

Iowa District West
Amended and Restated Articles of Incorporation – 3/20/2018
Annotated Copy for District Convention

PRESENT/~~PROPOSED~~/UNCHANGED

**Amended and Restated
ARTICLES OF INCORPORATION
of**

Iowa District West of The Lutheran Church—Missouri Synod

~~I. Name~~

~~The name of this Corporation is “Iowa District West of The Lutheran Church—Missouri Synod” and its name prior to the adoption of these Restated Articles of Incorporation was “The Iowa District West of The Lutheran Church—Missouri Synod.”~~

~~II. Duration~~

~~The duration of this Corporation shall be perpetual.~~

~~III. Registered Office and Registered Agent~~

~~The address of the registered office in the State of Iowa is 1317 Tower Drive in the City of Fort Dodge, County of Webster, and the name of the registered agent shall be the name of the duly elected President of Iowa District West of The Lutheran Church—Missouri Synod.~~

Article I - Name, Duration, Registered Office, and Registered Agent

- a. The name of this corporation shall be Iowa District West of The Lutheran Church—Missouri Synod.
- b. The duration of this corporation is perpetual.
- c. The address of the registered office of this corporation as of December 1, 2010, is 409 Kenyon Road, Suite B, Fort Dodge, Webster County, Iowa, 50501.
- d. The registered agent of this corporation is the name of the duly elected president of Iowa District West of The Lutheran Church—Missouri Synod, 409 Kenyon Road, Suite B, Fort Dodge, Webster County, Iowa, 50501.

~~IV. Purpose~~

~~The purpose of this Corporation shall be~~

- a. ~~to unify into a corporate body the congregations, pastors, and teachers who are members of The Lutheran Church—Missouri Synod situated or residing within the geographic bounds of the Iowa District West; and~~
- b. ~~to carry out, with the resources of the Iowa District West, the purposes and objectives of The Lutheran Church—Missouri Synod, as stated in the Articles of Incorporation of said Synod.~~

Article II - Purpose

The purpose of this corporation shall be to carry out within the geographic boundaries of Iowa District West the objectives of The Lutheran Church—Missouri Synod. [The Constitution of The

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1 ~~Lutheran Church—Missouri Synod, Article III Objectives; and Synod Bylaw 1.1.1 Purpose of the~~
2 ~~Synod]~~

3
4 **~~V Membership~~**

5
6 ~~The voting power of this Corporation shall be vested in the accredited clergy and the lay~~
7 ~~delegates of the congregations of The Lutheran Church—Missouri Synod which are situated~~
8 ~~within the geographical bounds of the Iowa District West.~~

9
10 ***Article III - Membership***

11
12 ~~The membership of this corporation is the congregations, and the ordained and commissioned~~
13 ~~ministers of religion of The Lutheran Church—Missouri Synod who have affiliated with this~~
14 ~~district.~~

15 ~~The voting power of this corporation resides in the congregations which are members of this~~
16 ~~corporation. These congregations exercise this voting power through the accredited pastoral and~~
17 ~~lay delegates of those same congregations of the Synod that have affiliated with this district.~~

18
19 ***Article IV - Meetings***

20
21 ~~This corporation shall have general meetings of its members as prescribed by the Constitution~~
22 ~~and Bylaws of The Lutheran Church—Missouri Synod. Special meetings may be called in such~~
23 ~~manner as may be provided by the Synod.~~

24
25 **~~VIII. Officers~~**

26
27 ~~The officers of this Corporation shall be a President, a First Vice President, a Second Vice~~
28 ~~President, a Secretary, and a Treasurer to be elected by the members of this Corporation at the time~~
29 ~~hereinafter provided, and in accordance with the Constitution of The Lutheran Church—Missouri~~
30 ~~Synod.~~

31
32 **~~IX. Board of Directors~~**

33
34 ~~The control and management of the affairs and funds of this Corporation shall be vested in a~~
35 ~~Board of Directors, not less than ten (10) nor more than twenty (20) in number, a majority of whom~~
36 ~~shall constitute a quorum for the transaction of business.~~

37
38 **~~X. Election of Officers and Directors~~**

39
40 ~~In conformity with the Constitution of The Lutheran Church—Missouri Synod, the election of~~
41 ~~the officers and directors of this Corporation shall take place at its regular meeting every third~~
42 ~~year, in the year preceding the regular session of said Synod. All officers and directors shall hold~~
43 ~~office until their successors are properly elected and qualified. In case of vacancies in said~~
44 ~~Board of Directors or Offices, the same shall be filled by appointment of the Board of Directors,~~
45 ~~and the appointee so selected shall hold office until the next meeting of the Corporation, or until~~
46 ~~his successor is elected and qualified.~~

47
48 ***Article V - Officers and Board of Directors***

- 1
2 a. The officers of this corporation shall consist of a president, vice-presidents as specified by
3 the bylaws of this corporation, a secretary, a treasurer, and such others as bylaws may
4 identify.
5 b. The board of directors of this corporation shall be of the size and composition as shall be
6 determined by the bylaws of this corporation.
7 c. The officers and members of the board of directors shall be elected at the general meetings
8 of this corporation for such terms as shall be specified by the bylaws of this corporation
9 and shall serve until their successors are duly elected and have qualified.

10
11 **VI. Corporate Signatures**

12
13 ~~All conveyances of real estate made by this Corporation shall be executed by the President and~~
14 ~~countersigned by the Secretary and Treasurer; and all other contracts, obligations, releases or other~~
15 ~~instruments to be executed by the Corporation shall be signed by the President and the Secretary.~~
16 ~~This Corporation shall have no corporate seal.~~

17
18 **VII Property**

19
20 ~~This Corporation shall have the power to acquire by gift, grant, devise, purchase, or otherwise,~~
21 ~~property of every kind and description, real or personal; to hold and use such property, or to dispose~~
22 ~~of any or all such property by sale, exchange, or gift, when necessary or expedient to carry out the~~
23 ~~objectives and purposes of this Corporation, provided that all such property shall be acquired, used,~~
24 ~~or disposed of in a manner not in conflict with the laws of the State of Iowa or the laws of any~~
25 ~~State in which such property is located.~~

26
27 **Article VI - Property and Corporate Signatures**

- 28
29 a. This corporation shall have power to acquire by gift, grants, demise, devise, bequest,
30 purchase, or otherwise, property of every kind and description, real, personal, or mixed; to
31 hold and use such property and deal with, or dispose of, any or all such property by sale,
32 exchange, or gift when necessary or expedient to carry out the purpose and objectives of
33 this corporation; provided that all such property shall be acquired, dealt with, or disposed
34 of in a manner not in conflict with the laws of the State of Iowa or the laws of any state in
35 which said property is located.
36 b. All conveyances of real estate made by this corporation shall be executed by the district
37 president and countersigned by the district secretary and treasurer; all other contracts,
38 obligations, releases, or other instruments to be executed by this corporation shall be signed
39 by the district president and the district secretary. **In the event of the absence or incapacity**
40 **of the district president, or in the event of a vacancy in the office of the district president,**
41 **or in cases of emergency, either the first vice-president or the second vice-president is**
42 **empowered to sign such conveyances of real estate and other contracts, obligations,**
43 **releases, or other instruments to be executed by this corporation.**

44
45 **XII. Bylaws**

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1 This Corporation may make and alter such Bylaws as may be deemed advisable. All matters
2 not covered by these Restated Articles of Incorporation shall be determined by the Bylaws of this
3 Corporation. (Note to CCM: The last sentence of the article has been moved to Article VII, c.)
4

5 ***Article VII - Constitution and Bylaws***
6

- 7 a. The Constitution of The Lutheran Church—Missouri Synod is also the Constitution of this
8 corporation.
9 b. The Bylaws of The Lutheran Church—Missouri Synod shall primarily be the Bylaws of
10 this corporation. This corporation may adopt additional bylaws that are not in conflict with
11 the Constitution, Bylaws, and resolutions of the Synod.
12 c. All matters not covered by these Amended and Restated Articles of Incorporation shall be
13 determined by the bylaws of this corporation.
14

15 **XIV. Dissolution**
16

17 In the event of the dissolution of this Corporation, all assets remaining after the payment of its
18 legal debts and legitimate obligations shall be distributed to the successor regional authority of
19 The Lutheran Church—Missouri Synod, or if there be no such successor, to The Lutheran
20 Church—Missouri Synod, a Missouri Non Profit Corporation.
21

22 ***Article VIII - Dissolution***
23

- 24 a. In the event this corporation is dissolved or its existence otherwise terminates or is
25 terminated, after the payment of the debts of the corporation, all right, title, and interest in
26 and to its property, whether tangible or intangible and whether real or personal, shall
27 thereupon automatically vest in or be transferred to the Synod, and this corporation
28 covenants and agrees to execute and deliver to the Synod such documents and instruments
29 and to take such other and further actions as the Synod may deem reasonably necessary or
30 desirable, in order to evidence and give full effect to the foregoing. This provision may
31 not be altered or deleted without the approval of the Synod in convention or the Board of
32 Directors of the Synod.
33 b. If, however, on the date of such proposed dissolution, The Lutheran Church—Missouri
34 Synod, a Missouri Corporation, or its successor is no longer in existence, the assets of the
35 corporation may be distributed to any other Section 501(C)(3) organization as designated
36 by the board of directors.
37

38 ***Article IX - Relationship to the Synod***
39

40 This corporation, as part of The Lutheran Church—Missouri Synod, acknowledges its
41 allegiance to the Synod and to the convention of the Synod. It submits to the authority of the
42 Synod and the convention. It accedes, recognizes, and accepts the doctrine taught and practiced
43 in the Synod (Article II of the Constitution of The Lutheran Church—Missouri Synod) and also
44 the Articles of Incorporation, Constitution, and Bylaws of the Synod, as currently in effect and as
45 may hereafter be amended from time to time.
46

- 47 a. In the event of any conflict or inconsistency between the organizational documents of this
48 corporation and the Articles of Incorporation, Constitution, or Bylaws of the Synod, as may

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1 hereafter be amended from time to time, the Articles, Constitution, or Bylaws of the Synod
2 shall control and govern.

3 b. This provision may not be altered or deleted without the approval of the Synod in
4 convention or the Board of Directors of the Synod.

5 c. Neither The Lutheran Church—Missouri Synod nor The Lutheran Church—Missouri
6 Synod Incorporated is responsible for the debts or other obligations of this corporation nor
7 do they represent or endorse the fiscal solvency of this corporation.
8

9 **XIII. Amendment**

10
11 ~~These Restated Articles of Incorporation may be amended by a vote of a majority of the~~
12 ~~members at any regular meeting of this Corporation.~~

13
14 ***Article X - Amendments***

15
16 Amendments to these Amended and Restated Articles of Incorporation may be made at any
17 time at a regularly called meeting of this corporation by a majority of the voting delegates present
18 at such meeting, provided such amendments are not inconsistent with the Constitution or the laws
19 of the United States or the State of Iowa or the Constitution or Bylaws of The Lutheran Church—
20 Missouri Synod, and with prior approval of the Commission on Constitutional Matters of the
21 Synod.
22

23 ***Article XI - Exempt Property***

24
25 The private property of the members of this corporation shall be exempt from corporate
26 obligations.
27

28 ***Article ~~XV~~ XII - Previous Articles of Incorporation***

29
30 All previous Articles of Incorporation or amendments thereto for this corporation shall be
31 replaced by ~~this~~ **these Amended and Restated Articles of Incorporation.**
32

33 ***Article ~~XVI~~ XIII - Amended and Restated Articles of Incorporation***

34
35 These **Amended and Restated** Articles of Incorporation: (1) correctly set forth the provisions
36 of the Articles of Incorporation of this corporation as heretofore and hereby amended; (2) have
37 been duly adopted as required by law; and (3) supersede the original Articles of Incorporation of
38 this corporation and all amendments thereto. Dated, (date of approval by the 2018 district
39 convention), Iowa District West of The Lutheran Church—Missouri Synod.