

BYLAWS
OF THE
SOUTHEASTERN DISTRICT OF THE LUTHERAN CHURCH—MISSOURI SYNOD

PREAMBLE

The Southeastern District of The Lutheran Church—Missouri Synod is a corporation which exists under the laws of the District of Columbia and which is hereinafter referred to as the “District”. The District was established and its geographic boundaries determined by The Lutheran Church—Missouri Synod, which is a corporation now existing under the general Not-For-Profit Corporation Act of the State of Missouri, and which is hereinafter referred to as the “Synod”.

As the District, we, the congregations and members of The Lutheran Church—Missouri Synod, joyfully commit ourselves to the pursuit of God’s mission (Matthew 28:18-20; Luke 24:44-48; Acts 1:8), and hold in common the confession of our faith in the Lord Jesus Christ.

We do covenant in the spirit of Christ (Philippians 2:5-11) to live and work with one another in a bond of fellowship, so that we may . . .

- Practice the Apostolic example of speaking and hearing responsibly, in order to achieve agreement in this mission and combine our resources to accomplish this mission (Acts 15:1-33).
- Demonstrate our acceptance of the diversity of God’s gifts and our willingness to share them for the common good (I Corinthians 12:4-31).
- Strengthen one another for bringing the Gospel of Jesus Christ to the world.
- Praise our great and gracious God together, giving visible expressions to His earnest desire for unity, and provide a setting for this unity to continue to grow (John 17:11-23; Ephesians 4:3-6).

Faithful to our covenant, we recognize and hold accountable to ourselves, the District as a corporate servant structure to support congregations in their mission and ministry and as a channel by which ...

- Congregations provide resources, energies, and expertise in the task of assisting one another in love and trust to accomplish their mission and ministry as the body of Christ in and to a local community.
- Congregations do certain tasks more effectively together than they can do alone.
- Congregations receive information and programming from Synod and provide a responsive and vital voice with respect to Synod’s plans and activities.

Further, we recognize and affirm that

- The District, understood to be Synod in this place, is an association of Synod congregations working together to preserve confessional unity and to pursue commonly accepted objectives established to support congregations in their God-given responsibilities.
- As the District we uphold the congregational right of self-government.
- All elements of the District structure, rather than emphasizing levels of authority, should foster an attitude of interdependence and stress a relationship of mutual service.
- We seek to provide opportunities through which people and congregations may participate in the mission of the Lord Jesus Christ.
- In joining the Synod, congregations and other members voluntarily obligate themselves to fulfill the requirements of membership as set forth in the Constitution, Bylaws, and resolutions of Synod and to diligently and earnestly promote the purposes of the Synod by word and deed.

- Members of the Synod, compelled by love for each other, accept the responsibility to support financially the work of the synod and provide annual statistical information to enable the Synod to plan current and future ministry efforts based upon an accurate picture of the results of current ministries within its churches, communities, and world.

In agreement with the foregoing, the affairs of the District shall be managed in accordance with the Constitution and Bylaws of the Synod, hereby reaffirmed as the Official Constitution and Bylaws of the District, together with the additional Bylaws hereinafter set forth.

Adopted April 30, 1978
 Revised May 6, 2006
 Revised May 2, 2009
 Revised June 2, 2012

ARTICLE I Name

1. The legal name of this Corporation is: Southeastern District of The Lutheran Church—Missouri Synod. The abbreviation of the legal name, which is authorized for use whenever convenient and appropriate is: SED, LCMS.

ARTICLE II Membership and Representation

1. The members of the District shall consist of those members of the Synod (congregations and ministers of religion-ordained, and ministers of religion-commissioned) who have been received into the District at the time of joining the Synod, who have been transferred from another District, or who have been assigned to the District by the Synod in accordance with the Bylaws of the Synod. Termination of membership in the Synod terminates membership in the District. The members shall hold regular District Conventions, in the year preceding the national Convention of Synod, for the purposes of electing Officers and Directors of the District ratifying elections of Circuit Visitors, approving triennial mission and ministry emphases for consideration by the national convention, and conducting such other business as is necessary or appropriate.
2. Each member congregation or parish of the District is entitled to representation at District Conventions as prescribed by the Constitution of the Synod. Delegates to the District Convention shall:
 - a. Serve a three-year term beginning with the convention,
 - b. Serve as resource persons to their congregation, and
 - c. Assist in the dissemination and implementation of resolutions of the District and Synod in their congregation.

April 30, 1978
 Article II, 1, revised May 2, 1982
 Article II, revised April 30, 1988
 Article II, revised April 16, 1994
 Article II, 1, revised May 6, 2000
 Article II, 1, revised May 6, 2006
 Article II, 1, revised May 2, 2009
 Article II, 1, added 2, revised June 2, 2012
 Article II, 1 and 2 revised, May 15, 2015
 Article II.2.d, deleted May 12, 2018

ARTICLE III

District Administration

1. A foundational value of the District is that the front line of mission and ministry is the local congregation and that all other levels of church structure are to enhance, and not hinder, the congregation's pursuit of its fundamental purpose. We believe this to be a genuine expression of the Biblical teaching of the universal priesthood of all believers.
2. In the administration and management of the business affairs, the property, and other resources of the District, and in seeking to assist the members of the District and the Synod to achieve their objectives and to meet their respective obligations and responsibilities, the Officers and Board of Directors of the District encourage and support the mission and ministry of the local congregation.
3. The Officers and Board of Directors of the District are empowered and entrusted to provide leadership in shaping policy and in creating and implementing administrative and staffing structures that enhance the mission and ministry of the members of the District. The Officers and Board of Directors will articulate and communicate to members of the District:
 - a. The Vision and Mission of the District
 - b. The Mission of the District leadership
 - c. The Mission and Ministry priorities of District leadership
4. The Board of Directors of the District will function primarily in the definition of the broad and general ends it envisions for the District and the values it believes to be foundational in achieving these ends. In performing their functions and responsibilities, the Officers and Board of Directors shall give prime consideration to the members of the District, seeking input and recommendations through appropriate forms and structures.
5. The Officers and Board of Directors of the District shall confer with the District President in the development of the vision, mission, policy, and priorities established for the District and hold him accountable for the execution, implementation, and reporting of plans, programs and budget. The Executives of the District shall be under the supervision of, and held accountable to, the President.
6. To assist the District President and Executives of the District in carrying out their responsibilities and to facilitate the elections process, the District may be administratively subdivided into regions as initially determined by the District Board of Directors and ratified by the District in convention.
7. The Officers and Board of Directors of the District shall report their actions and activities to the members of the District at the regular District Convention.

April 30, 1978
Article III, 2, 3, 4, 5, and 6, revised April 16, 1994
Article III, 2, 4, and 5, revised May 6, 2000
Article III, 2, 3, 4, 5 and 6, revised May 6, 2006
Article III, 1, 2, 3, 4, 5, 7, added 6, revised June 2, 2012

ARTICLE IV Officers and Directors

1. The Officers and Directors of the District to be elected by the members at regular District Conventions, shall be a President, a First Vice-President, a Second Vice-President, a Third Vice-President, a Secretary, a Treasurer, and seven (7) Directors. In the event that those elected lack the requisite knowledge and understanding of and affinity connections with the District's ethnic minorities, the Board of Directors shall appoint a lay voting member to the Board who has that skill set to serve the current term.
2. Each Officer and Director of the District must be and remain a communicant member of a congregation with membership in the District. The Treasurer and five (5) of the elected Directors shall be laypersons. Two (2) of the elected Directors shall be ministers of religion - commissioned, on the roster of Synod, at least one of whom shall be a teacher. All other elected Officers shall be ministers of religion – ordained on the roster of Synod.

3. The regular term of office for all Officers and Directors of the District shall be three-years. Tenure is limited to three full consecutive terms of three years in any given office.
4. If the President is found by the Board of Directors to be incapacitated or unable to perform properly all or some of the duties of the office, even with the assistance of the First Vice-President, then the Board shall appoint the First Vice-President to perform specific duties of the President. If the office of President shall become vacant, then the Board shall fill the vacancy by extending a Call for the full-unexpired term of the former President. The Board shall first call to be President the Vice-Presidents of the District in the order of their ranking, First through Third Vice-President.
5. If the Office of First Vice President, Second Vice President, or Third Vice President becomes vacant for any reason including the relocation of a vice president from the District region in which they were nominated, the Board of Directors shall fill such vacancy. The Board shall give first consideration to advancing in rank the Second Vice President or the Third Vice President, as the case may be, and any other vacancy shall be filled by the Board giving first consideration to prior convention ranking of nominees for election in the region in which the vacancy occurs.
6. If any other office of the District, including individual members of the Board of Directors, becomes vacant, the Board of Directors shall fill such vacancy through appointment. The Board shall give first consideration to the prior convention election results for the position in which the vacancy occurs. A simple majority of the Board of Directors is required for appointment.
7. The District shall indemnify any and all persons who may serve or who have served at any time as Directors or Officers of the Corporation, and their respective heirs, personal representatives, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been Directors or Officers of the Corporation, except in relation to matters as to which any such Director or Officer or former Director or Officer or person shall be adjudged in any action, suit, or proceeding to be liable for his/her own negligence or misconduct in the performance of his/her duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, agreement, vote of Directors or members, or otherwise.

April 30, 1978
 Article IV, 1, 2, and 3, revised May 2, 1982
 Article IV, 3, revised April 30, 1988
 Article IV, 1, 2, revised April 14, 1991
 Article IV, 2, 5, revised April 16, 1994
 Article IV, 2, 3 and 6, revised May 6, 2000
 Article IV, 1, 2, 3, 4, 5 and 6, revised May 6, 2006
 Article IV, 1, revised May 2, 2009
 Article IV, added 6, revised June 2, 2012
 Article IV, 1 and 5 revised May 15, 2015

ARTICLE V

Nomination and Election of Officers and Directors and Assumption of Office

1. The Nominations Committee of the District shall be elected by the District Convention. It shall consist of one person from each geographical District region. One shall be a minister of religion-ordained, one a minister of religion-commissioned, and one a layperson; these roles rotating by District region every three years. Candidates for the office are those nominees receiving at least two (2) votes on the nomination ballots of congregations.
2. The Nominations to the elected offices of the District shall be in the following manner:
 - a. Each voting congregation of the District shall be entitled to nominate from the minister of religion-ordained roster of the Synod two (2) persons for the office of District President. Congregations shall

- also be entitled to nominate two (2) persons for all other positions to be filled. Nominations for offices designated for ministers of religion-ordained or ministers of religion-commissioned must be made from the appropriate roster and according to residence within the District or region as required. Lay nominations must also be made according to residence within the District or region as required.
- b. The Secretary of the District shall mail to each voting congregation notice that such nominations are being solicited.
 - c. Each letter of nomination shall be signed by the president and secretary of the congregation, and shall be returned to the Secretary of the District not later than four (4) months before the opening date of the convention.
 - d. Candidates for the offices to be filled by ministers of religion-ordained and ministers of religion-commissioned shall be, in each instance, those nominees receiving at least five (5) votes on the nomination ballots of congregations. If at least three (3) ministers of religion-ordained and ministers of religion-commissioned do not receive five (5) votes on the nominating ballot, then candidates for the office shall be, in each instance, the three (3) ministers of religion-ordained and ministers of religion-commissioned receiving the highest number of votes on the nomination ballots of the congregations. Candidates for the offices to be filled by layperson shall be, in each instance, those nominees receiving at least two (2) votes on the nomination ballots of congregations.
 - e. In the event that there are fewer than three (3) candidates for an office to be filled by a minister of religion-ordained and the remaining nominees have declined, the ballot shall stand with at least one (1) candidate.
 - f. The Nominations Committee shall notify each candidate and shall secure approval, in writing, for inclusion of his/her name on the convention ballot.
 - g. In the event of death, declination or unavailability of any candidate, the nominee having the next highest number of votes shall become a candidate.
 - h. In the event of a tie for the positions among the candidates for any office, all names involved in the tie shall be listed as candidates for that office.
 - i. The Nominations Committee shall publish a reasonable biography of the candidates for the various offices. The report shall contain age, residence, church membership, occupation, years in ministry, church positions held, as the case may be.
 - j. The convention shall have the right to add to each slate at the proper time by amendment. Each candidate nominated must give consent in writing.
3. Vice Presidents shall be nominated and elected following these additional specific requirements:
 - a. Vice Presidents shall be nominated by congregations within the defined District region in which they will reside and serve, if elected. In addition, nominees will be from among those on the minister of religion-ordained roster of the respective District region.
 - b. Vice Presidents shall be elected one from each District region, with the election procedures as specified in Paragraph 4 below. District regions are defined by the Board of Directors and ratified by the District in convention.
 - c. Following the election of the Vice Presidents, a separate election by the convention delegates shall be held to determine the ranking of the Vice Presidents.
 4. The Elections shall be as follows:
 - a. Each voting delegate shall be entitled to vote for as many candidates as required.
 - b. Any candidate receiving a majority of votes cast shall be declared elected.
 - c. Candidates receiving a majority on the first ballot shall be declared elected. Except for the election of President and Vice Presidents, when a second or succeeding ballot is required for a majority, the candidate receiving the fewest votes and all candidates receiving less 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 highest candidates shall constitute the ballot. In every election, balloting shall continue until every position has been filled by majority vote.
 5. Elected Officers and Directors shall assume their respective responsibilities as follows:

- a. A newly elected President shall be designated as President-Elect until he formally takes office.
- b. The President-Elect shall formally take office within four months following his election, the precise date to be set by the Board of Directors.
- c. The out-going President shall use the intervening time to settle the affairs of his administration and shall assist the President-Elect as requested in becoming acquainted with the responsibilities of the office.
- d. The President-Elect shall convene such meetings as are necessary to develop a smooth transition between presidencies.
- e. Elected members of the Board of Directors shall assume their offices immediately upon the end of the convention at which their election took place.

April 30, 1978

June 3, 1985

Article V, 2d and g and 3c, revised May 15, 1985

Article V, 1, revised April 30, 1988

Article V, 2d, revised April 14, 1991

Article V, 3, 4, and 5, revised April 16, 1994

Article V, 1., 2.d., e., f., g., h., and i, 4.c., 5, revised May 6, 2000

Article V, 2.j. added; 3. a., c.; i., ii, and d, deleted May 6, 2000

Article V, 2 a, e, f, revised May 6, 2006

Article V, 1, 3 a, 3b, 5b, revised May 7, 2006

Article V, 1 and 2d, revised May 2, 2009

Article V 1, 2 and 3, revised May 15, 2015

Article V.4.c, revised May 12, 2018

ARTICLE VI

Duties of Officers

1. The President shall be the chief executive officer of the District and serves as a voting member of the Board of Directors. The President shall also perform the duties of a District President under the Constitution and Bylaws of Synod. The President shall be a full-time, salaried official of the District, and the President (except one called to fill an unexpired term of less than 18 months) may not serve as a Pastor of a congregation.
2. The First Vice-President of the District shall assist the President in carrying out the President's duties, and shall act for the President when requested by the President. All Vice-Presidents of the District shall perform such other duties as requested by the President.
3. The Secretary of the District shall perform the customary duties of a corporate secretary and the additional duties of a District Secretary in accordance with the Bylaws of Synod. The Secretary shall sign all duly authorized documents of the District, may attest to the signature of the President and other Officers, and to the fact that they are Officers of the District. The Secretary shall have control of the corporate seal and shall affix the same to all duly authorized documents of the District. The Secretary shall be responsible for recording the minutes of all meetings of the Board of Directors and all proceedings of District Conventions, and cause copies of the same to be furnished to all concerned on a timely basis. In addition, the Secretary shall perform such other duties as may be assigned by the President or the Board of Directors.
4. The Treasurer of the District shall perform the customary duties of a corporate treasurer and the additional duties of a District Treasurer in accordance with the Bylaws of Synod. The Treasurer shall serve as a financial advisor to the Board of Directors and assist the Board through the monitoring of District financial matters. The books and records of the District shall be audited annually by an independent certified public accountant selected by the Board of Directors. In addition, the Treasurer shall perform such other duties as may be assigned by the President or Board of Directors.

April 30, 1978

SED Bylaws

Pg. 6 of 9

Article VI, 3 and 4, revised April 30, 1988
Article VI, 1, 2, 3, 4, revised April 16, 1994
Article VI, 1, 2, and 4, revised May 6, 2000
Article VI, 1, 2, 3 and 4, revised May 6, 2006
Article, VI, 1 and 2, revised May 7, 2006
Article VI, 2, revised May 2, 2009

ARTICLE VII Circuits of the District

1. The Board of Directors shall be responsive to congregations in establishing, altering, and maintaining such number of separate geographical Circuits of the District as the Board determines based upon the Bylaws of Synod. Such actions of the Board of Directors shall be submitted to the District convention for ratification.
2. Each Circuit Visitor shall be elected in accordance with, and have all the rights, powers, and duties as provided in, the Bylaws of Synod.
3. Circuits shall meet at least twice triennially, either as visitation or electoral circuits. These meetings shall be held to accomplish:
 - a. The election of circuit delegates to the national convention of the Synod;
 - b. The selection of a Circuit Visitor;
 - c. Consideration of proposed actions to district and national conventions;
 - d. Implementation of the triennial process of suggesting, developing, and attaining the Synod's priorities and goals as described in the Bylaws of Synod.
4. Each member congregation of a Circuit shall be entitled to notice of and representation at a meeting of its Circuit, but each Circuit shall establish its own organization to achieve its objectives and to meet its responsibilities in and to the Circuit, the District, and the Synod.
5. Circuits of the District are encouraged to meet in convocation in the year following a national convention of the Synod in accordance with the Bylaws of Synod.

April 30, 1978
Article VII, 3, revised May 4, 1980
Article VII, 4, added May 2, 1982
Article VII, 4, revised April 30, 1988
Article VII, 1,3, revised April 16, 1994
Article VII, 1, 2, 3, and 4, revised May 6, 2000
Article VII 3 revised and 4, added May 7, 2006
Article VII, 1, 3, 5, revised June 2, 2012
Article VII, 2 and 3, revised May 15, 2015

ARTICLE VIII The Board of Directors

1. The President, the Vice-Presidents, the Secretary, and the Treasurer of the District, together with the other elected and appointed Directors shall constitute the Board of Directors of the District. Except as otherwise specifically provided by these Bylaws or the Constitution and Bylaws of Synod, the business affairs of the District shall be the responsibility of the Board of Directors in accordance with these Bylaws and the Bylaws of Synod.
2. The Board of Directors shall hold an initial meeting within two months following each regular District Convention to elect a Chairperson and Vice Chairperson and to conduct such other business as necessary or appropriate. Thereafter, the Board shall hold such regular meetings in compliance with Synod Bylaws at such time and place as the Board determines. Such regular meetings may be conducted by electronic communication providing that

all members of the Board are given reasonable opportunity to participate with respect to the particular electronic means used.

- a. Seven (7) Directors, in addition to the Chairperson shall constitute a quorum for the transaction of business.
 - b. The affirmative vote of a majority of the Directors present shall be the act of the Board of Directors, unless a greater number or proportion is required by these Bylaws or by law.
 - c. Each Director shall be entitled to one vote. The Chairperson may vote only to break a tie
3. Special meetings of the Board may be called by the Chairperson, by the District President, or by the Secretary upon request in writing signed by four (4) Directors. Electronic signatures are sufficient for requests under this provision.
- a. Any action, which is required to be taken at a meeting of the Board of Directors, may be taken without a meeting if consent in writing, setting forth the action, is obtained from all of those entitled to vote. Such consent shall have the same force and effect as a unanimous vote.
 - b. When necessary, members may participate in a special meeting by electronic communication, whereby all persons are given reasonable opportunity to participate. A written record shall be made and recorded in the minutes of the next regular Board meeting, whether electronic or otherwise.
4. The Board of Directors, acting on behalf of the congregations of the District, shall issue the Call to the President-Elect and shall extend the Call to rostered workers who serve as District staff or in special ministries of the District. They shall also appoint and maintain a roster of District Reconcilers as prescribed by Synod Bylaws.
5. The Board of Directors shall have authority to appoint such additional non-voting Officers and non-voting assistant Officers of the District as may be deemed necessary or appropriate.
6. The Board of Directors shall have the authority to appoint trustees to hold and convey legal title and to encumber real property and personal property of the District in any case where the laws of a State prevent the taking of legal title in the name of the District or require the appointment of trustees for real property or personal property.
7. The Board of Directors shall have the authority to establish Board-Task Forces and other Board Committees.
8. The Board of Directors shall have the responsibility to approve the annual District Budget.
9. All Directors shall discharge the duties of their office in good faith. All members of the Board of Directors shall adhere to the conflict of interest requirements of Synod's Bylaws. In the event that removal for cause from office of an elected Officer or member of the Board of Directors is required, the Board of Directors will act on such matters in the name of the District and in accordance with the procedures contained in the Bylaws of Synod.

Article VIII, 1,2 and 2a, revised May 2, 1982

Article VIII, 1, revised April 30, 1988

Article VIII, 1 and 2a, revised April 14, 1991

Article VIII, 1,2,3, revised April 16, 1994

Article VIII, 1, 2,6 revised; 7, added May 6, 2000

Article VIII, 1, 2, 2a, 2c, 4 and 5, revised May 6, 2006

Article VIII, 1, 2, 2b, 3b, 4, 5, 6, 7 revised; 3a added; 3c deleted, 8, added May 7, 2006

Article VIII, 4, revised May 2, 2009

Article VIII, 2, 3, 5, added 9, revised June 2, 2012

Article VIII, 1, 2 and 9, revised May 15, 2015

Article VIII.4, revised May 12, 2018

ARTICLE IX District Dispute Resolution

The Officers and directors of the District will be guided by the dispute resolution process prescribed in the Bylaws of the Synod in their handling of conflicts, disputes, disagreements, or offenses.

April 16, 1994

SED Bylaws

Pg. 8 of 9

**ARTICLE X
Amendments**

1. These Bylaws may be amended at a District Convention by the majority vote of those members present at a regular session, provided there is written notice to congregations concerning the proposed amendment 30 days in advance of the Convention.
2. The Board of Directors shall submit proposed amendments to the Synod's Commission on Constitutional Matters to insure they are not inconsistent with the Constitution and Bylaws of the Synod prior to consideration by the District Convention. The Board of Directors will also obtain legal guidance to ensure that any proposed amendments are not inconsistent with the laws of the District of Columbia.
3. In the event an amendment is approved by the District in Convention without prior approval of the Synod's Commission on Constitutional Matters, such amendment will be contingent on approval of the Commission on Constitutional Matters. The amended articles or bylaws shall 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.
4. Amendments to the District Articles of Incorporation shall be approved by a District Convention. The provisions and processes for such amendments shall be the same as for amendments to the Bylaws.

April 30, 1978
Article X, added May 2, 1982
Article XI Formerly Article X
Article X, deleted April 30, 1988
Article X, revised June 2, 2012
Article X, 1 revised and 2 added, revised May 15, 2015
Article X, added #3, revised May 12, 2018

I, John F. Kassouf, Secretary of the Southeastern District of the Lutheran Church—Missouri Synod, a District of Columbia Corporation, hereby certify that the foregoing are the Bylaws of said Corporation as duly adopted at a regular session of the District Convention held at Hickory, North Carolina, on April 30, 1978, and last amended at a regular session of the District Convention held at Hickory, North Carolina on May 10-12, 2018.

Secretary of the District {Seal}