election.
  - (b) When a second or succeeding ballot is required for a majority, the candidate receiving the fewest votes and all candidates receiving less than 15 percent of the votes cast shall be dropped from the ballot, unless fewer than two candidates receive 15 percent or more of the votes cast, in which case the three highest candidates shall constitute the ballot.

## **6.0 VACANCIES**

### **6.1 *Office of District President***

- 6.1.1 In the event that the Board of Directors determines that the President is unable to serve in that capacity because of prolonged illness or disability, the duties and responsibilities of the office of President shall be performed by the 1<sup>st</sup> Vice-President, and the 1<sup>st</sup> Vice-President shall remain as the Acting President until the Board determines such illness or disability has been removed, the President resigns or dies, or the Board determines that the illness or disability is permanent.
- 6.1.2 In the event that the office of President becomes vacant because of the resignation, death or permanent disability of the President, the 1<sup>st</sup> Vice-President shall succeed to the office of President and shall serve until the next Convention. The successor need not terminate his current position while completing the unexpired term.
- 6.1.3 Any Vice-President, who by the terms of this Article succeeds to the office of President, may decline such office, in which event:
- (a) The next ranking Vice-President shall become President of the District.
  - (b) All other Vice-Presidents shall move up one rank.
  - (c) The declining Vice-President shall fill the last ranking vacant Vice-Presidency.
- 6.1.4 In the event that all Vice-Presidents decline the office of President, the ranking of the Vice-Presidents shall remain unchanged, and the 1<sup>st</sup> Vice-President shall serve as Acting President until the next convention, when a President shall be elected. He need not leave his current position while serving as Acting President.

### **6.2 *Other Elected Positions***

- 6.2.1 A vacancy in the Vice-Presidents shall be filled by appointment by the District President, in consultation with the Circuit Visitors within that the region.
- 6.2.2 Vacancies that occur in the office of Circuit Visitor between conventions shall be filled by appointment by the District President.
- 6.2.3 A vacancy on the Board of Directors shall be filled by the voting members of the Board, in consultation with the Committee on Nominations.
- 6.2.4 A vacancy on the Committee on Nominations shall be filled by voting members of the Board of Directors, in consultation with the Committee on Nominations.
- 6.2.5 Vacancies that occur in the office of District Endowment Fund Manager shall be filled:
- (a) A vacancy in any regional manager position shall be filled by appointment by the District President, subject to approval by the Board of Directors.
  - (b) A vacancy in the Canadian representative position shall be filled by appointment by the Canada Corporation.

- 6.2.6 Persons appointed to fill a vacancy on the Board of Directors or other elected or appointed positions shall serve until successors have been elected by the Convention or appointed under the terms of the bylaws.

## **7.0 DISTRICT CONFERENCES, CIRCUIT FORUMS, AND CIRCUIT CONVOCATIONS**

- 7.1 The President shall confer with the Board of Directors to arrange for the official conferences of the ordained and commissioned ministers of the District:
- (a) There shall be a plenary conference held annually for all ordained and commissioned ministers. In years when District Conventions are held, the plenary conference may be postponed at the discretion of the President and the Board of Directors.
  - (b) There shall be a conference for ordained ministers held annually in each of the four regions of the District.
  - (c) There shall be at least one conference for commissioned ministers held during each triennium.
- 7.2 Circuit forums shall meet at the call of their Circuit Visitors to select their Circuit Visitors and conduct other business no later than the time established by the District. They shall follow the procedures stated in Synod Bylaws 5.2.2 and 5.3.
- 7.3 The Circuit Visitor and any other officers of the circuit shall have the primary responsibility of preparing the agenda for the Circuit Convocation, following the procedures stated in Synod Bylaw 5.4.

## **8.0 POWERS**

- 8.1 The District shall have legal powers as follows:
- (a) To purchase, acquire, hold, administer, sell, transfer, mortgage and convey property of every description, both personal and real, in the interest of the District.
  - (b) To accept, hold, administer, sell, transfer and convey legacies, gifts, donations, commercial papers and legal documents of every description in the performance of its work.
  - (c) To delegate to the Board of Directors who shall exercise the aforementioned powers. No individual or officer of the District shall have the power to usurp this authority.
- 8.2 No action on the part of the members of the District shall be prerequisite to the borrowing of money or the execution of any mortgage upon personalty or realty.
- 8.3 There shall be no shares of stock issued in connection with the District.



## **9.0 BOARD OF DIRECTORS**

### **9.1 *Membership and Composition***

- 9.1.1 The Board of Directors shall have no more than fifteen (15) voting members, as follows:
- (a) The President of the District
  - (b) The Secretary of the District
  - (c) Two (2) ministers of religion—ordained, one of whom shall be elected from either the Eastern Region or Lake Erie Region and one whom shall be elected from either the Midwestern Region or Western Region
  - (d) Two (2) ministers of religion—commissioned
  - (e) One (1) layperson elected from each of the four regions of the District.
  - (f) Two (2) laypersons elected from the District at large
  - (g) Up to three (3) at-large laypersons appointed by the elected voting members of the Board of Directors to obtain needed additional skill sets (legal, finance, investment, administration, etc.)
- 9.1.2 The Board of Directors shall have six (6) non-voting members:
- (a) The Vice-Presidents of the District
  - (b) The Treasurer of the District
  - (c) The Chairman of the English District of The Lutheran Church—Missouri Synod (Canada Corporation)
- 9.1.3 The Board shall elect its own chair and vice-chair from among the voting members of the Board after each convention. The President and Secretary shall be ineligible to be elected as chair or vice-chair.
- 9.1.4 Each Board member shall avoid conflicts of interest and shall disclose to the Board chair any potential conflicts of interest, as defined in Synod Bylaw 1.5.2.
- 9.1.5 Members of the Board of Directors may be removed for cause, as defined in Synod Bylaw 1.5.8.
- 9.1.6 No member of the Board of Directors shall receive remuneration (beyond allowable reimbursement) for service on the Board.

### **9.2 *Powers and Duties***

- 9.2.1 The Board of Directors shall have such powers and duties as are accorded to it by the Constitution, Bylaws, Articles of Incorporation, resolutions, and policies of the Synod, as well as those of the District. Subject to such limitations, it shall operate within the applicable federal and state laws.
- 9.2.2 The Board's chief responsibility is developing and amending policy.
- 9.2.3 The Board shall be vested with the general management and supervision of the District's business and legal affairs and shall adopt policies and require procedures which assure that said management and supervision is affected.
- 9.2.4 In fulfilling its functions and in coordinating its work with the Synod, the Board shall be guided generally by the functions of the Board of Directors of the Synod as defined in Synod Bylaw 3.3.4ff as these apply to districts.
- 9.2.5 Between Conventions it shall provide for implementation within the District of the decisions of the Synod and District Conventions and allocate necessary funds for the support of the Synod and District budgets.

- 9.2.6 The Board of Directors shall report at each Convention.
- 9.2.7 The Board of Directors shall conduct, supervise, and manage all affairs of the District not otherwise assigned.

### **9.3 Meetings**

- 9.3.1 Regular meetings of the Board of Directors shall be held at least four (4) times a year at such time and place as the Board shall determine.
- 9.3.2 Special meetings of the Board of Directors may be called by the President or upon request of seven (7) board members at any time, by means of written or email notice, at least three (3) days in advance of the time, place and purpose thereof to each director.
- 9.3.3 Meetings of the Board of Directors may be conducted electronically, using audio, video, or internet-based conferencing technologies:
- (a) In such cases, the technology must allow for each Board member to fully participate (hear, speak, have or been given access to documents and other materials as appropriate), including the opportunity to vote.
  - (b) Board members must be given a reasonable opportunity to access the electronic meeting. If a Board member does not have access to the technology to be used, arrangements will be made for the member to participate in person by coming to the District Office or other mutually agreed upon location.
  - (c) Any Board member listening or watching shall acknowledge their presence to the meeting. These names along with the attending Board members shall be recorded in the minutes of the meeting.
- 9.3.4 A majority of voting members of the Board shall constitute a quorum at any properly called or scheduled meeting.
- 9.3.5 The Chair may authorize a Board member to participate in meetings of the Board by use of electronic technology described in Bylaw 9.3.3. Such participation by a Board member shall be considered as being present for the sake of establishing a quorum.
- 9.3.6 In situations where board members are not able to meet as described above, the Board of Directors may take action by use of electronic ballot (i.e., e-mail, internet-based voting, etc.), provided all voting members of the board cast a vote and the result of the voting is unanimous.
- 9.3.7 Minutes shall be kept of all meetings that record a summary of the major points of discussion and any action(s) taken.

### **9.4 Appointment of Officers and Agents**

- 9.4.1 The Board of Directors shall have power to appoint such other officers and agents as the Board may deem necessary for the transaction of the business of the District.
- 9.4.2 The Board of Directors may require any officer or agent to file with the District a satisfactory fidelity bond.

### **9.5 Execution of Instruments**

- 9.5.1 All checks, drafts, and orders for payment of money shall be signed in the name of the District and may be countersigned by such officers or agents as the Board of Directors designates for that purpose or by the Treasurer alone.
- 9.5.2 When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the President and the Secretary may execute

the same in the name of and on behalf of the District and may affix the corporate seal thereto. The Board of Directors shall have power to designate the officers and agents who shall have authority to execute any instrument on behalf of the District.

### **9.6 *Borrowing Authority***

- 9.6.1 The Board of Directors shall act on behalf of the District to borrow money the Board deems necessary and appropriate:
- (a) In such case the Board may authorize the proper officers of the District to make, execute and deliver in the name of and on behalf of the District such notes, bonds and other evidence of indebtedness as the Board should deem proper.
  - (b) The Board shall have full power to mortgage the property of the District, or any part thereof, as security for such indebtedness, and no action on the part of the membership of the District shall be requisite to the validity of any such note, bond, evidence of indebtedness or mortgage.

### **9.7 *Annual Budgetary Responsibilities***

- 9.7.1 The Board of Directors shall establish the annual District budget.
- 9.7.2 The Board of Directors shall establish the salary of the District President on an annual basis.

### **9.8 *District Corporate Operations Manual***

- 9.8.1 The Board of Directors shall establish and maintain the District's *Corporate Operations Manual* and shall approve appropriate modifications.
- 9.8.2 Only the District in Convention shall have the power to amend the *Corporate Operations Manual* with respect to sections dealing with the election of officers and the Board.
- 9.8.3 Modifications to the *Corporate Operations Manual* approved by the Board to any other sections shall be reported at the next Convention.

## **10.0 ENGLISH DISTRICT ENDOWMENT FUND**

- 10.1 The District shall establish and maintain an endowment fund, providing a stewardship opportunity for congregations and their members and a resource for the support of District and Synod ministries. (The structure and operation of the fund is described in the English District *Corporate Operations Manual*.)
- 10.2 The Board of Directors shall exercise oversight for the English District Endowment Fund (EDEF):
- (a) The Board shall ensure that the EDEF Board of Managers reports on its work at least annually to the Board.
  - (b) The Board shall elect one of its voting members to serve on the EDEF Board of Managers.

## **11.0 CONFLICTS**

- 11.1 No article of the Bylaws of the District shall be valid which conflicts with the Constitution and Bylaws of the Synod.
- 11.2 Any matter, rule or regulation not specifically herein contained in the Bylaws shall be governed by comparable provision in the Constitution and Bylaws of the Synod.

**12.0 AMENDMENTS**

- 12.1 Changes, additions, and alterations to the Bylaws may be made by Conventions of the District:
- (a) They shall not conflict with the Constitution or Bylaws of the Synod.
  - (b) They shall be separately considered and acted upon by the Board of Directors.
  - (c) They shall be submitted to the Commission on Constitutional Matters of the Synod for review and approval prior to consideration by a District convention.
  - (d) They shall be presented in writing to the District in convention.
  - (e) They shall be adopted by the affirmative vote of a majority of the delegates present and voting.
- 12.2 When necessitated by amendments to the Synod Constitution or Bylaws or otherwise expressly directed by a resolution of the Synod in convention, amendments to the District Bylaws may be made by a two-thirds majority of the District Board of Directors. Such amendments shall be drafted by the District Secretary and shall be reviewed in advance by the Commission on Constitutional Matters of the Synod.