

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

PREAMBLE

The Purpose of the SELC District is to Show Everyone Life in Christ by giving honor and glory to the Triune God; carrying out His Will, and proclaiming the Gospel of Jesus Christ to all the world.

The Lutheran Church -- Missouri Synod is not merely an advisory body in relation to the SELC District, which district exists to achieve Synod's objectives (L.C.M.S. Const. Art. III) and carry on Synod's activities within its jurisdiction

Resolutions of the Synod are binding upon the district.

The Constitution of the Synod is also the constitution of the district, and the Bylaws of the Synod are the district's primary bylaws.

The additional bylaws that follow are not in conflict with the Constitution and Bylaws of the Synod.

In the same manner, the SELC District is not merely an advisory body in relationship to its circuits, but is divided into circuits in order to more effectively achieve its objectives and carry on its activities between and amongst the circuit's several congregations.

A circuit is a "network of congregations that "walks together" for mutual care, support, advice, study, ecclesiastical encouragement, service, coordination, resources, and counsel -- all for the sake of greater congregational participation in God's mission" (LCMS Bylaw 5.1.1).

Congregations of the District are bound by the Constitution and Bylaws of the Synod, and shall submit their constitutions and bylaws to the district for review. Congregations of the Synod and the District uphold the confessional position of the Synod, respect the resolutions of the Synod and District, and diligently and earnestly promote the purpose of the Synod and District by word and deed. The District respects the congregations' rights with respect to the resolutions of Synod and District under Const. Art. VII.

The several congregations of the circuits may adopt additional bylaws, regulations and resolutions necessary or proper for their [its] own administration or for effectively carrying on the work of the District. These shall not conflict with the Constitution and Bylaws of the District.

The bylaws, regulations and resolutions of the several congregations of the circuits shall be submitted to the District for review and approval.

Article 1- Officers

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

- 1.1.1. A President;
- 1.1.2. A First Vice President;
- 1.1.3. A Second Vice President;
- 1.1.4. A Third Vice President;
- 1.1.5. A Secretary;
- 1.1.6. A Treasurer;
- 1.1.7. A Financial Secretary;
- 1.1.8. Four at-Large Representatives:
 - 1.1.8.a. Two (2) Ordained Minister representatives, one of whom shall represent "mission-focus "; and
 - 1.1.8.b. Two (2) Layperson representatives, one of whom shall represent "mission-focus";
- 1.1.9. A Mission Executive;
- 1.1.10. Circuit **Visitors** of each of the established Circuits; and
- 1.1.11. 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 at least once every three (3) years, as required by Synod Bylaw 4.4.4 (a). His assistants in this work are the Circuit **Visitors**, 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, Bylaws and Resolutions of the Synod; and

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 suspend from membership and implement the Synod's bylaw processes for removal from membership congregations and ordained ministers or commissioned ministers for persistently adhering to false doctrine, or for having given offense by an ungodly life, in accordance with such procedure. He is also empowered to restrict ordained and commissioned ministers as provided in the Bylaws of the Synod. He shall supervise the maintenance of the District's official roster of member congregations and ordained and commissioned ministers.

2.2.8. Furthermore, the District President shall:

2.2.8.a. See to it that all resolutions of the Synod which concern the District are made known to the congregations **or parishes** and are carried out by them;

2.2.8.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;

2.2.8.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 ministers Called by the Congregations of the District; and

2.2.8.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 clergy on the roster of the district residing within circuits 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, except for those that are restricted to the President alone, and shall assist the President in discharging his responsibilities or represent him upon his request; and

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 on the roster of the district residing within circuits 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, except for those that are restricted to the President alone, and shall assist

the President in discharging his responsibilities or represent him upon his request;
and

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 clergy on the roster of the district residing within circuits 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, except for those that are restricted to the President alone, and shall assist the President in discharging his responsibilities or represent him upon his request; and

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 of the Secretary:

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

6.2. Duties of the Secretary:

6.2.1. The Secretary shall perform all the customary duties of a corporate secretary of the SELC District, as well as serving as a voting member and the secretary to the Board of Directors of the SELC District. [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];

6.2.2. The Secretary shall carry out all required responsibilities, relating to the conventions of the SELC District;

6.2.2.a. He shall carry out responsibilities with reference to the nomination and election of the President and Vice-presidents as detailed in Bylaw Article 12;

6.2.2.b. He shall serve as a consultant to the SELC District convention committee;

6.2.2.c. He shall cause to be published the names of the members of the convention committee, as soon as possible after they have been determined;

6.2.2.d. He shall carry out responsibilities with reference to convention committee, as determined by the District's bylaws;

6.2.2.e. He shall provide resource guidance to the convention committee of suggested election procedures;

6.2.2.f. He shall record the proceedings, when the District meets in convention;

6.2.2.g. He shall announce, daily, the time and place of committee meetings at conventions;

6.2.2.h. He shall officially notify individuals elected to office of their election; and

6.2.2.i. He shall edit the proceedings of the District in convention, and arrange for its distribution in harmony with the provisions of the District bylaws.

6.2.3. In addition to the President of the District, he shall draw up and sign official papers and documents of the SELC District; and

6.2.3.a. He shall 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; and

6.2.3.b. He shall keep a file of all governing instruments of all District entities.

6.2.4. In the event of the death, resignation or permanent incapacity of the Secretary, the Board of Directors shall appoint a successor for the unexpired portion of his term.

Article 7 - Treasurer

7.1. Qualifications of Treasurer:

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

7. 2. Duties of the Treasurer:

7.2.1. The Treasurer shall 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;

7.2.2. Keep an accurate record of all moneys received and disbursed;

7.2.3. Disburse or invest every month, as directed, all moneys he has received.

7.2.4. 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; and

7.2.5. 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 Financial Secretary:

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:

8.2.1 The Financial Secretary shall receive all moneys intended for the purposes of the SELC District of The Lutheran Church-Missouri Synod;

8.2.2 Keep an accurate account of all moneys received by his office;

8.2.3. Forward to the agencies designated every month all moneys he has received; and

8.2.4. 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

9.1.1. The District President;

9.1.2. The First Vice-President;

9.1.3. The Second Vice-President;

9.1.4. The Third Vice-President

9.1.5. The Secretary;

9.1.6. The Treasurer;

9.1.7. The Financial Secretary;

9.1.8. Two at-large Ordained Minister representatives, one of whom shall represent "mission-focus";

9.1.9. Two at-large Lay representatives, one of whom shall represent "mission-focus";
and

9.1.10. 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 of the Board of Directors:

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 needy; and

9.2.2. The 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. The two (2) at-large Ordained Minister representatives shall be members of the Ordained roster of the District. The two (2) at-large Lay representatives shall be members of a congregation or which is a member of the SELC 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:

9.4.1. The two (2) at-large Ordained Minister representatives, and the two (2) at-large Lay representatives shall be elected by convention. Not more than two (2) representatives may be from the same Circuit, and not more than one representative may be from the same Congregation; and

9.4.2. The Mission Executive shall be appointed by the District President.

Article 10 - Term of Office

10.1. All officers, both elected and appointed, shall serve from the end of one District Convention to the end of the next District convention.

10.2. In order to provide for the orderly transfer of their duties to the new office holders, those office holders, leaving office, agree to make themselves available to their replacements for consultation for a period of not more than ninety (90) days beyond the end of the convention.

10.3. This time interval shall be used to settle the affairs of their administration and to assist the newly elected or appointed officers, as requested, to become acquainted with the responsibilities of their offices.

10.4. Board of Directors Meetings:

10.4.1. The members of the Board of Directors shall hold Four (4) meetings per calendar year to conduct its regular business. The meetings for the upcoming calendar year shall be scheduled to occur, during the winter, **spring**, summer and fall, with the actual dates, times, locations and/or means to be determined by the Board at the prior year's regular meeting. For any meetings of the Board of Directors conducted through some form of teleconferencing, any actions taken, formally, by majority vote of the quorum then participating shall be effective; and

10.4.2. The Board of Directors shall meet in special session at such other dates, times and locations, as the President and/or the majority of the Board members, from time-to-time, shall determine.

10.4.3. If any member of the Board of Directors is unable to attend, personally, a meeting of the Board of Directors, he or she may attend by telephone conference or any other electronic media, when practicable, so long as the electronic means utilized is available, whereby he or she may be heard by all in attendance. Such attendance shall be counted for determining whether or not the meeting meets quorum requirements.

10.5. Conducting Business by Email:

At times, when the Board of Directors is not meeting in regular session, or when it has been determined by the President that it is necessary to conduct certain SELC District business, and it is impractical to call a special session, because of time constraints due to the specific nature of the business to be conducted, the electronic means of email may be utilized to conduct such business, using the following procedure:

10.5.1. A summary description of the business to be conducted and considered by the Board for passage by voting shall be emailed to all Board members together with language of a suggested motion;

10.5.2. Any Board member can then second the suggested motion by a "Reply to All" to the initial email;

10.5.3. If said motion is seconded then there shall be a period of Three (3) calendar days, not counting the day on which the second is emailed, during which the Board members may engage in email discussion of the specific language of the motion, itself, as well as the merits of the same. Any changes in the language of

the suggested motion must conform with the procedures for doing the same found in Roberts Rules of Order, as amended;

10.5.4. Once the discussion time period has expired, all Board members shall vote on the motion by email. Said vote must be unanimous in order for the motion to pass; and

10.5.5. If the motion passes, the emailed vote of each Board member in favor of the passage of the motion must be confirmed by each Board member printing out a hard copy of the motion that was passed, together with the Board member's name, affirmative vote, signed and dated, which shall be mailed to the Board's secretary. Thereafter a confirming vote shall be taken at the Board's next meeting.

10.6. Committees:

10.6.1 The SELC District shall have, from time-to-time, and as deemed needed, any number of standing, special or ad hoc committees, in the areas of finance, loan approval, auditing, program, social, membership, etc.

10.6.2 The Board may create any such committees, as the same are deemed to be needed.

10.6.3. The President may nominate and the Board shall confirm the appointments of the membership to any such committees. Each such committee shall have a minimum of three (3) members and a maximum of five (5). In the makeup of the each committee's membership, initially or continuing, an effort shall be made for the appointees to be made from as many of the District's circuits as is reasonably possible.

10.6.4. Any such committees so established may conduct business face-to-face, telephonically or by electronic means, so long as a quorum of a majority of confirmed members is established.

10.6.4.a. The purpose of the Loan Approval Committee is to review and approve all congregational loan requests of \$100,000.00 or less submitted to District for approval;

10.6.4.b. Its membership shall consist of the District's President, Treasurer and Financial Secretary, and may include two (2) additional congregational members of the District;

10.6.4.c. The Loan Approval Committee shall work with the L.C.E.F vice-president assigned to the District; and

10.6.4.d. The Loan Approval Committee shall submit a written report of its work to the Board of Directors for consideration and approval at the Board's next regularly schedule meeting

Article 11 - Conventions

11.1. Time and Legality of Conventions:

11.1.1. The SELC District of The Lutheran Church-Missouri Synod shall meet every Three (3) Years 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 the District. At least One Third (1/3) of the voting members represented by at least one of their representatives of the SELC District of The Lutheran Church-Missouri Synod shall constitute a quorum at any regular convention; and

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:

11.5.1. Pastors and lay delegates representing every congregation[s] or parish. Every congregation or parish is entitled to voice and two (2) votes in the convention, one to be cast by the pastor and the other by the lay delegate. A parish is comprised of two or more congregations being served by the same pastor, and as such is entitled to one pastoral delegate and one lay delegate;

11.5.2. 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;

11.5.3. Advisory representatives of the SELC District of The Lutheran Church-Missouri Synod, with voice in the convention without the right to vote; and

11.5.4. 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 Voting Delegates to the District Convention:

To be entitled to vote, delegates shall return the proper credentials provided by the district secretary and signed by two of the congregation's officers, either by mailing them to the district secretary at a date determined by the district or by presenting them to the district secretary at the opening of the convention.

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 thereof, 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:

12.3.1.a. Each member congregation shall be entitled to nominate from the clergy roster of the Synod two (2) Ordained Ministers, as candidates for President. Each member congregation shall also be entitled to nominate from the clergy of each circuit Two (2) 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;

12.3.1.b. The Secretary of the District shall mail to each congregation of the District ballots for nominating these candidates; and

12.3.1.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.

12.3.2. Candidates for the office of President shall be the five (5) 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.

12.3.2.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;

12.3.2.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;

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

12.3.2.d. The Secretary of the District shall secure brief biographies from the five (5) 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.

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

12.3.3.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);

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

12.3.3.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 12.3.1.2; and

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

12.3.4. 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.

12.3.5. 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. [In the election process for President and First Vice-president, if no candidate received a majority of the votes cast, then](#)

the candidate with the fewest number of votes shall be removed from the ballot before the next round of voting until candidate receives a majority of the votes name of any candidate receiving less than fifteen (15%) Percent 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-pollled. If no candidate receives a clear majority, the process of dropping the name of the candidate with the fewest number of votes and re-polling shall continue until one candidate shall receive a majority.

12.3.6. After the President is elected, the election of First Vice President proceeds as follows:

12.3.6.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; and

12.3.6.b. Amendments to the slate of nominees for First Vice President may be made in accordance with bylaw 12.3.3, with the exception that no ministers belonging to the same circuit as the District President may be submitted in nomination for First Vice President.

12.3.7. The election of the First Vice President shall then proceed in the same manner, as the election of the District President.

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

12.3.8.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; and

12.3.8.b. Amendments to the slate of nominees for Second Vice President may be made in accordance with Bylaw 12.3.3, with the exception that no Ordained 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

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

12.3.10. After the Second Vice-President is elected, the election of the Third Vice President shall proceed, as follows:

12.3.10.a. Names of candidates who belong to the same circuits, as the District President, the First and Second Vice President, 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; and

12.3.10.b. Amendments to the slate of nominees for Third Vice President may be made on accordance with Bylaw 12.3.3, with the exception that no Ordained Ministers, belonging to the same circuits, as the District President, the First or the First or Second Vice Presidents may be submitted in nomination for the Third Vice President, unless prior consent has been given to relocate, as necessary, to hold office.

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

12.3.12. The Circuit Visitor for each of the circuits is to be selected in the Circuit Forums prior to the District Convention. The Circuit Visitors are subject to ratification by the District Convention.

12.4. Nominations and Elections for other offices:

After the President, the First, Second and Third Vice Presidents, and the Circuit Visitors 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 fifteen (15%) Percent of the votes cast shall be dropped from the ballot, unless fewer than two candidates receive fifteen (15%) Percent 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.

12.5. Filling Vacancies in Office:

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

If a vacancy should occur in the office of Third Vice-president, the President shall appoint a replacement for the unexpired portion of the then current term, which appointment shall be subject to the qualifications set forth in District Bylaw 5.1, and subject to ratification by the Board of Directors.

12.6. Holding More than One Office:

12.6.1 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 hold two offices of which one is directly responsible for the work done by the other; and

12.6.2. 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.

12.7. Prohibition of Conflict of Interest (see Synod Bylaw 1.5.2):

12.7.1. 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;

12.7.2. 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;

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

12.7.4. 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:

12.7.4.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;

12.7.4.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;

12.7.4.c. Activities shall not be entered into which may be detrimental to the interest of the District or any of its entities;

12.7.4.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;

12.7.4.e. No board or commission member shall vote on any transaction from which the individual shall receive a direct or indirect financial gain;

12.7.4.f. Gifts, entertainment or favors in excess of One Hundred 00/100 (\$100.00) Dollars per year from any individual or outside concern which does or seeking to do business with the District or any of its entities shall not be accepted; and

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

12.8. Records:

12.8.1 Ownership of Records:

12.8.1.a. 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; and

12.8.1.b. All records created by boards, commissions and other entities are to be disposed of under the auspices of the Archivist.

12.8.2 Full Financial Disclosure:

The District and all its entities shall follow Synod Bylaw 1.5.4, governing full financial disclosure, and disclose, fully, 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:

12.8.2.a. Information which would violate the expected confidentiality of donors;

12.8.2.b. Personnel files or other information which would violate the expected confidentiality of officers and employees;

12.8.2.c. Information which relates to in-progress negotiations of financial matters;

12.8.2.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;

12.8.2.e. Information which is preliminary in nature or otherwise has not been finalized in its form or content;

12.8.2.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; and

12.8.2.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 13 - Amendments to Articles of Incorporation and Bylaws

13.1. The District, intending to make amendments to articles of incorporation or bylaws shall make such intentions known and receive approval from the Commission on Constitutional Matters in advance.

13.2. The District in convention may vote to amend its articles of incorporation or bylaws, provided the resolution is contingent on approval of the Commission on Constitutional Matters. The amended articles of incorporation or bylaws become effective, immediately, upon, and only upon, approval of the Commission on Constitutional Matters. Should the Commission on Constitutional Matters not approve the adopted changes, the district Board of Directors may modify the amendments to comply with the Commission on Constitutional Matters requirements upon their two-thirds vote.

Approved by Resolution of the SELC District, sitting in Convention on April 26, 2018, at Grace Lutheran Church, Lakewood, Ohio.