

BYLAWS
THE MICHIGAN DISTRICT
OF
THE LUTHERAN CHURCH—MISSOURI SYNOD
(As Amended by the 2022 Michigan District Convention, June 26-28, 2022.)

ARTICLE I - MEMBERSHIP AND ORGANIZATION

- 1.1** The Michigan District shall consist of congregations and ministers of religion (ordained and commissioned) holding membership in the Synod received by the District or the Synod (Cf. Synod Bylaw 4.1.2).
- 1.2** The District shall establish an organizational structure for the effective operation of its program and conduct of its affairs, which structure shall embrace the convention, regional assemblies, the Board of Directors, circuits, and such other entities, boards, commissions, and committees as may from time to time be established.
- 1.3** The District shall be administered through four (4) levels of organization:
- a. The convention is the meeting of the voting member congregations represented by their delegates.
 - b. The regional assemblies shall meet prior to the District convention, at which time delegates shall consist of the regularly elected and certified delegates of said regions (Cf. Bylaw 2.3).
 - c. The Board of Directors shall be responsible for the overall policy and affairs of the District subject to the Constitution, Bylaws and resolutions of Synod, and to these Bylaws and the resolutions of the District in convention.
 - d. The circuits shall carry out resolutions of the Synod and the District and engage in the objectives of the Synod (Cf. Synod Bylaw 1.3.6).

ARTICLE II - CONVENTIONS

- 2.1** District conventions shall be held and conducted as prescribed by the Constitution and Bylaws of Synod (Cf. Synod Bylaw 4.2).
- 2.2** The convention shall be governed by Robert's Rules of Order, except as otherwise provided in these Bylaws or the Bylaws of Synod.
- 2.3** Representation
- a. Every member congregation or multi-congregation parish is entitled to two votes, one of which is to be cast by its pastor and the other by the lay delegate elected and deputed by the congregation or parish (Constitution, Art. XII, Section 10 a.).
 - b. Advisory delegates are all commissioned ministers, and those ordained ministers not presently serving as voting representatives of congregations, who are members of the Synod within the district. In addition, a congregation that is part of a multi-congregation parish, other than the congregation supplying the voting lay delegate, may elect and depute an advisory lay delegate (Constitution Art. XII, Section 10 b.).
 - c. Advisory representatives of the Board of Directors, other boards, commissions, and educational institutions and such as by virtue of their office are required to attend District conventions.
- 2.4** Quorum - To conduct business, a convention must have present at least one-third of the voting member congregations represented by at least one of their respective voting representatives (pastor or lay delegate) (Cf. Constitution XII.14).

ARTICLE III - REGIONS AND REGIONAL ASSEMBLIES

- 3.1** There shall be four (4) regions within the Michigan District.
- 3.2** Regions shall consist of a group of circuits created, aligned, and/or realigned by convention resolution.

- 3.3** Regional assemblies shall meet no later than 45 days prior to the convention of the Michigan District. The date shall be communicated to congregations no later than 30 days prior to the regional assembly. The regional vice-president shall call and chair the assembly of his region at a place of his choosing.
- 3.4** The regional assembly shall be governed by Robert's Rules of Order.
- 3.5** Each member congregation or multi-congregation parish is entitled to be represented at this assembly by two of their respective voting delegates (one pastor and one layperson) and by their advisory delegates (Cf. Bylaw 2.3).
- 3.6** The chair shall appoint a secretary to record the proceedings.
- 3.7** At least one-third of the voting member congregations represented by at least one of their respective voting representatives (pastor or lay delegate) shall be present to conduct a meeting of the regional assembly (Cf. Constitution XII, Section 14).
- 3.8** The purpose of the regional assembly shall be:
- a. To be informed about major issues to come before the District convention;
 - b. To nominate from its region two (2) ministers of religion – ordained for the office of vice-president in accordance with the provisions of Bylaw 5.10 and candidates for the Board of Directors in accordance with the provisions of Bylaw 5.13.
 - c. To nominate from its region, using a slate prepared by the regional nominating committee, the District Nominating Committee (Cf. Bylaw 5.13 d).

ARTICLE IV - QUALIFICATIONS FOR OFFICERS AND BOARD MEMBERS

- 4.1** Officers and board members shall meet all qualifications established from time to time by the Constitution and Bylaws of The Lutheran Church—Missouri Synod and such other qualifications as may be established from time to time by these Bylaws. Regional members of the board must be members of congregations within the region represented throughout their term of service.
- 4.2** Officers and members of the Board of Directors must be members in good standing of congregations which are members of the Michigan District of The Lutheran Church—Missouri Synod, except as noted in Michigan District Bylaw 5.9 a. No congregation of the District shall have more than one (1) member from its congregation as a voting member of the Board of Directors to the District.

ARTICLE V - ELECTIONS

- 5.1** Officers.
- a. Elective Officers. The elective officers of the District shall be the President, one vice-president from each region, a Secretary, and the circuit visitors.
 - b. Appointive Officer. The Board of Directors, in consultation with the President, shall appoint the Treasurer.
- 5.2** The elective board of the District shall be the Board of Directors.
- 5.3** Term of Officers and Board of Directors' Members.
- a. The term of office of each elected or appointed officer shall be three (3) years. All officers other than circuit visitors may be elected or appointed to the same office for four (4) consecutive terms after which a period of three (3) years shall elapse before they are again eligible for election or appointment to the same office, unless otherwise provided by these Bylaws. An officer, elected or appointed to fill an unexpired term, who serves two (2) or more years, shall be considered to have completed one (1) term. Circuit visitors may serve an unlimited number of terms.
 - b. The President may be elected to succeed himself in office no more than three (3) times.
 - c. The term of office of each Board of Directors member shall be six (6) years. All Board of Directors members may be

elected or appointed to the same office for two (2) consecutive terms after which a period of six (6) years shall elapse before they are again eligible for election to that board. A Board of Directors member appointed to fill an unexpired term who serves four (4) or more years, shall be considered to have completed one (1) term.

- d. The Board of Directors shall be composed of four (4) ordained ministers, four (4) commissioned ministers, and eight (8) laypersons with equal representation from each region of the District. The size of the Church Extension Fund Board of Trustees shall be determined by its Bylaws.

5.4 Salaried Executives without Vote.

Executive level staff of the District and the Chief Executive Officer for the Church Extension Fund Board of Trustees are not eligible for voting membership on any board of the District. They shall not at the same time hold an executive position to which they have been called and the Office of President, vice-president, Secretary, or Treasurer of the District. If such staff is elected or appointed to one of these positions, he must resign his executive office to accept such an election. (See also Syn. Bylaw 1.5.1.1 for additional restrictions.)

5.5 Time of Elections.

- a. The election of the President, the vice-presidents, the Secretary, approximately one-half of the Board of Directors, and the ratification of the circuit visitors shall take place at each District convention. At alternate conventions a District member shall be elected to serve on the LCMS Committee for Convention Nominations.
- b. Regional assemblies shall nominate for all positions with the exception of President, Secretary, Treasurer, and the Church Extension Fund Board of Trustees.
- c. At their regional assemblies prior to the even numbered conventions, the Metro-East Region and the West Region shall narrow the slate of candidates for the Board of Directors.
- d. At their regional assemblies prior to the odd numbered conventions, the Metro-West Region and the North and East Region shall narrow the slate of candidates for the Board of Directors.

5.6 Nominating Committee

- a. The District convention shall elect a 12-member Nominating Committee consisting of one (1) ordained minister, one (1) commissioned minister, and one (1) layperson from each region of the District and the President shall designate the Chairman thereof. The three committee members from each region shall serve as the regional nominating committee.
- b. The Nominating Committee shall meet at the call of the Secretary.
- c. The regional nominating committee shall draw up from its region a list of candidates and alternates for the Board of Directors and the Nominating Committee in accordance with the provisions of Michigan District Bylaws 5.6 and 5.13 and the Schedule of Elections. The regional nominating committee shall obtain the consent of the persons it proposes to nominate, as well as biographical data, and supply the regional assembly with this information. Following the regional nominations, the biographical data of persons nominated shall be transferred to the District Nominating Committee so that the District ballot may be drawn up.
- d. The District Nominating Committee shall draw up a list of candidates and alternates for the Secretary and the Church Extension Fund Board of Trustees. The Nominating Committee shall obtain the consent of the persons it proposes to nominate, and transmit its final report to the Secretary no later than three (3) months before the convention. This report shall contain the occupation or profession, residency, and specific experience and qualifications for the proposed office.
- e. The Chairman or his designate shall submit the committee's report to the District convention.
- f. If between the regional assembly and the District convention a nominee becomes ineligible for election, the Elections Committee will fill the vacancy on the ballot with the person who received the next-highest number of votes.
- g. The convention shall have the right to alter the ballot by amendment. The amendment procedure shall include a motion, a second, and a majority vote on the amendment. Any delegate making a nomination for the floor shall have secured prior written consent and biographical data from the candidate whom he wishes to nominate as detailed in Michigan District Bylaw 5.6 c. & d. This material shall then be submitted to the District Secretary.

- h. The Chairman shall have on hand at the convention a reserve list of nominees, approved by his committee, for use if required if a new board is to be elected. Whenever possible, however, the committee on nominations should be informed in advance if any new board is likely to be elected at a District convention, so that it may have a slate of candidates in readiness.

5.7 Floor Committee on Elections.

- a. Elections shall be conducted by a Floor Committee on Elections, appointed by the President before the convention. The Secretary of the District shall furnish the committee a copy of suggested election procedures.
- b. The committee shall consist of one (1) ordained minister, one (1) commissioned minister and two (2) laypersons.
- c. The committee may appoint tellers, who need not be voting delegates, to assist in conducting the elections. The Chairman shall give the list of tellers to the Secretary of the District, who shall announce them to the convention.
- d. A regional floor committee on elections shall be appointed by the vice-president of that region to conduct the nominating elections at the regional assemblies and whose duties shall be consistent with the District Floor Committee on Elections.

5.8 Majority and Plurality of Votes.

A majority of all votes cast shall be required to elect.

5.9 Nominations and Election of the President.

- a. The Michigan District of The Lutheran Church—Missouri Synod shall elect a President from among the clergy of the Synod.
- b. Every voting member congregation of the Michigan District may nominate one pastor as a candidate for the Office of President.
- c. The nomination of each member congregation shall be submitted to the Secretary no later than four (4) months prior to the opening of the District convention.
- d. Candidates for the Office of President shall be the five (5) persons receiving the largest number of nominations in this congregational action.
- e. The Secretary shall notify each candidate and shall secure his approval in writing for inclusion of his name on the convention ballot.
- f. The Secretary shall prepare biographical information on the five candidates which shall be submitted for publication no later than two (2) months prior to the opening of the District convention.
- g. The Secretary shall submit the names of the five candidates for election of President to the District convention.
- h. The convention shall have the right to alter the slate by majority amendment.
- i. If no candidate receives a majority vote on the first ballot, the name of the candidate who receives the smallest number of votes shall be dropped from the list and a new ballot taken. The procedure shall be continued until one (1) candidate has received a majority of the votes cast.

5.10 Nominations and Elections of Vice Presidents.

- a. The Michigan District shall elect one vice-president for each region from the clergy roster of the District with membership in a congregation in the designated region.
- b. Every voting congregation of a region may nominate one pastor from its region as a candidate for the office of vice-president for its region.
- c. The nomination shall be submitted to the Secretary no later than four (4) months prior to the opening of the District convention.
- d. The Secretary shall notify each nominee, secure his approval in writing, and secure biographical information for the inclusion of the five (5) names receiving the most nominations on the regional nominating ballot.

- e. At the regional assemblies each region shall choose by ballot two (2) pastors as nominees for election by the District convention to the office of regional vice-president.
- f. Each voting delegate in the region may vote for two (2) nominees for vice-president, indicating his first and second choice. The tellers, appointed by the chairman, shall score two (2) points for each first choice and one (1) point for each second choice. The two (2) nominees receiving the largest number of points shall be candidates. The tellers shall report the results of the meeting to the chairman.
- g. The chairman of the regional assemblies shall report to the Secretary the names of the persons nominated for the office of vice-president along with the biographical data. The Secretary shall transmit such names to the Floor Committee on Elections.
- h. The Committee on Elections shall recap the information provided on qualifications and experience for each candidate and shall submit such information together with the ballot on which such election is to take place.
- i. The convention shall have the right to alter the slate at the proper time by majority amendment as outlined in Michigan District Bylaw 5.6 g.

5.11 Ranking of Vice-Presidents.

After the vice-presidents have been elected, balloting will continue to determine their rank. The names of all four (4) vice-presidents will constitute the ballot for the First Vice-President, and voting continues until one is elected by majority vote. (If one is not elected on the first ballot, the name of the candidate who receives the smallest number of votes shall be dropped, and the balloting continues in this fashion until one is elected by majority vote.) The remaining three names constitute the ballot for Second Vice-President and the balloting continues as above. The two remaining names constitute the ballot for Third Vice-President, and the one not elected becomes Fourth Vice-President.

5.12 Election of Circuit Visitors.

The convention shall elect the circuit visitors as provided by the Bylaws of The Lutheran Church—Missouri Synod (Cf. Synod Bylaws 5.2.2).

5.13 Nominations of Board of Directors.

- a. Every voting congregation of a region nominating for the Board of Directors may nominate one (1) ordained minister, one (1) commissioned minister and two (2) laypersons holding membership in member congregations of the region for consideration as potential candidates by the regional nominating committee, which may consider additional candidates as it sees fit. (Cf. Bylaw 5.5 c. & d. for the nominating schedule.)
- b. The nominations shall be submitted to the Nominating Committee no later than four (4) months prior to the opening of the District convention.
- c. The Nominating Committee shall prepare a slate of up to four (4) ordained ministers, four (4) commissioned ministers, and eight (8) laypersons for the regional nominating ballot in accordance with Bylaw 5.6 c.
- d. At the regional assemblies each region shall choose by ballot two (2) ordained ministers, two (2) commissioned ministers, and four (4) laypersons from the slate prepared by the regional nominating committee as nominees for election by the District convention.
- e. Each voting delegate in the region may vote for two (2) ordained minister nominees, two (2) commissioned minister nominees, and four (4) layperson nominees. The two (2) ordained ministers, two (2) commissioned ministers, and four (4) laypersons receiving the largest number of votes shall be candidates. The tellers shall report the results of the meeting to the chairman.
- f. The chairman of the regional assemblies shall report to the Secretary the names of the persons nominated for the Board of Directors, along with the biographical data. The Secretary shall transmit such names to the Floor Committee on Elections.
- g. The Committee on Elections shall recap the information provided on qualifications and experience for each candidate and shall submit such information together with the ballot on which such election is to take place.
- h. The convention shall have the right to alter the slate at the proper time by majority amendment as outlined in Michigan District Bylaw 5.6 g.

5.14 Election of Other Officers.

- a. Election of all officers other than the President and vice-presidents will be held at a special period of the convention session determined and announced by the President in advance.
- b. The Committee on Elections shall submit one (1) ballot containing the nominees furnished by the committee on nominations for all elective offices.
- c. The list of nominees for each respective office, together with their experience and qualifications, shall be distributed.

5.15 Order of Names on the Ballot.

The names of all candidates in all elections shall be placed on the ballot regionally and in alphabetical order but without any distinctive mark, unless otherwise stipulated by these Bylaws.

5.16 Notifications of Election to Office.

At the close of the convention, the Secretary of the District shall notify every officer and board member in writing of his or her election.

5.17 Exception of Church Extension Fund Board of Trustees.

Members of the Church Extension Fund Board of Trustees shall be elected as provided by the Fund's own Bylaws.

5.18 Induction and Beginning of Term of Office.

- a. All officers and directors elected at the convention shall be inducted into their respective offices in an installation ceremony (service) at the convention. Failure to hold the ceremony or the unavailability of inductees to attend the ceremony in person does not affect the time at which the inductees assume office.
- b. All officers shall begin their terms of office on October 1.

ARTICLE VI – VACANCIES AND SUCCESSION

6.1 Presidential Vacancy

- a. A vacancy in the Office of President shall be filled by the First Vice-President, who shall serve until the District convention.
- b. The First Vice-President may decline the Office of President; in which event:
 - 1. The next ranking vice-president shall become President of the District.
 - 2. All other vice-presidents shall move up one rank.
 - 3. The declining vice-president shall fill the last ranking vacant vice-presidency.
- c. The successor need not terminate his position as pastor of a congregation while completing the former President's unexpired term.
- d. If the Board of Directors determines that the President is temporarily unable to serve in that capacity because of prolonged illness or disability, the duties and responsibilities of the Office of President shall be assumed by the First Vice-President, who shall remain as the acting President until the Board of Directors determines that the illness or disability has been removed.

6.2 A vacancy in the office of vice-president shall be filled by advancing the lower ranking vice-presidents. An acting vice-president for the resulting vacancy may be appointed by the President, with the advice and consent of the Board of Directors, until the District convention.

6.3 A vacancy in the Board of Directors shall be filled by the board. The appointee shall serve the unexpired term.

6.4 A vacancy in the office of circuit visitor between conventions shall be filled by appointment by the President (Cf. Synod Bylaw 5.2.2.1).

6.5 A vacancy in any other elective office shall be filled by the Board of Directors. The appointee shall serve the unexpired term.

6.6 The Church Extension Fund Board of Trustees will fill vacancies in accordance with its own Bylaws.

ARTICLE VII - BOARD OF DIRECTORS

7.1 The Board of Directors, with full authority, shall carry into execution the resolutions adopted by the District in convention. The Board of Directors shall create policies and monitor compliance to policies which govern the District's business and legal affairs and the Board of Directors shall monitor the performance of the District President in matters it has delegated to him and for which he has accepted delegation. Such delegation shall not conflict with the District President's ability to perform duties assigned by the Constitution or Bylaws of the Synod, including but not limited to ecclesiastical supervision of the district. The Board of Directors shall carry out its functions as described by Synod Bylaw 4.5.1.

7.2 The Board of Directors is authorized to elect from its membership a chairman, vice chairman and secretary.

- a.** The Board of Directors is authorized to appoint such committees and task forces as it deems reasonable to assist it to carry out its work. Members of committees and task forces shall be members in good standing of congregations which are members of the Michigan District of The Lutheran Church—Missouri Synod (MCL 450.2527(3)).
- b.** All committees, commissions and task forces of the District shall report regularly to the Board of Directors. Such report may be made in writing or by a representative in person, provided, however, that the Board of Directors may require the report to be made by a representative in person.
- c.** The Board of Directors is authorized to extend calls on behalf of the District.

7.3 The membership of the Board of Directors shall be divided into two classes, the voting members and advisory members:

- a.** The voting members of the Board of Directors shall consist of one (1) ordained minister, one (1) commissioned minister and two (2) laypersons elected from each of the regions within the District.
- b.** The Advisory members shall consist of the President, regional vice-presidents, Secretary, Treasurer, and the chairman of the circuit visitors.

7.4 The Board of Directors shall meet at least five (5) times per year.

- a.** A quorum shall consist of a majority of the voting members and the majority of those present and voting shall be sufficient to carry a motion or resolution.
- b.** Special meetings of the Board of Directors may be called by the President, the chairman of the Board or any three (3) voting members of the board. Advance notice of special meetings shall be given to all members.
- c.** A member of the Board of Directors or of a committee designated by the board may participate in a meeting by means of telephone conference or other means of remote communication by which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this subsection constitutes presence in person at the meeting.

ARTICLE VIII - OFFICERS AND ADMINISTRATION

8.1 President. The President shall be the chief executive of the District, responsible that the resolutions of the district are implemented and reporting to the district convention. He may, as delegated by the board of directors, carry out executive functions with regard to the district's business and legal affairs, subject to these Bylaws, but as to these the board retains general management and supervision. He shall preside at all District conventions. The President shall carry out the duties and responsibilities assigned to his office by the Constitution and Bylaws of Synod (Cf. Constitution, Art. XII; Synod Bylaws 4.4.1ff.). He shall be an ex-officio member of all commissions or committees in the District with the right to speak but not to vote. He shall have the right to designate any one of the vice-presidents to sit in his place at meetings of the Board of

Directors or any of the District's commissions or committees. As the chief executive, he shall manage and supervise the District staff. The Office of District President shall be full-time. He shall not be in charge of a congregation, nor hold a chair at any educational institution or fill any other full-time executive office of the District. This prohibition does not apply when a vice president assumes the Office of District President to complete an unexpired term.

8.2 Vice Presidents. In the event that the Office of President shall become vacant or in the event of the absence of the President or his disability to discharge the duties of his office, such duties shall for the time being devolve upon the vice-presidents in order according to their ranking as further provided in these Bylaws. The vice-presidents shall also do and perform such other acts as the President may from time to time authorize them to do.

8.3 Secretary. The Secretary of the District shall keep the minutes of the conventions of the District in books provided for that purpose; he shall attend to the giving and receiving of all notices of the District; he shall sign, with the President or a vice-president, in the name of the District, all contracts authorized by the Board of Directors, and when necessary shall fix the corporate seal of the District thereto; and his minutes and records shall be opened to examination to any member of the District at all reasonable times; and he shall have such additional duties as may be delegated to him by the convention or the Board of Directors.

8.4 Assistant Secretaries. The Board of Directors may appoint assistant secretaries who shall have the authority of the Secretary when delegated by the Secretary or the Board of Directors, or when the Secretary is unavailable due to disability or absence from the District.

8.5 Treasurer. The Treasurer shall have oversight of all funds and securities of the District and shall report to the Board of Directors and the District convention the financial status of the District. The Treasurer, the President of the District and/or the President's designated staff persons shall have authority to sign on behalf of the District all checks, notes, or other official documents. The Treasurer shall also require on behalf of the Board of Directors the annual audit of all District funds. The Treasurer shall be bonded for the discharge of all duties as Treasurer, the bond being of such character, form and in such amount as the Board of Directors may require.

8.6 Circuit Visitors. Circuit visitors shall serve in accordance with the duties assigned to this position as provided by the By-laws of The Lutheran Church—Missouri Synod. During the year when there is no Synod or District convention, circuit convocations will be held under the leadership of the circuit visitors and members of the circuit forum.

ARTICLE IX - FISCAL AND AUDITING

9.1 District Budget. The District budget shall be determined by the Board of Directors through its policies, but no budget shall be approved which allows for expenditures greater than receipts and other funds projected to be available in any given year. The board shall adopt the annual budget.

9.2 Auditing. All the District's financial accounts shall be audited at least once every year by a firm of certified public accountants designated by the Board of Directors.

9.3 No commission or committee of the District except the Church Extension Fund which is a subsidiary corporation of the District shall maintain a separate bank account without the consent of the Board of Directors. In the event such consent is given by the Board of Directors, such account or accounts shall be audited at the same time and in the same manner as heretofore provided.

9.4 The Board of Directors shall develop its own board policy manual for proper governance of the District.

ARTICLE X - THE CHURCH EXTENSION FUND

10.1 The Church Extension Fund shall adopt rules to govern its proceedings not inconsistent with these Bylaws. (See Bylaws of the Church Extension Fund attached to Bylaws of the Michigan District.)

ARTICLE XI - RECONCILIATION AND DISPUTE RESOLUTION

11.1 The District shall follow the principles, structures, procedures, and membership described in Synod Bylaws 1.10 and 2.14 to 2.17 with regard to reconciliation and dispute resolution.

ARTICLE XII – COMMISSIONS AND TASK FORCES

- 12.1** The District convention may create commissions and task forces for special purposes.
- 12.2** Task forces and commissions established by a convention and existing at the time of the adoption of these Bylaws shall continue their powers, duties and jurisdiction until further resolution of the convention. No future commission or task force shall have duration for longer than the time between conventions.
- 12.3** A convention resolution creating a commission or task force shall define its powers, duties, duration and jurisdiction and establish its budget.
- 12.4** A commission or task force created by a convention shall make period reports of its activities to the convention and to the Board of Directors between conventions (Cf. Bylaw 7.2b).
- 12.5** Members of commissions and task forces shall be members in good standing of congregations which are members of the Michigan District of The Lutheran Church—Missouri Synod.

ARTICLE XIII - HANDBOOK

- 13.1** The Board of Directors shall cause to be prepared, within three (3) months after the adjournment of each District convention, a District handbook.
- 13.2** The handbook shall include:
- a. The current Bylaws of the District as they may be amended.
 - b. The names of all officers and board members.
 - c. Such other information as the convention and/or the Board of Directors may direct.
- 13.3** A copy of the handbook shall be furnished to:
- a. Each member congregation of the District.
 - b. Each officer and board member.
 - c. Such other persons as the convention and/or the Board of Directors may direct.

ARTICLE XIV - REPEAL AND SAVING CLAUSE

- 14.1** Any and all bylaws previously adopted by the convention of the Michigan District of The Lutheran Church—Missouri Synod are hereby repealed.
- 14.2** If any section, paragraph, clause or provision of these Bylaws or any amendments thereto, shall be held invalid under the Constitution and Bylaws of The Lutheran Church—Missouri Synod, or under the laws of the State of Michigan, the invalidity of such paragraph, section, clause or provision shall not affect any of the other provisions of these Bylaws or amendments thereto.
- 14.3** All acts, resolutions or orders or parts thereof in conflict with the provisions of these Bylaws, and any amendments thereto, to the extent of such conflict, are hereby repealed and all other acts, resolutions or orders or parts thereof not in conflict with the provisions of these Bylaws, or amendments thereto, shall continue in full force and effect.

ARTICLE XV - INDEMNIFICATION

- 15.1** Those directors duly elected or appointed to the Board of Directors who do not receive anything of value from this corporation for serving as a director other than reasonable per diem compensation and/or reimbursement for actual, reasonable and necessary expenses incurred by such director in service of the capacity as a director shall be deemed a “volunteer director” for all purposes hereunder.

15.2 A volunteer director shall not be personally liable to the corporation or its membership and/or members for monetary damages for any breach of the director's fiduciary duty except for liability arising from or relating to:

- a. A breach of director's duty of loyalty to the corporation or its members;
- b. Actual omissions not in good faith or the involvement of intentional misconduct or a knowing violation of law;
- c. An act in violation of the provisions of Michigan law, specifically MCLA 450.2551(1);
- d. Any transaction from which a director derives an improper personal benefit;
- e. Any act or omission resulting in liability occurring before January 1, 1988;
- f. Any act or omission that is grossly negligent.

15.3 The corporation shall assume all liability to any person or entity other than the corporation or its members for all acts or omissions of a volunteer director occurring on or after January 1, 1988.

15.4 The corporation shall to the fullest extent permitted under Michigan law, indemnify those persons serving in the position of, or at the request of the corporation as director, officer, trustee, committee member, commission member, employee or agent against expenses, including attorney fees, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by a person in connection with any actions, suits or proceedings, formal or informal, relating to the service of said individual on behalf of the corporation if such person acted in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interest of the corporation or its members, or with respect to any criminal action or proceeding if the person had no reasonable cause to believe that the conduct engaged in was unlawful. The corporation, through its Board of Directors, shall have such further or other authority to indemnify directors, officers, employees or agents consistent with the provisions of Michigan law.

ARTICLE XVI - AMENDMENTS

16.1 Amendments may be made to the Bylaws by the District in convention providing they are not contrary to the Constitution and Bylaws of Synod.

16.2 Proposed amendments shall be presented in writing to a convention of the District upon review and approval by the Commission on Constitutional Matters of the Synod (Cf. Synod Bylaw 3.9.2.2.3 [a]).

16.3 Proposed amendments shall be specified as bylaws amendments.

16.4 Proposed amendments shall be submitted to the District committee on new and revised constitutions and they shall report to a convention floor committee.

16.5 Proposed amendments to the Bylaws may be adopted by an affirmative vote of a majority of the delegates present and voting.

16.6 Following a convention of the Synod, Bylaw amendments necessary for compliance with the Constitution and Bylaws of the Synod may be made by a two-thirds majority of the Board of Directors upon review and approval by the Commission on Constitutional Matters of the Synod (Cf. Synod Bylaw 3.9.2.2.3 [a]). All such amendments will be reported to the District.