

Bylaws of the SELC District of The Lutheran Church-Missouri Synod

Article 1- Officers

The Officers of the SELC District of The Lutheran Church-Missouri Synod shall include:

1. A President;
2. A First Vice President;
3. A Second Vice President;
4. A Third Vice President
5. A Secretary;
6. A Treasurer;
7. A Financial Secretary;
8. Four at-large Representatives:
 - a. Two Ordained Minister Representatives, one of which shall be selected for mission-focus representation
 - b. Two Layperson Representatives, one of which shall be selected for mission-focus representation
9. A Mission Executive,
10. Circuit Counselors of each of the established Circuits
11. Other officers, as may be elected or appointed from time to time.

Article 2 — District President

2.1. Qualifications for office

The President of the District shall be elected from the clergy roster of the Synod.

2.2. Duties of the District President

2.2.1. The District President shall exercise supervision regarding the doctrine, life, and administration of office of the ordained and commissioned ministers of the District, and acquaint himself with the spiritual condition of the congregations of the District. To this end, he shall visit the congregations of the District whenever he deems it appropriate,. His assistants in this work are the Circuit Counselors, who therefore shall regularly make their reports to the District President.

2.2.2. It is the President's duty to see to it that all the aforementioned act in accordance with the Constitution, Bylaws and resolutions of the Synod, to admonish all who in any

way depart from it, and, if such admonition is not heeded, he shall take appropriate action.

2.2.3. President has, and always shall have, the power to advise, admonish, and reprove. He shall conscientiously use all means at his command to promote and maintain unity of doctrine and practice in the District.

2.2.4. The President shall see to it that the resolutions of the Synod and of the District are carried out.

2.2.5. At the sessions of the District, the President shall—

- a. Conduct the meetings and have a care that all things be done in a Christian manner, and in accordance with the Constitution and Bylaws of the Synod;
- b. Give an accurate report to the District of his administration.

2.2.6. The President shall perform all additional duties which the Synod or the District may enjoin upon him through their Bylaws or by special resolution.

2.2.7. The District President is empowered to restrict, suspend, or implement the Synod's bylaw processes for removal from membership congregations and ordained ministers, professors, and commissioned ministers for persistently adhering to false doctrine, or for having given offense by an ungodly life, in accordance with such procedure as shall be set forth in the Bylaws of the Synod.

2.2.8. Furthermore, the District President shall—

- a. See to it that all resolutions of the Synod which concern the District are made known to the congregations and are carried out by them;
- b. Submit an annual report of his administration to the President of the Synod and, in general, permit him to obtain all necessary insight into his official activities as District President.
- c. Conduct or direct to be conducted the ecclesiastical ordination or commissioning of the candidates for ordained and commissioned ministries entering the District, as well as the installation of all ordained and commissioned minister Called by the Congregations of the District;
- d. Sign all certificates of ordination or commissioning and, in general, all official papers and documents of the District.

2.2.9. In cases of urgent necessity, the District President is empowered to convene special sessions of the District; he must, however, previously have obtained consent of at least a majority of the voting members of the District, after having informed them and the President of the Synod of the purpose of the intended special session.

Article 3 — First Vice-President

3.1. Qualifications of the First Vice-President

The First Vice-President shall be elected from the circuit clergy of the Synod, other than the circuit of which the president is a member.

3.2. Duties of the First Vice-President

3.2.1. The First Vice-President shall, upon request of the President, represent him in all his duties.

3.2.2. The First Vice-President shall assume the office and the title of President whenever the Board of Directors determines that the President is unable to serve in that capacity because of some temporary disability. In case of permanent disability, deposition from office, or death of the President, the First Vice-President shall assume the office of the President.

Article 4 — Second Vice-President

4.1. Qualifications of the Second Vice-President

The Second Vice-President shall be elected from the clergy roster of the circuits of the district other than the circuits of which the President and the First Vice-President are members.

4.2. Duties of the Second Vice-President

4.2.1. The Second Vice-President shall, upon request of the President, represent him in all his duties.

4.2.2. The duties and responsibilities of the office of First-Vice President shall be assumed by the Second Vice-President whenever the Board of Directors determines that either the President or First Vice-President is unable to serve in their capacity because of some temporary disability. In case of permanent disability, deposition from office, or death of the President or of the First Vice-President, the Second Vice-President shall assume the office and title of the First Vice-President.

Article 5 – Third Vice-President

5.1. Qualifications of the Third Vice-President

The Third Vice-President shall be elected from the circuit clergy roster of the Synod other than the circuits of which the President, the First Vice-President, and the Second Vice-President are members.

5.2. Duties of the Third Vice-President

5.2.1. The Third Vice-President shall, upon request of the President, represent him in all of his duties.

5.2.2. The duties and responsibilities of the office of Second-Vice President shall be assumed by the Third Vice-President whenever the Board of Directors determines that either the President or First Vice-President or Second Vice-President is unable to serve in their capacity because of some temporary disability. In case of permanent disability, deposition from office, or death of the President or of the First Vice-President or the Second Vice-President, the Third Vice-President shall assume the office and title of the Second Vice-President.

Article 6 — Secretary

6.1. Qualifications for office

The Secretary of the District shall be elected from the clergy roster of the Synod .

6.2. Duties of the Secretary

The Secretary shall:

- a. Summarily record all proceedings during official meetings of the SELC Board of Directors and conventions of the SELC District of The Lutheran Church-Missouri Synod.
- b. In addition to the President of the District, draw up and sign official papers and documents of the SELC District of The Lutheran Church--Missouri Synod.
- c. Perform such other duties as the SELC District of The Lutheran Church-Missouri Synod through its By-Laws, or by special resolution may enjoin on him.

Article 7— Treasurer

7.1. Qualifications for Office

The treasurer shall be a lay member of a congregation that is a member of the SELC District.

7.2. Duties of the Treasurer

The Treasurer shall:

- a. Be the custodian of all moneys, except as otherwise directed, and of all valuable financial papers and documents of the SELC District of The Lutheran Church-Missouri Synod pertaining to his office.
- b. Keep an accurate record of all moneys received and disbursed.
- c. Disburse or invest every month, as directed, all moneys he has received.
- d. Administer the financial affairs of the SELC District of The Lutheran Church-Missouri Synod faithfully and diligently according to the instructions of the SELC District of The Lutheran Church-Missouri Synod.
- e. Submit his books and accounts to an examination by a committee on auditing when so ordered by the SELC District of The Lutheran Church-Missouri Synod, or by its Board of Directors.

Article 8 — Financial Secretary

8.1. Qualifications for Office

The financial secretary shall be a lay member of a congregation that is a member of the SELC District.

8.2. Duties of the Financial Secretary

The Financial Secretary shall:

- a. Receive all moneys intended for the purposes of the SELC District of The Lutheran Church-Missouri Synod.
- b. Keep an accurate account of all moneys received by his office.
- c. Forward to the agencies designated every month all moneys he has received.
- d. Receive and record all financial reports received by his office from individual Treasurers, Boards, and Commissions of the SELC District of The Lutheran Church-Missouri Synod.

Article 9 — The Board of Directors

9.1. Composition

The Board of Directors shall consist of:

- a) The District President;
- b) The First Vice-President;
- c) The Second Vice-President;
- d) The Third Vice-President
- e)The Secretary;
- f) The Treasurer;
- g) The Financial Secretary;
- h) Two Ordained Minister Representatives – one who shall represent mission-focus;
- i) Two Lay Representatives – one who shall represent mission-focus
- j) The Mission Executive – whose function shall be to communicate, co-ordinate and oversee the mission efforts of the District -- with voice, but no vote.

9.2. Duties

9.2.1 The primary focus of the SELC Board of Directors shall be people: to nurture the laity and professional church workers of the District, and to encourage and facilitate mission outreach to the lost and the needy.

9.2.2The Board of Directors shall serve as the Trustees of the SELC District of The Lutheran Church-Missouri Synod. They shall have authority and management over all the real estate and other property of the SELC District of The Lutheran Church-Missouri Synod and may by proper resolution acquire, purchase, sell or otherwise dispose of the said real estate and other property. They shall also govern and attend to all matters pertaining to the SELC District of The Lutheran Church-Missouri Synod between regular conventions of the SELC District of The Lutheran Church-Missouri Synod except for ecclesiastical supervision and any other matters for which the President of the District is responsible.

9.3. Qualifications for Office

The Ordained Minister representatives shall be members of the Ordained roster of the Synod . The lay representatives shall be lay members of a congregation which is a

member of the District. The Mission Executive shall be a member of the ordained roster of the Synod, who has demonstrated a mission heart and supervisory abilities.

9.4. Method of Selection

The Ordained Minister representatives and the lay representatives shall be elected by convention, no two representatives may be from the same Circuit. The Mission Executive shall be appointed by the District President.

Article 10—Term of Office

All officers, both elected and appointed shall serve from the end of one District Convention to the end of the next District convention. In order to provide for the orderly transfer of their, duties to the new office holders, these persons may remain in office for a period of no more than ninety days beyond the end of the convention.

Before their successors assume office, they shall use the intervening time to settle the affairs of their administration and to assist the newly elected officers, as requested, to become acquainted with the responsibilities of their offices.

Article 11—Conventions

11.1 Time and Legality of Conventions

11.1.1. The SELC District of The Lutheran Church-Missouri Synod shall meet for its regular convention, in the year preceding the synodical convention of The Lutheran Church-Missouri Synod.

11.1.2. Conventions of the SELC District of The Lutheran Church-Missouri Synod are legal and binding when they have been called according to the Synod's Constitution, and the Bylaws of the Synod and District. One fourth (1/4) of the voting representatives of the SELC District of The Lutheran Church-Missouri Synod shall constitute a quorum at any regular convention.

11.1.3. Regular conventions of the SELC District of The Lutheran Church-Missouri Synod are called by the President through a proclamation published in the official organ of the SELC District of The Lutheran Church-Missouri Synod.

11.2. Rules of Order

The President of the District shall conduct the sessions according to accepted parliamentary rules.

11.3. Closed Sessions

Whenever circumstances warrant, a closed session may be held at a convention of the SELC District of The Lutheran Church-Missouri Synod. A closed session may either be declared by the President or may be called for by a majority vote of the convention.

11.4. Resolutions

All matters of doctrine and of conscience shall be decided in accordance with the Word of God. All other matters shall be decided by a majority vote. In case of a tie, the President may cast the deciding vote.

11.5. Representation

Conventions are composed of:

- a. Pastors representing congregations, entitled to voice and vote in the convention.
- b. Regularly elected lay delegates representing congregations, entitled to voice and vote in the convention.
- c. All nonvoting ordained ministers who are members of the Synod within the District, and all commissioned ministers who are members of the Synod within the District, shall serve as advisory members, entitled to voice and vote on a floor committee, if appointed, and to voice in the convention.
- d. Advisory representatives of the SELC District of The Lutheran Church-Missouri Synod, with voice in the convention without the right to vote.
- e. Advisory representatives of Boards, Commissions, and such as by virtue of their office are required to attend conventions. These have voice in the convention, without the right of vote.

11.6 Accrediting of Delegates

The delegates of a voting congregation shall stand accredited and entitled to vote upon presenting to the Secretary at the opening of the convention the proper credentials as provided by the District Secretary and signed by two of the congregation's officers.

11.7. Attendance

All duly elected voting delegates and all advisory members shall attend all sessions of the convention regularly until the close of the convention.

11.8. Synodical Representation

The President of the Synod or his representative shall report on the condition and affairs of the Synod and shall also deliver the sermon at the opening service.

Article 12— Nominations and Elections

12.1. Composition of the Nominating Committee

The nominating committee of the District shall consist of two (2) Ordained Minister representatives and two (2) lay members, not members of the same congregation or circuit, none of whom were members of the nominating committee of the previous convention.

12.2. Election of the Nominating Committee

The nominating committee of the District for a regular convention shall be elected at the preceding district convention.

12.3. Nomination and Election of the District President and Vice Presidents

12.3.1 Nominations for the offices of District President and Vice Presidents shall be made by the member congregations of the SELC District.

(a) Each member congregation shall be entitled to nominate from the clergy roster of the Synod two ordained ministers as candidates for President. Each member congregation shall also be entitled to nominate from the clergy of each circuit two ordained ministers as candidates for Vice Presidents. Upon assuming office, all officers will be required to be residents in the District or Circuit as appropriate.

(b) The Secretary of the District shall mail to each congregation of the District ballots for nominating these candidates.

(c) Each nominating ballot shall be signed by the president and the secretary of the member congregations and shall be sent to the Secretary of the District not later than sixty (60) days prior to the opening date of the convention.

11.3.1.1 Candidates for the office of President shall be the five ordained ministers receiving the highest number of votes in the nominating ballots of the congregations. Candidates for the offices of Vice Presidents shall be all the ordained ministers for -- each circuit receiving any votes in the nominating ballots of the congregations.

(a) The Secretary of the District shall notify each candidate and shall secure his approval in writing for inclusion of his name on the convention ballot. Each candidate shall reply within ten (10) days as to his willingness to serve if elected.

(b) In the event of the death, declination, or unavailability of any candidate, the nominee having the next highest number of votes shall become a candidate.

(c) In the event of a tie for the final candidate position, all names involved in the tie shall be listed as candidates.

12.3.1.2 The Secretary of the District shall secure brief biographies from the five candidates for District President and from all the candidates for Vice Presidents. These biographies shall contain such pertinent information as age, residence, number of years in the Synod and in the District, present position, offices previously held in a district or the Synod, year of ordination, former pastorates, involvement in community, government, or interchurch affairs, and any other specific experiences and qualifications for the office. These biographies shall be distributed to the lay delegate and pastoral delegate from each member congregation not later than thirty (30) days prior to the opening date of the convention.

12.3.1.3 The convention shall have the right to alter each slate at the proper time by amendment.

(a) The amendment procedure shall include merely a motion, a second, and a vote on the amendment, deliberately excluding verbal characterizations and discussion of the motion (except for the chair to ascertain that the requirements have been met as to eligibility, consent, and the filing of the biographical form).

(b) Delegates making nominations from the floor shall have secured prior written consent of the candidates they wish to nominate.

(c) Such delegates shall immediately submit to the Secretary of the District this written consent document and written pertinent information concerning their nominee(s) as directed in Bylaw 11.3.1.2.

(d) After all such amendments have been voted on, the convention shall ratify the slate of candidates prior to each election.

12.3.2 The election of the district president and of the first , the second, and the third vice presidents shall be completed before any other elections take place.

12.3.3 After the slate of candidates for District President has been accepted, the convention shall be polled using a secret ballot. If any candidate receives a majority of the votes cast, that candidate shall be declared elected. candidate receiving less than 15% of the total vote cast shall be dropped from the ballot unless that leaves only one candidate, in which case the names of the candidates with the second and third highest vote totals shall be included on the ballot, and the convention shall be re-polled . If no candidate receives a clear majority, the process of dropping the name of the candidate with the lowest number of votes and re-polling shall continue until one candidate shall receive a majority.

12.3.4 After the president is elected, the election of First Vice President proceeds as follows:

(a) Names of candidates who belong to the same circuit as the District President shall be stricken from the slate of nominees for the offices of Vice Presidents submitted by the congregations.

(b) Amendments to the slate of nominees for First Vice President may be made in accordance with bylaw 12.3.1.3, with the exception that no ministers belonging to the same circuit as the District President may be submitted in nomination for First Vice President.

11.3.5 The election of the First Vice-President shall then proceed in the same manner as the election of the district president.

11.3.6 After the First Vice-President is elected, the election of Second Vice- President proceeds as follows:

(a) Names of candidates who belong to the same circuit as the District President and the First Vice- President shall be stricken from the slate of nominees for the offices of Vice- Presidents submitted by the congregations.

(b) Amendments to the slate of nominees for Second Vice-President may be made in accordance with bylaw 12.3.1.3, with the exception that no ministers belonging to the same circuits as the District President or the First Vice-President may be submitted in nomination for Second Vice-President, unless prior consent has been given to relocate as necessary to hold office.

11.3.7 The election of the Second Vice-President shall then proceed in the same manner as the election of the District President.

11.3.8 After the Second Vice-President is elected, the election of the Third Vice-President proceeds as follows:

(a) Names of candidates who belong to the same circuits as the District President, the first and second vice presidents shall be stricken from the slate of nominees for the offices of Vice Presidents submitted by the congregations, unless prior consent has been given to relocate as necessary to hold office.

(b) Amendments to the slate of nominees for Third Vice-President may be made in accordance with by law 12.3.1.3, with the exception that no ministers belonging to the same circuits as the District President, the First Vice-President or the Second Vice-President may be submitted in nomination for the Third Vice-President, unless prior consent has been given to relocate as necessary to hold office.

11.3.9 The election of the Third Vice-President shall then proceed in the same manner as the election of the District President.

11.3.10 The Circuit Counselor for each of the Circuit are to be elected in the Circuit Forums prior to the District Convention. The Circuit Counselors are subject to the ratification of the District Convention.

11.4 Nominations and Elections for other offices

After the president, the first, second and third vice presidents, and the circuit counselors are elected, the Nominating Committee shall submit ballots for the offices of Secretary, Financial Secretary, Treasurer, other members of the Board of Directors, and other

elective offices. Each voting member of the convention is then entitled to place in nomination the name of candidates for the various offices. Any delegate making a nomination must have obtained the nominee's consent before the nomination is made. After nominations are closed, elections shall take place, one office at a time. Candidates receiving a majority on the first ballot shall be declared elected. When a second or succeeding ballot is required for a majority, the candidate receiving the fewest votes and all candidates receiving fewer than 15% of the votes cast shall be dropped from the ballot, unless fewer than two candidates receive 15% or more of the votes cast, in which case the three candidates receiving the highest number of votes shall constitute the ballot. In every election balloting shall continue until every position has been filled by majority vote. All those elected at the convention and present shall be inducted into office at the convention. All those not present, or appointed by the President or the Board of Directors, shall be inducted into office at the determination of the President.

11.5. Filling Vacancies in Office

If a vacancy occurs in an office of circuit counselor, the president shall fill the vacancy by appointment. If a vacancy should occur in any office, other than that of President or the Vice-Presidents, the President shall appoint a replacement subject to ratification by the Board of Directors.

11. 6. Holding More than One Office

11.6.1 No one, either in the Synod or the District, or between the Synod and the District, shall hold more than one elective office, or more than two offices, although one or both may be appointive; or ever hold two offices of which one is directly responsible for the work done by the other.

11.6.2. An office shall be regarded as elective only if it is an office filled through election by a national or a District convention, even though a vacancy in such an office may be filled by appointment.

11.7. Prohibition of Conflict of Interest (see Synod Bylaw 1.5.2)

11.7.1. No officer, director, board or commission member of the District or any agency of the District shall use his position or knowledge acquired from his service in such a manner that a conflict between his personal or business interests and the interest and

general welfare of the SELC District and/or The Lutheran Church—Missouri Synod arises.

11.7.2. Officers or members of District boards or commissions shall not enter into gainful business transactions, directly or indirectly, with any board or commission on which they serve.

11.7.3. No one may serve on a board, commission or agency of the District to which he is ultimately responsible.

11.7.4. Every board, commission, officer or agency of the District shall avoid any conflict of interest. Each governing board shall maintain and monitor a conflict policy which shall be applicable to the boards, commissions, officers and staff operating under the respective entity. These policies shall include the following provisions:

- a. Each board or commission member shall disclose to the chairman of the entity, and each staff member shall disclose to the executive director, any potential conflicts of interest. Each chairman or executive shall disclose any potential conflicts of interest to the Board of Directors, who shall determine whether a conflict of interest exists. Such disclosure shall include board membership on, a substantial interest in, or employment of the individual or a relative by, any organization doing business with the District or any of its entities.
- b. Board members or staff, who receive honoraria or payments for sales or services rendered to the District or any of its entities, shall disclose such information.
- c. Activities shall not be entered into which may be detrimental to the interest of the District or any of its entities.
- d. Information acquired in the course of carrying out District duties shall not knowingly be used in any way which would be detrimental to the welfare of the District.
- e. No board or commission member shall vote on any transaction from which the individual shall receive a direct or indirect financial gain.

f. Gifts, entertainment or favors in excess of \$100 per year from any individual or outside concern which does or is seeking to do business with the District or any of its entities shall not be accepted

g. Any inappropriate activity shall cease or the position shall be vacated using the procedure provided by Synod Bylaw section 1.5.7 for the removal of board members.

11.8 Records

11.8.1 Ownership of Records

All records created by officers of the District , its boards, commissions and other entities are the property of the Synod. The records of retiring officers, not needed by their successors, shall be transferred to the Archives within six months after they leave office. All records created by boards, commissions and other entities are to be disposed of under the auspices of the Archivist.

11.8.2 Full Financial Disclosure

The District and all its entities shall follow Synod Bylaw 1.5.4 governing full financial disclosure and shall fully disclose their financial books and records to any member congregation of the Synod. Full disclosure includes all information, including but not limited to, information required under state law, except the following:

- a. Information which would violate the expected confidentiality of donors.
- b. Personnel files or other information which would violate the expected confidentiality of officers and employees.
- c. Information which relates to in-progress negotiations of financial matters.
- d. Information, the disclosure of which would breach a legal obligation of the District or its entities or affect pending litigation against the Synod or any of its entities.
- e. Information which is preliminary in nature or otherwise has not been finalized in its form or content.
- f. Requests for detailed financial information or the inspection of financial records shall be made in writing to the respective corporate boards by a member congregation and shall state the records desired and the time period to be covered.

Any inspection of financial records shall be done by a member(s) of the congregation or its stated authorized agent at a mutually agreeable time and place. g. All information produced for normal publication or distribution shall be provided free of charge. All requests for information involving research or compilation shall be billed to the member on the basis of actual costs.

Article 12-Amendments to Bylaws

12.1 How made

Amendments to these Bylaws may be made provided they are:

- a. not contrary to the Constitution, Bylaws and resolutions of the Synod;
- b. presented in writing to a convention of the District;
- c. specified as Bylaw amendments and considered by a convention floor committee;
- d. submitted to the Constitutional Review Committee of the District for clearance prior to presentation to the convention;
- e. approved in advance by the Commission on Constitutional Matters of the Synod;
- f. adopted by the affirmative vote of a majority of the delegates present and voting.