## To Rescind LCMS 2004 Resolution 7-21

Whereas, the 2004 LCMS Convention passed Resolution 7-21, "To Amend Constitution Regarding Officer and Board Responsibilities." This resolution sought to amend Article XI F 2 of the Constitution. The intent of this proposed amendment was to limit the authority of the Synod's Board of Directors, especially as it concerned the Board of Director's resolutions to declare "of no effect" certain opinions of the Commission on Constitutional Matters(CCM). Those Board of Director resolutions in their entirety can be found on pages 24-25 of Today's Business, 2004. Among other things the Board of Directors claimed that "the CCM had exceeded its authority and acted contrary to the Constitution, Bylaws, and resolution of the Synod...;" and

Whereas, the original words were,

2. The Board of Directors is the legal representative of the Synod. It is the custodian of all the property of the Synod, directly or by its delegation of such authority to an agency of the Synod. It shall exercise supervision over all the property and business affairs of the Synod except in these areas where it has delegated such authority to an agency of the Synod or where the voting members of the Synod through the adoption of Bylaws or by other convention action have assigned specific areas of responsibility to separate corporate or trust entities, and as to those the Board of Directors shall have general oversight

responsibility as set forth in the Bylaws. (emphasis mine)

The newly proposed words were,

2. The Board of Directors is the legal representative of the Synod. It is the custodian of all the property of the Synod, directly or by its delegation of such authority to an agency of the Synod. It shall exercise supervision over all the property and business affairs of the Synod except to the extent management authority and duties have been delegated by the Constitution, Bylaws, or resolutions of the Synod to other officers and agencies of the Synod or where the voting members of the Synod through the adoption of Bylaws or by other convention action have assigned specific areas of responsibility to separate corporate or trust entities, and as to those the Board of Directors shall have general oversight responsibility as set forth in the Bylaws. (bold is proposed change); and

Whereas, Article XIV of the LC-MS Constitution requires all constitutional amendments adopted by conventions of the Synod to be ratified by a two-thirds majority of the ballots returned. Following the 2004 Convention, this amendment failed to receive the required two-thirds majority of the votes cast by congregations, with 1,801 affirming the amendment and 1,654 not affirming. According to the Constitution, Article XI f 2 will continue to read as it did prior to the convention action; and

Whereas, CCM Opinion #04-2409, October 6-8, 2004 states

"It is the opinion of the Commission on Constitutional Matters that **the proposed** amendment to Article XI F 2 states more clearly what the existing language

**already means.** Any amendment to the Bylaws which is consistent with the former Article XI F 2 would similarly be consistent with proposed Article XI F 2. As such, the answer to the question presented is that if the proposed Constitutional Amendment A entitled "To Amend Constitution Regarding Officer and Board Responsibilities" as set forth in Resolution 7-21 of the 2004 convention of the Synod is not passed by a two-thirds majority vote, it would not affect the implementation or validity of any other resolutions or changes to the bylaws passed at the 2004 convention."

Which means that the even though amendment A failed to garner the 2/3 vote needed from congregations to ratify (so that the Constitution will not be amended), the CCM is interpreting the approval of 7-21 at the 2004 Synodical Convention to be an approval of their previous opinion that "the authority of the Board of Directors was limited by the existing language in circumstances where the Synod has delegated authority or duties to another officer or agency of the Synod" (Pt. 2 of CCM Opinion 04-2409). In other words, the CCM had determined that the intent of 2004 Resolution 7-21 is still valid, because the change is not really a change, but only a clarification of what the CCM had said already in CCM Opinion 03-2358; therefore be it

Resolved that the Lutheran Church-Missouri Synod, gathered in convention, **rescind the 2004 LCMS convention Res.** 7-21, "To Amend Constitution Regarding Officer and Board Responsibilities."

Approved on Sunday, January 28, 2007

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