

# Constitution and By Laws of the Iowa District of LCMC

## **Preamble**

As members of the priesthood of all believers, called by the Holy Spirit to confess the gospel of our Lord Jesus Christ in its purity, we give thanks for God's continual faithfulness and, by adopting this constitution, form the Iowa District of Lutheran Congregations in Mission for Christ, uniting to carry out God's mission in the name of the Father, the Son and the Holy Spirit.

## **Article 1 - Name and Incorporation**

**1.01** The name of this corporation shall be the Iowa District of Lutheran Congregations in Mission for Christ. It shall herein be referred to as the "Iowa District" and the official abbreviation for Lutheran Congregations in Mission for Christ is LCMC.

**1.02** The Iowa District is incorporated and its Articles of Incorporation shall be filed under the laws of the State of Iowa.

**1.03** All references in this document to policies or documents of "Lutheran Congregations in Mission for Christ" or "LCMC" shall refer to the current versions thereof incorporating any properly accepted amendments or revisions.

## **Article 2 - Statement of Faith**

**2.01** We, the members of the Iowa District believe, teach and confess the Triune God, Father, Son and Holy Spirit in a manner consistent with the confession and teachings of Lutheran Congregations in Mission for Christ.

## **Article 3 - Ministry**

**3.01** The members of the Iowa District affirm the priesthood of all believers. The Iowa District commits itself in function and structure to the equipping and supporting of all members of its congregations for their ministries within and outside of the household of faith. It is within and from this context of ministry that we declare that God calls some to the public ministry of Word and Sacrament and other specific ministries. At the same

time, all baptized members of our congregations are priests called by God to ministries in their daily lives.

**3.02** The Iowa District may establish ministry standards, provided they do not conflict with those lawfully adopted by LCMC and provided such ministry standards are approved by the Iowa District's annual convention. The Iowa District's ministry standards may be altered or amended from time to time with the ratification and approval of a majority of the Iowa District's member congregations.

**3.03** A called minister of Word and Sacrament of the Iowa District member congregation shall subscribe to the confession of faith and otherwise comply with the ministry standards established by LCMC.

**3.04** God's call of a particular man or woman to the office of ministry is confirmed by the call of a congregation. Congregations shall issue the calls to public ministry. A congregation also may call a chaplain, missionary or pastor employed in another type of special ministry.

#### **Article 4 - Membership**

**4.01** The Iowa District is a district organization of LCMC. Like LCMC, the Iowa District is an association of its member congregations. Each congregation that subscribes in writing to this constitution in a manner determined by the Iowa District Council shall be a member of this association.

**4.02** Except as otherwise agreed in writing between the Iowa District and one of its member congregations, each congregation retains its own property and assets and the Iowa District makes no claim to any congregational assets or property.

**4.03** The District Council of the Iowa District shall adopt such rules and regulations governing the suspension of membership, as it deems necessary. Such rules and regulations shall be approved by the convention of the Iowa District. By action of its District Council, the Iowa District may suspend the membership of a congregation by a two-thirds majority vote of a quorum at a regularly called meeting of its District Council. The District Council shall give 60 days written notice of its intent to seek suspension of membership of a member congregation. The council shall report the suspension of any member congregation to all its member congregations within 30 days of taking such action. The suspension of a member congregation by the council shall remain in force until the next

convention of the Iowa District at which time a decision to terminate membership of a member congregation may be made by a two-thirds majority vote.

**4.04** Member congregations may be either regular members or associate members. Associate members retain the right of voice at meetings and full participation in the activities of the Iowa District, but have no voting privileges.

## **Article 5 - Governance**

**5.01** The Iowa District shall be organized through congregations, its convention, a District Council elected at its convention and such other tools as its members choose to adopt.

**5.02** The convention of the Iowa District shall meet annually as convened by the District Council or as otherwise provided in its bylaws. The convention shall have only such authority as specifically granted in the Iowa District's constitution and bylaws. Each member congregation shall be entitled to delegates at all conventions where the Iowa District's business is being conducted. Numbers of voting delegates will be determined in a manner consistent with the LCMC Constitution and Bylaws.

**5.03** Subject to the limitations imposed by this constitution and the Iowa District's bylaws, the business and affairs of the Iowa District shall be managed by its District Council.

**5.04** There shall be no voting by proxy or absentee ballot by members of the District Council.

**5.05** Other matters of governance, organization and order shall be addressed in the bylaws of the Iowa District.

## **Article 6 - Amendment of Constitution and Bylaws**

**6.01** Any member congregation of the Iowa District may propose, in writing, an amendment to this constitution. The proposed amendment shall be referred, at least four months prior to the next convention, to the District Council for review, comment and recommendation, and shall immediately thereafter be submitted in writing to the delegates to the annual convention. The amendment shall be presented for vote to the delegates to the convention. The adoption of any amendment shall require

a two-thirds majority vote of the delegates present at the convention, provided that such amendment shall not become effective unless it is ratified in accordance with Section 6.03 below.

**6.02** The District Council may propose an amendment six months prior to the next regularly scheduled convention. The adoption of such an amendment shall require a two-thirds majority vote of the delegates present and voting at such convention but shall not become effective until ratified as provided in Section 6.03 below.

**6.03** Any constitutional amendment must be ratified by two-thirds majority vote of the member congregations acting in and through properly called congregational meetings, with each congregation entitled to one vote. Any proposed amendment not ratified within two years of the date of approval by the convention shall be deemed rejected. The District Council is authorized to adopt rules and regulations governing the ratification process, provided, however, that such rules and regulations are not inconsistent with this constitution. For the purposes of ratifying constitutional amendments, each congregation shall have one vote. Voting procedures not inconsistent with this constitution may be further defined in the Iowa District's bylaws.

**6.04** Bylaws not in conflict with this constitution may be adopted or amended by the Iowa District's convention provided however that all such bylaws are approved by a majority vote of the delegates present and voting at the convention and provided that a majority of the Iowa District's member congregations do not reject the adopted or amended bylaws.

**6.05** Prior to the adjournment of the Iowa District's second organizational convention in 2010, amendments to the constitution are exempted specifically from constitutional amendment provisions, which require congregational ratification. This paragraph is designed to address transitional issues relating to the adoption of the constitution and to allow the Iowa District's member congregations to familiarize themselves with the terms of this constitution between the time of the constituting convention and the time of the first annual convention; and will be of no further force or effect following adjournment of the second organizational convention of the Iowa District.

## **Bylaw 1- Membership**

**1.01** The Iowa District is a district comprised of LCMC congregations and, subject to the provisions of the constitution of the Iowa District and these bylaws, the Iowa District's voting members shall be member congregations.

**1.02** Membership privileges and requirements shall be consistent with The LCMC Bylaws.

## **Bylaw 2 - Ministry**

**2.01** Member congregations of the Iowa District are authorized to call and ordain ministers pursuant to such standards as the Iowa District convention may adopt from time to time.

**2.02** The ministry standards of LCMC shall serve as the ministry standards of the Iowa District.

## **Bylaw 3 – Statement of Purpose and Objectives**

**3.01** The purpose of the Iowa District is to support our common mission to bear witness to the good news that sinners are put right with God by faith alone in Jesus Christ, to resist any corruption of this Gospel and to serve and support fellow congregations who seek to do likewise. Looking only to the cross of Christ, we proclaim God's work as law and gospel for the redemption of his people today.

**3.02** Consistent with the explication of Purpose and Objectives in the LCMC Bylaws, appropriate activities and functions will be carried out as necessary to accomplish the ministry work of the Iowa District.

## **Bylaw 4 – Organization and Annual Convention**

**4.01** As an association of congregations, the Iowa District recognizes a need for checks and balances in its governance and operational procedures.

**4.02** There shall be no limiting quotas, such as gender, race, or roster status for service on the Iowa District's boards, commissions, task forces, committees or its District Council.

**4.03** The annual convention of congregational delegates shall be the Iowa District's legislative authority and the powers of the convention are

limited only by the provisions of the Iowa District's articles of incorporation, constitution, bylaws and the convention's own resolutions. The convention shall meet annually in regular session but may meet as called by the District Council. The time and place of the convention shall be determined by the District Council, which shall give at least 60 days written notice to member congregations of the date and place of each convention. Each congregation shall be entitled to delegates and alternates to the Iowa District's convention as set out in paragraph 5.01 of the constitution. The names of the delegates and any alternates selected by the congregations shall be provided to the District Council pursuant to such procedures as the District Council may adopt. Members of the District Council may also serve as delegates to the convention having voice and vote.

**4.04** The annual convention shall have the authority to establish boards and commissions to assist in the management of the Iowa District's affairs.

**4.05** The annual convention is authorized to adopt continuing resolutions, rules, and regulations to assist in governing the Iowa District's affairs, provided such do not otherwise conflict with and are not prohibited by the Iowa District's constitution and/or bylaws.

**4.06** The convention shall be convened by the Iowa District's council members and shall, in any event, occur no later than the first Saturday of December of each year. The convention shall serve as the Iowa District's annual meeting and the agenda may include but is not limited to, election of the District Council or the filling of any vacancies on the District Council, approval of the annual budget, approval of ministry standards or changes to ministry standards and such other business as may occur from time to time.

**4.07** The Iowa District Council shall convene a convention within 60 days of submission of a written petition signed by 25 percent of the then-existing member congregations requesting a convention.

## **Bylaw 5 – District Council**

**5.01** Meetings of the District Council may be held from time to time at any place the District Council may designate within or without the state of Iowa. Either the chairperson or any three members of the District Council may call a meeting by giving 10 days notice to all of the other council members of the date and time of the meeting. The notice may be given by mail, telephone, electronic mail, facsimile transmission or in person. A council member may waive notice of a meeting and such waiver is

effective whether given before, at, or after the meeting and whether such waiver is given in writing, orally or by attendance.

**5.02** There shall be seven members of the District Council.

**5.03** A majority of the council members currently holding office is a quorum for the transaction of any business.

**5.04** Any action required or permitted to be taken at a meeting of the District Council may be taken by written action signed by the number of council members that would be required to take the same action at a meeting of the District Council at which all council members were present, provided that all members of the District Council receive reasonable notice of the text of the written action at the same time it is furnished to any council member for signature. All members of the District Council shall be notified immediately of the effective date of any such written action that is duly taken.

**5.05** Vacancies on the District Council resulting from the death, resignation or removal of a council member may be filled by the affirmative vote of a majority of the remaining council members, even though less than a quorum. Each council member elected under this section to fill a vacancy shall hold office until a qualified successor is elected at the Iowa District convention. If any council member elected under this section holds office for less than two years, they shall be entitled to election to two full, three-year terms as a member of the Iowa District Council. In no event shall any person serve more than eight consecutive years as a member of the Iowa District Council.

**5.06** The District Council may, by resolution, establish committees to conduct the Iowa District's affairs and business.

**5.07** Except as otherwise provided by the constitution, the bylaws and continuing resolutions, if any, the parliamentary authority found in Robert's Rules of Order shall govern the Iowa District's meetings.

**5.08** Nothing in these bylaws is intended to discourage electronic participation in the Iowa District's affairs, provided such electronic participation is consistent with good order and ballot integrity, voting and election procedures.

## **Bylaw 6 – Association Officers**

**6.01** The Iowa District shall have as its officers a president, a vice-president, a secretary, a treasurer and such other officers as the District Council shall, from time to time, create. The District Council may remove any officer by a two-thirds majority vote with or without cause, with the exception of the treasurer, who may be removed only for cause in paragraph 6.05 of these bylaws.

**6.02** All officers shall be elected by the District Council from among the District Council's members to serve a one-year term. Such election shall occur at a special meeting of the District Council to occur immediately following the regular election of the District Council.

**6.03** The vice-president shall preside over all meetings of the District Council where the president is unable to preside and shall serve under the direction of the president.

**6.04** The secretary shall serve as the Iowa District's recording officer and shall keep the minutes, have responsibility for records, rosters, archives and other documents of the association and such other duties as may be assigned to the secretary by the District Council.

**6.05** The treasurer shall propose policy for review in action by the District Council of the financial, accounting, insurance, property management, investment, and money management systems of the association. The treasurer may be dismissed by a two-thirds majority vote of the District Council and only for cause.

**6.06** Should the President of this association die, resign or be unable to serve, the Vice-President shall be charged with the responsibilities of the president until the election of a new President or until the President is able to serve again. Should the Vice-President, secretary or treasurer die, resign or be unable to serve, the President, with the approval of the District Council, shall arrange for the election of a new officer by the District Council to fulfill the responsibilities of the position.

**6.07** Any candidate for the election to the District Council shall be entitled to the names and addresses of delegates and alternates to the convention for the purpose of communicating the candidate's vision and the candidate's desire to seek election to the District Council.

## **Bylaw 7 – Amendment of Bylaws**



**7.01** The bylaws of this association may be amended at any regular or special convention where the amendment to the bylaws has been presented in writing by the District Council or by at least 10 percent of the member congregations. The District Council shall review and comment on proposed bylaw changes transmitted by member congregations pursuant to this paragraph but shall submit any proposed bylaw changes to the Iowa District convention for action. Any proposed bylaw or amendment to an existing bylaw shall first be approved by a majority of those delegates present and voting at the Iowa District convention. Thereafter, member congregations shall have one year from the date of enactment by the convention to reject the proposed bylaw or amendment to existing bylaw. A majority of member congregations is required to reject a proposed bylaw or proposed amendment to an existing bylaw. No amendments to the Iowa District's bylaws shall become effective until the time period for rejection by member congregations has passed. Rejection by a majority of member congregations terminates all action on the proposed bylaw or amendment.

## **Bylaw 8 – Transition Provisions**

**8.01** Members of the District Council elected at the October 2010 Iowa District convention shall serve staggered terms of office as determined by unanimous agreement of those elected or, failing unanimous agreement, by random draw. Any member of the District Council elected under this provision serving a two-year term or less shall be eligible to serve two consecutive, full three-year terms on the District Council.

**8.02** Prior to the adjournment of the Iowa District's second organizational convention in 2010, amendments to the bylaws are specifically exempted from bylaw provisions, which would subject them to congregational negative ratification. This paragraph is designed to address transitional issues relating to the adoption of the bylaws and to allow the Iowa District's member congregations to familiarize themselves with the terms of these bylaws between the time of the constituting convention and the time of the second organizational convention; and will be of no further force or effect following adjournment of the second organizational convention.

**8.03** Formal meeting notification requirements are waived until the District is incorporated and formally recognized by the LCMC Board of Trustees.