

AUGUSTANA DISTRICT BYLAWS

These bylaws are duly adopted by Augustana District, a not for profit corporation duly organized under the laws of the State of Minnesota:

1. Membership

- 1.01** Augustana District (Augustana) is an Association of congregations and is organized as a district of Lutheran Congregations in Mission for Christ (LCMC).
- 1.02** Augustana shall recognize, receive and maintain a list of member congregations. Member congregations shall, by practice and by governing document:
 - a. preach the Word and administer the sacraments in accordance with the Augsburg Confession;
 - b. uphold and subscribe to the constitution and bylaws of Augustana and shall be a member in good standing of LCMC;
 - c. agree to call pastors who actively uphold and subscribe to the Constitution and bylaws of Augustana;
 - d. support the life and work of Augustana by practice, congregational governing documents and by written commitment to Augustana.
- 1.03** Congregations shall join Augustana by written commitment to Augustana by way of such forms and procedures as the District Council shall prescribe from time to time. A congregation may terminate its membership in Augustana by any of the following procedures:
 - a. Terminating its relationship with Augustana by following such internal congregational procedures as are required by that congregation and giving appropriate written notice to Augustana that it no longer desires to be a member of Augustana;
 - b. ceasing to exist;
 - c. taking action to dissolve as a congregation.
- 1.04** Augustana, by action taken by the members of the District Council pursuant to these bylaws and ratified by the members of Augustana as also provided by these bylaws, may terminate the membership of a congregation for cause by a three quarters majority vote of the members of the District Council present and voting subject to the following:
 - a. the District Council shall give at least 60 days written notice of intent to seek termination of membership in Augustana with notice by either first class mail

or commercial delivery service given to the last mailing address provided by the member congregation;

b.all such membership terminations shall be ratified by the next annual convention of Augustana.

1.05 Augustana recognizes that individuals and non-member congregations may wish to participate in Augustana's affairs and these bylaws authorize the District Council of Augustana to create associate membership status in Augustana. Subject to such rules as the District Council may adopt in the process of creating associate member status and to promote efficiency and to allow Augustana to complete the business of Augustana, associate members shall be entitled to voice, but not vote, at meetings and conventions of Augustana. Associate members may be appointed by the District Council to committees and task forces, and shall be entitled to voice and vote at task force or committee meetings. Following at least thirty (30) days written notice, the District Council may revoke associate membership status upon a two thirds vote of the members of the District Council then present and voting.

2. Ministry

2.01 Augustana member churches are authorized to call and ordain ministers pursuant to such standards as Augustana may adopt from time to time. Called and ordained pastors of Augustana may belong to clergy rosters of other districts or denominations. Member congregations are encouraged to consult with Augustana's appropriately appointed committee or designee during the pastoral call process. Member congregations are not required to receive approval from Augustana before calling, hiring, retaining or employing ministerial staff. Member congregations of Augustana agree, under normal circumstances, to call pastors certified by, or pursuing certification from, Augustana.

2.02 All pastoral staff or ministers serving Augustana congregations shall subscribe to the statement of faith and ministry standards of Augustana and LCMC unless otherwise provided in the Constitution and Bylaws of Augustana and LCMC. Ordained ministers shall be subject to discipline as provided for in a discipline plan adopted by a member congregation, LCMC or Augustana.

2.03 Ministry standards, once adopted by Augustana upon the recommendation of the District Council or, at the election of the District Council, an appropriate advisory body, including a board of ministry, may be amended only by the annual convention of Augustana and any such amendments must be ratified by an affirmative vote of the majority or member congregations of Augustana. Any amendment to the ministry standards of Augustana shall first be submitted to the District Council for review and comment and shall thereafter be submitted to the

annual convention of Augustana for approval or disapproval. Following approval by the annual convention of Augustana, any amendment to the ministry standards shall, within one year of the date of approval by the annual convention of Augustana, be ratified by a majority of the member congregations of Augustana. Any unratified amendment shall not be effective and shall expire and not be subject to further ratification if not ratified within one year of the date of approval by the annual convention of Augustana. The District Council, on its own motion, may submit to the annual convention proposed changes to the ministry standards of the district. Notice to Augustana member congregations of such changes shall be made in writing at least three (3) months prior to the annual convention of Augustana and shall also be ratified as provided by this paragraph.

3. Statement of purpose and objectives.

3.01 The purpose of Augustana 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 member congregations who seek to do likewise. Looking only to the cross of Christ, we proclaim God's Word as law and gospel for the redemption of his people today.

3.02 To serve and support the member congregations of Augustana in their mission to proclaim the Gospel, the association will strive to accomplish the purposes and objectives more fully set out in paragraph 3.02 of the bylaws of LCMC.

4. Organization.

4.01 In addition to such other committees as the District Council or annual convention of Augustana may create from time to time, the following standing committees shall be created and maintained for the benefit of Augustana:

- a.** Board of Congregational Services. The Board of Congregational Services (BCS) shall support member congregations by, but not limited to, providing advice and counsel in the call or hiring process of pastoral staff, creating and maintaining a recommended but voluntary set of salary guidelines, providing voluntary assistance in conflict resolution, both within congregations and by and between Augustana member congregations and such other services as may be helpful to the member congregations of Augustana from time to time.
- b.** Board of Theology and Ministry. The purpose and mission of the Board of Theology and Ministry shall be to preserve and promote the District's theological and confessional commitments. To this end, it shall administer the District's pastoral certification process, maintain the clergy list of the

District, enforce and maintain the District's Ministry Standards, and generally provide theological and professional oversight to Augustana's clergy. The Board of Theology and Ministry shall sponsor an annual theological conference that District clergy are required to attend and to which congregations are encouraged to send lay participants as well. The Board of Theology and Ministry shall also provide assistance to, and review of, the Board of Publications and the Board of Theological Education, but shall not have the power to direct the affairs of those boards. The annual convention of Augustana shall have the exclusive authority to determine the number and manner of election of all Board of Theology and Ministry members. Members shall serve three year terms and may serve no more than two consecutive terms. A member of the Board of Theology and Ministry may be removed for cause by two thirds vote of the remaining members of the Board, provided written notice and an opportunity to be heard is given to the board member of the grounds for removal. The annual convention of Augustana may, by resolution, further define cause permitting board member removal and may also specify additional procedures to be followed in connection with a motion to remove a board member.

- c. Board of Publications. The purposes of the Board of Publication shall be to provide educational material, curricula, and worship resources to congregations that are reliably consistent with the theological, confessional, and biblical commitments of the Augustana District. The Board of Publication may supply such resources either by commissioning the materials, or, after examination and review, by providing lists of acceptable materials already published. No member congregation is required to purchase or use the materials designated or recommended by the Board of Publications.
- d. Board of Theological Education. The Board of Theological Education shall support member congregations by working with the Institute of Lutheran Theology (ILT) in an effort to provide appropriate seminary options for potential Augustana pastors and to provide appropriate theological education for church leaders and member congregations. Notwithstanding the support of Augustana for the Institute of Lutheran Theology, member congregations are free to support other institutions and to call or hire graduates of other institutions.
- e. Board of World Missions. The Board of World Missions shall assist member congregations by identifying international projects which are theologically and financially worthy of member congregational support. Further, the Board

of World Missions shall create, administer and oversee any world mission projects that may be established in the future by the annual convention of member congregations. No member congregation is required to support any mission projects suggested by Augustana or the Augustana Board of World Missions.

- f. Board of Domestic Missions. The Board of Domestic Missions shall support member congregations by identifying and supporting opportunities for starting new Augustana congregations. The Board of Domestic Missions shall develop, and make available, resources for mission developers/pastors and mission congregations for use in developing new congregations. Further, the Board of Domestic Missions shall be responsible for Augustana's publicity and communications, including, but not limited to, printed materials and Augustana's website.

4.02 The District Council, by resolution, shall determine the number of members of all boards and committees of Augustana. Members of all boards described in paragraph of 4.01 of these bylaws, with the exception of the Board of Theology and Ministry, shall be appointed by a majority vote of the District Council and shall serve three year terms and no more than two consecutive terms. Board members may be removed only by majority vote of the District Council and only after the board member has been given notice of removal and an opportunity to be heard. Vacancies shall be filled in the manner specified for members of the District Council.

4.03 Recognizing that membership in Augustana is a voluntary act of association by congregations, it is nonetheless the goal of Augustana to create maximum opportunities for participation and interaction by and with the member congregations of Augustana. To that end, all pastors serving Augustana churches in any capacity are expected to participate in the annual theological conference sponsored by the Board of Theology and Ministry. Additionally, the Board of Congregational Services or its designee will attempt to visit member congregations on an approximate annual basis to facilitate and improve communication between and among member congregations.

5 District Council.

5.01 Subject to the limitations of the Augustana Constitution and Bylaws, the business and affairs of Augustana shall be managed by or shall be under the direction of the District Council.

- 5.02** There shall be seven (7) to fifteen (15) members of the District Council. Members shall serve a maximum of two three-year terms. Each District Council member shall hold office until the election of a successor member. Any person who is a member of an Augustana congregation shall be eligible for election to the District Council. The number of members of the District Council shall be determined by the annual convention of Augustana upon the advice of the District Council. Until a successor member has been elected and qualified, the member of the District Council to be replaced or succeeded shall continue in office. No District Council member shall serve more than two consecutive terms of office, provided, however, that a member appointed to fulfill an unexpired term may serve 18 months of the unexpired term consecutive to two three year terms of office.
- 5.03** The election of members of the District Council shall occur at the annual convention of Augustana and shall be conducted according to rules adopted by the annual convention of Augustana that are not otherwise in conflict with the provisions of Augustana's constitution or bylaws.
- 5.04** Those candidates receiving the highest number of votes from those present and voting for the number of positions available for election shall be declared elected.
- 5.05** There shall be no voting by a proxy or absentee ballot by members of the District Council, provided, however, that nothing in these bylaws is intended to discourage electronic participation in the affairs of Augustana including, where consistent with good order and ballot integrity, voting and election procedures.
- 5.06** Meetings of the district council may be held from time to time and any place the District Council may designate within or without the state of Minnesota. The District Council chair or any three members of the District Council may call a board meeting by giving ten (10) days notice to all other District 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. If a meeting schedule is adopted by the District Council, or if the date and time of a board meeting has been announced at a previous meeting, no formal notice is required. A District Council member may waive notice of a meeting of the board 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.
- 5.07** A majority of the District Council members currently holding office is a quorum for the transaction of any business.
- 5.08** 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 members of the District

Council that would be required to take the same action at a meeting of the District Council at which all 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 member of the District Council 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.

- 5.09** A member of the District Council may be removed for cause by two-thirds vote of the remaining members of the District Council, provided written notice is given to the board member of the grounds for removal. The annual convention of Augustana may, by resolution, further define cause permitting board member removal and may also specify additional procedures to be followed in connection with a motion to remove a board member.
- 5.10** Vacancies on the District Council resulting from the death, resignation or removal of a member may be filled by the affirmative vote of a majority of the remaining members, even though less than a quorum. Each member elected under this section to fill a vacancy holds office until a qualified successor is elected by the delegates at the next regular or special annual convention of Augustana.
- 5.11** Except as otherwise provided by the Constitution, bylaws and continuing resolutions, if any, of Augustana, rules of parliamentary authority as set forth in the current edition of Roberts Rules of Order shall govern the affairs of Augustana.

6 Augustana Officers

- 6.01** Augustana shall have as its officers the chair of the District Council, a vice chair of the District Council, a secretary, and 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 of the remaining board members, with or without cause, with the exception of the treasurer, who may be removed only for cause.
- 6.02** All officers shall be elected by the members of the District Council from among the District Council's members to serve a one-year term. Unless otherwise designated by the District Council, the District Council chair shall perform the responsibilities described in Minnesota statutes Chapter 317A applicable to the president of the corporation.

- 6.03** The vice chair shall preside over all meetings of District Council where the chair is unable to preside and shall serve under the direction of the chair.
- 6.04** The Secretary shall serve as a recording officer of Augustana, shall keep the minutes, have responsibility for records, rosters, archives and other documents of Augustana, and such other duties as may be assigned to the Secretary by the District Council.
- 6.05** The treasurer shall propose policy for review and action by the District Council of the financial, accounting, insurance, property management, investment and money management systems of Augustana.
- 6.06** Should the chair of the District Council of Augustana die, resign or be unable to serve, the vice chair shall be charged with the responsibilities of the chair until the election of a new chair or until the chair is able to serve again. Should the vice chair, secretary, or treasurer, resign or be unable to serve, the chair, 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** A candidate for election to the District Council shall be entitled to the names and addresses of delegates and alternates to the annual convention of Augustana for the purpose of communicating the candidate's vision and the candidate's desire to seek election to the District Council.

7 Amendment of bylaws

The bylaws of Augustana may be amended at any regular or special meeting of Augustana where the amendment to the bylaws has been presented in writing by the District Council or by at least 10% 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 annual convention of Augustana for action. Any proposed bylaw or amendment to an existing bylaw shall first be approved by a majority of those delegates present and Augustana congregations shall have one year from the date of enactment by the annual convention of Augustana to reject a proposed bylaw or amendment to an existing bylaw. A majority of member congregations is required to reject a proposed bylaw or a proposed amendment to the bylaws of Augustana. No amendments to the bylaws of Augustana shall become effective until adopted by a majority of the delegates to the annual convention of Augustana then present and voting at the annual convention and until the time for rejection by member congregations has passed. Rejection by a majority of member congregations terminates all action on the proposed bylaw or amendment.