

Eastern District  
of  
The Lutheran Church—Missouri Synod

# REGULATIONS

June 19, 2015

[PROPOSED 1/26/2018](#)

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## GOVERNING STRUCTURE

1.1

### THE BOARD OF DIRECTORS

#### 1.1.1 General Responsibility and Authority

1.1.1.1 The Board of Directors (hereinafter referred to as the Board) is vested with the general management and supervision of the district's business and legal affairs. It shall through its own actions and through the boards, commissions and committees of the district carry out such matters as are resolved by the Synod or the district assembled in Convention. It shall determine general operating policies and be empowered to take emergency actions not covered by convention resolution, subject to the future action of the district assembled in Convention. It shall also explore other areas of activity beneficial to the Kingdom of God and submit its findings to the District Convention for consideration.

1.1.1.2 The Board shall establish an organizational structure for the effective operation of its program and conduct of its affairs, which structure shall embrace the convention, the officers of the district, the Board and such other staff, personnel and agents as the Board may deem necessary and appropriate.

1.1.1.3 The Board shall evaluate the President in writing annually relating to the effectiveness of himself and his staff regarding the general management of the district's business and legal affairs. Such an evaluation shall take place shortly before a convention, and the Board shall report on the evaluations to the convention.

1.1.1.4 The Board of Directors shall be the Members of Pioneer Camp and Retreat Center, Inc., a corporation formed by the district for operating a camp and retreat center for benefit of the district's ministry. The Board of Directors shall review and appropriately respond to the content of minutes and financial reports furnished to it by the Board of Directors of Pioneer Camp and Retreat Center, Inc.

#### 1.1.2 Fiscal Responsibility

1.1.2.1 The Board shall manage, conserve and be responsible for all legacies, bequests, devises, endowments, foundations, annuity gifts and all other trust funds of the district and of the district's institutions and activities. It shall have the power to buy, sell, invest in and reinvest in securities.

1.1.2.2 The Board shall be empowered to affiliate with the Lutheran Church Extension Fund, the LCMS Foundation and other groups of the Synod and shall structure the district program according to the regulations of the respective groups.

1.1.2.3 The Board shall be empowered to carry out outdoor and related ministries of the district through Pioneer Camp and Retreat Center, Inc., a corporation formed by the district for such purpose.

1.1.2.4 The Board shall be empowered to borrow money, at interest, to carry on the work of the district.

1.1.2.5 The Board shall safeguard against conflicts of interest.

- a. ~~As required by the New York Non-Profit Revitalization Act, the independent directors on the Board, or a committee of the Board comprised solely of independent directors, shall oversee the district's conflict of interest, whistleblower and audit matters and shall carry out the duties specified in Section 712-a of the New York Not for Profit Corporation Law. An independent director is defined as a director who: (a) is not, and has not been within the last three years, an employee of the district or an affiliate, and does not have a Relative (as defined in the Revitalization Act Conflict of Interest Policy) who is, or has been within the last three years, a Key Employee (as defined in the Revitalization Act Conflict of Interest Policy) of the district or an affiliate; (b) has not received, and does not have a Relative who has received, in any of the last three fiscal years, more than \$10,000 in direct compensation from the district or an affiliate (other than reimbursement for expenses reasonably incurred as a director or reasonable compensation for service as a director); and (c) is not a current employee of or does not have a substantial financial interest in, and does not have a Relative who is a current officer of or has a substantial financial interest in, any entity that has made payments to, or received payments from, the district or an affiliate for property or services in an amount which, in any of the last three fiscal years, exceeds the lesser of \$25,000 or 2% of such entity's consolidated gross revenues. For purposes of subparagraph (d), "payments" does not include charitable contributions. If required by law, the district shall have three or more independent directors, as defined in Section 102 of the New York Not-for-Profit Corporation law, who shall carry out the duties required by law or as otherwise determined by the Board.~~
- b. ~~The Synod's Conflict of Interest Policy [Bylaw 1.5.2] shall apply to all board and staff members of the district.~~ The Synod's Conflict of Interest Policy [Bylaw 1.5.2] shall apply to all of the district's directors, officers, staff members, key employees and key persons (as key employees and key persons are defined in Section 102 of the New York Not-for-Profit Corporation Law). All related party transactions (as defined in Section 102 of the New York Not-for-Profit Corporation law) shall be deemed a conflict of interest. A person with a conflict of interest shall not be present at or participate in a board or committee deliberation or vote on the matter giving rise to the conflict, and such person shall not attempt to influence improperly the deliberation or vote. The existence and resolution of the conflict of interest shall be documented in the district's records.

1.1.2.6 Subject to the requirements of the New York Not-for-Profit Corporation Law, the Board shall be empowered, or it may empower, any district board or committee to purchase, sell, lease or mortgage property.

1.1.2.7 The Board must approve unbudgeted capital expenditures of the district in excess of an amount determined annually by the Board.

1.1.3 **Board Process**

1.1.3.1 The Board shall appoint from its members a chairperson. ~~No~~ Except as permitted by law, no employee of the district shall serve as Chair of the Board or hold any other title with similar responsibilities. The chairperson shall have the responsibility for the general management of the work of the Board.

- 1.1.3.2 The Board shall meet at least quarterly, with exceptions to be provided annually by the Synod President, and in cases of necessity on the special call of the President or at the request of five (5) voting members of the Board. The Board shall designate one of its regular meetings each year as the annual meeting of the Board.
- a. Notice of each regular or special meeting of the Board stating the time and place of the meeting will be given by the Chairman, a Vice Chairman or the Secretary to each director at least three days before the meeting, by mailing the notice, postage prepaid, addressed to each director at his or her residence or usual place of business, or by delivering the notice to each director personally, by facsimile, by electronic communication or by telephone. A director's attendance at a meeting without protesting, before or at the commencement of such meeting, the lack of notice to him or her constitutes waiver of notice. A director also may waive notice by submitting a waiver of notice before or after a meeting. Such waiver of notice may be written or electronic. If written, the waiver must be executed by the director signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means including but not limited to facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the director.
  - b. Except as otherwise provided by law, the certificate of incorporation or these by-laws, the vote of a majority of the directors present will decide any question that may come before the meeting. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time or place without notice other than announcement at the meeting of the time and place to which the meeting is adjourned.
  - c. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or committee consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the director. The resolution and the written consents will be filed with the minutes of the proceedings of the Board or committee.
  - d. Any one or more members of the Board or any committee thereof who is not physically present at a meeting may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the Board or committee, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board or committee.
- 1.1.3.3 The Board may conduct its meetings electronically using audio, video, or internet-based conferencing technologies in accordance with applicable state law.

- a. In such cases, the technology must allow for each board member to fully participate (hear, speak, have or been given access to documents and other materials as appropriate), including the opportunity to vote.
  - b. Members must be given a reasonable opportunity to access the electronic meeting. If a board member does not have access to the technology to be used, arrangements must be made for the member to participate in person by coming to a mutually agreed upon location (prior arrangement may be required).
  - c. Minutes shall be kept in accordance with usual policy.
  - d. All persons listening or watching shall acknowledge their presence to the meeting and their presence shall be recorded in the minutes of the meeting.
- 1.1.3.4 Unless a greater proportion is required by the New York Not-for-Profit Corporation Law, a majority of the entire Board shall constitute a quorum. The phrase "entire board" means the total number of directors entitled to vote which the corporation would have if there were no vacancies.
- 1.1.3.5 The Board shall maintain a current written policy manual that is consistent with the Bylaws and these Regulations. The policy manual must be submitted to the Commission on Constitutional Matter for review [Synod Bylaw 3.9.2.2.3] in a timely manner.
- 1.1.3.6 The Board shall keep accurate minutes of its meetings and shall report on its meetings in writing to the District Convention. The complete minutes of the Board shall be opened for inspection when required by the District Convention. It is the policy of the district that the directors -treat as confidential the proceedings of all Board and committee meetings, and all information concerning the business activities of the district, except as otherwise authorized by the Board or until there has been general public disclosure, or unless the information is a matter of public record or common knowledge. Nevertheless, the Board shall make available official minutes of its meetings in a timely manner.
- 1.1.3.7 The Board may from time to time use committees and task forces consistent with the following principles:
- a. Committee responsibilities shall flow directly from the Board's description of its job, shall be set forth in a formal written charge with an appropriate period for existence, and shall not impinge upon responsibilities delegated to the President. The Board, by resolution or resolutions adopted by a majority of the entire Board, may designate from among its members an Executive Committee and such other committees of the Board as it may deem advisable. Each such committee of the Board will consist of three (3) or more directors, and all members of committees of the Board must be Directors. Each committee of the Board will serve at the pleasure of the Board and will have, to the extent provided in the resolution establishing the committee, all the authority of the Board except as otherwise provided by law. Executive committees may not perform acts specifically required by statute or by legislation or the Constitution, Bylaws, and resolutions of the Synod to be performed by the district, nor may they overturn actions of the district. In addition to committees of the Board, the Board may create committees of the corporation to serve at the pleasure of the Board and to perform tasks assigned by the Board. Persons other than directors may be members

of committees of the corporation. Committees of the corporation shall have no authority to act on behalf of the Board or to bind the Board.

- b. Except when empowered by the Board, committees and task forces shall have no executive or decision making authority; at all times they strive to develop policy only.

1.1.3.8 The Board shall require all boards, commissions and committees of the district to submit to it a copy of the minutes of each of their meetings.

- a. Its approval shall be required before any district-wide program or plan of any board, commission or committee may be put into action.
- b. All allocations of funds to boards, commissions, committees and officers shall be subject to review and disposition of the Board. The Board must approve capital expenditures by boards, commissions, committees or officers in excess of an amount determined annually by the Board.

#### 1.1.4 **Operations and Staffing**

1.1.4.1 The Board, in conjunction with the President, shall initiate planning, devise strategies, propose goals, determine mission objectives and develop tactics to achieve these goals and objectives.

1.1.4.2 The Board shall annually make specific budget information available to congregations. It shall also share, upon request by any member congregation, quarterly financial statements as reported to the board.

1.1.4.3 The Board may create or abolish full-time salaried staff positions according to prevailing needs/opportunities.

1.1.4.4 The Board shall ensure there are in place operational policies and procedures, including position descriptions for district staff and other appointed or elected positions.

1.1.4.5 The Board shall be empowered to call or employ all personnel of the district. In the case of the called personnel, the Board shall request nominations from the congregations of the district.

1.1.4.6 The Board shall be empowered to determine the remuneration of the salaried personnel and others employed by the district. All salaries and honoraria shall be reviewed annually and adjusted as the need may arise. Any compensation for members, officers and directors shall be determined in accordance with Section 515 of the New York Not-for-Profit Corporation Law and in compliance with the Revitalization Act Conflict of Interest Policy.

#### 1.1.5 **Convention and Governance**

1.1.5.1 The Board shall be empowered to fix the congregational assessments to cover the cost of the district convention, the district conferences of ordained and commissioned ministers, and certain other conferences of educators and/or Directors of Christian Education, and the principals' conference. The Board shall also be empowered to fix the congregational assessment to cover the cost of sending delegates to the convention of Synod. Each

congregation shall be assessed on a per communicant basis to cover said conference and convention costs.

1.1.5.2 All members of the Board shall be expected to attend the conventions of the district with expenses for travel and housing covered under the congregational assessment.

1.1.5.3 The Board is responsible to periodically review the Bylaws and Regulations of the district. Through its Secretary, it shall provide to congregations an updated version of the Bylaws and Regulations of the district following each convention.

#### 1.1.6 **Representation**

1.1.6.1 Laypersons shall be elected to the Board as Regional Directors, one from each of the two sections in each of the four regions of the district. Regional Directors shall serve as liaison in their respective regions.

1.1.6.2 One Minister of Religion—Commissioned (hereinafter referred to as commissioned minister) shall be elected to the Board.

#### 1.1.7 **Board Appointments**

1.1.7.1 ~~Within three months after a Synod convention, the Board shall appoint a district roster of four reconcilers in accordance with Bylaws of the Synod [2013 edition, Bylaws 1.10.10, 1.10.10.1, 1.10.11 and 1.10.11.1] for terms of six (6) years as appropriate. The Board shall fill vacancies within 30 days as they occur. The board of directors shall appoint and maintain a district roster of four reconcilers according to procedure specified in Synod's Bylaws.~~

### 1.2 **OFFICERS**

1.2.1 The duties of the officers of the district are outlined in the Constitution and Bylaws of the Synod ~~[2013 edition], the latest revision.~~ (See Constitution, Article XI and XII, and Bylaws Sections 1.3 to 1.5 and 4.1 to 4.9.) In addition the following Regulations have been adopted:

#### 1.2.2 **District President**

1.2.2.1 The District President (hereinafter referred to as the President) is the chief executive officer of the district.

1.2.2.2 If a President fails to be reelected before he reaches the age of retirement, or if he elects for valid reasons to resign, he shall receive his full salary and benefits for a period not to exceed six months, this arrangement ceasing with the acceptance of another position of service, or with his eligibility for Synod's regular retirement and pension provisions.

1.2.2.3 In the event the office of President becomes vacant, ~~or in the event of disability, the First Vice President shall become acting President~~ the vice presidents, in the order of their rank of office, advance to the President's place, with full power (but not full time), until the next convention of the district, at which time a President will be elected.

**1.2.3 Vice Presidents**

1.2.3.1 The district shall elect a Vice President for each of the regions of the district. The Vice Presidents shall be from the clergy roster of the district, [each with residence in the designated region](#). They shall serve and represent the district as directed by the President. However, they shall represent their region in the meetings of the Board.

1.2.3.2 Each Vice President shall be the chairperson of his regional pastoral conference.

**1.2.4 Secretary**

1.2.4.1 The Secretary shall be from the clergy roster of the district. He shall serve as the Secretary of the Board.

1.2.4.2 He shall preserve for the archives the minutes of the Board meetings, the official minutes of the conventions, together with five official copies of the Book of Proceedings. He shall send copies of the minutes of the Board meetings to every voting and advisory member of the Board in a timely manner.

1.2.4.3 He shall be responsible, under supervision of the President, for preparation, distribution and receipt of certain documents and records relating to the district convention, including the Convention Workbook, the Book of Proceedings and congregational nomination forms. He shall also be responsible for collecting and retaining the Revitalization Act Conflict of Interest Questionnaire forms from directors and director nominees and transmitting a copy thereof to the Chair of the Audit Committee, if any, and otherwise to the Chairman of the Board.

1.2.4.4 He shall be supplied with such assistance as may be expedient.

**1.2.5 Treasurer**

1.2.5.1 The treasurer shall be a layperson. Upon recommendation of the President, the Board shall appoint him for a three-year term.

1.2.5.2 He shall direct all accounting, financial and managerial functions assigned by the President and the Board.

1.2.5.3 The treasurer shall be the treasurer of Pioneer Camp and Retreat Center, Inc., a corporation formed by the district.

**1.2.6 Circuit Visitors**

1.2.6.1 Circuit Visitors shall be elected and have responsibilities and duties as outlined in the Constitution and Bylaws of the Synod [2013 edition: Bylaws Section 5].

**2****OFFICE OF THE PRESIDENT****2.1****THE PRESIDENT****2.1.1 General Responsibilities**

2.1.1.1 The President shall have the responsibility for the general management of the district.

- 2.1.1.2 He shall be an ex-officio member of all boards, commissions and committees of the district.
- 2.1.1.3 He, or his representative, shall be an advisory member of the Board of Directors of Pioneer Camp and Retreat Center, Inc., a corporation formed by the district.
- 2.1.1.4 He shall provide for the safekeeping of all documents required for the conduct of district matters, unless the same is otherwise provided for.
- 2.1.1.5 He shall, in accordance with the Constitution of the Synod, supervise the doctrine, the life, and the official administration on the part of the ordained or commissioned ministers who are members through the district or are subject to his ecclesiastical supervision, and shall inquire into the prevailing spiritual conditions of the congregations of the district.
- 2.1.1.6 He shall provide congregational connectivity through district wide communications, individual congregational visits, creation and nurturing of circuits, sponsorship of intercongregational workshops and providing counsel and guidance upon request.
- 2.1.1.7 He shall execute all responsibilities as required by the Synod.
- 2.1.2 **District Operations**
- 2.1.2.1 He shall effectively manage daily operations to achieve established goals within the bounds of authority and annual budget constraints, including submitting an annual budget to the Board for consideration, revisions and approval, real property management of district assets and oversight of such other areas and services as assigned by the Board including planned giving, human resources (district personnel), scholarship, student aid and recruitment, financial audit, investments and LCEF.
- 2.1.2.2 He shall secure resources including the use of temporary boards, task forces or commissions, in consultation with the Board to address specific issues or tasks including ministries of outreach and service, future planning, parish education, parochial schools, human care, stewardship and youth ministry. He will also seek to fill positions with volunteers to augment staff positions.
- 2.1.2.3 He shall appoint such committees, boards or persons with responsibilities for ministry functions as may be prescribed by the Synod. Furthermore, he shall provide systematic supervision, qualified guidance and effective promotion of the respective ministry functions.
- 2.1.2.4 He shall provide support to congregations, circuits and regions as appropriate.
- 2.1.3 **Responsibilities for Staff**
- 2.1.3.1 The President shall appoint Assistants to the President (the number of which shall be determined by the Board), write job descriptions for the Assistants and reassign duties to the Assistants as the need indicates—all subject to ratification by the Board. The Assistants to the President shall hold their position at the pleasure of the President. Valid causes for dismissal include adherence to false doctrine, conduct unbecoming a Christian, inability/neglect of office or refusal to cooperate.
- 2.1.3.2 The Assistants to the President shall be responsible to the President of the district. They shall perform such duties and work in such areas as are assigned to them by the President.

2.1.3.3 The President shall administer the evaluation process of the district staff annually, in writing, relating to their effectiveness and productivity.

2.1.4 **Convention Responsibilities**

2.1.4.1 With respect to the district convention the President shall:

- a. Prior to each convention of the district, and in time for publication in the Convention Workbook, appoint the committees necessary to conduct the business of the Convention.
- b. Appoint a convention essayist.
- c. Require and obtain in time for publication in the Convention Workbook reports from all officers, boards, commissions and committees of the district.
- d. Appoint reporters for the official publications of Synod.
- e. Furnish each convention committee with a brief memorandum of its duties and objectives.
- f. Appoint worship leaders and preachers for the convention worship services.

2.2 **THE PRESIDIUM**

2.2.1 The President together with the Vice Presidents shall form the Presidium.

- a. They shall meet together regularly to consider and promote the spiritual welfare of the district.
- b. They shall provide for guidance of the Circuit Visitors to insure a thorough understanding of their functions.

2.3 **PRESIDENTIAL APPOINTMENTS**

2.3.1 The President shall appoint, with the Board's approval, the following positions: Constitution Committee and Archivist/Historian. The Board shall ensure vacancies are filled in a timely manner after they occur.

2.3.2 **The Constitution Committee**

- 2.3.2.1 The Constitution Committee shall consist of one ~~pastor~~ ordained minister, one commissioned minister and one layperson, all of who shall reside within the same conference area.
- 2.3.2.2 The President shall appoint the committee in the election year of the district, and it shall serve until a new Committee has been appointed to take its place.
- 2.3.2.3 The Committee shall stand as the standing district committee for the examination of the constitutions and bylaws of congregations, as directed in the Constitution and Bylaws of the Synod [2013 edition, Bylaws 2.2.1, 2.4.1 and 2.4.2].
- 2.3.2.4 The committee shall, whenever practicable, examine proposed amendments to the Bylaws and Regulations of the district and advise conventions accordingly.

### 2.3.3 Archivist/Historian

- 2.3.3.1 The Archivist/Historian shall keep in the district archives, indexed for ready reference, all material of historical value entrusted to him, including a complete record of all district proceedings and all issues of district publications.
- 2.3.3.2 Pastors, teachers and congregations of the district are encouraged to send to the Archivist/Historian all materials of historical nature, such as programs of dedications, cornerstone laying, anniversaries of all kinds, ordinations and installations, and special services.
- 2.3.3.3 He shall cooperate with congregations and pastors of the Eastern District, Archivists of other districts, and the Concordia Historical Institute in the preservation and dissemination of pertinent historical information.
- 2.3.3.4 He shall keep his work before the district through conventions and district publications.

## 3

### GOVERNING PROCESS

#### 3.1

#### CONVENTIONS

- 3.1.1 ~~Only voting members are qualified to serve on the Committee on Credentials.~~ All pastors ordained ministers and commissioned ministers shall register with ~~this committee~~ the Committee on Credentials upon arrival at the district convention. ~~All lay and pastoral delegates shall submit their credentials to this committee before they are permitted to take part in the Convention. Pastors, commissioned ministers and lay delegates~~ Any who are absent without excuse shall be so reported in the Book of Proceedings.
- 3.1.1.1 The pastors of such congregations as hold voting membership in the Synod and the lay delegates elected by these congregations shall be voting delegates. 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 office at a date determined by the district or by presenting them to the Committee on Credentials upon arrival at the convention, before they are permitted to take part in the convention.
- 3.1.1.2 The Committee on Credentials shall report on accreditation to the district secretary at the opening of the convention. Only voting delegates are qualified to serve on the committee.
- 3.1.2 The chairperson of each convention committee, in consultation with the President, shall set and announce the time for the meeting of his committee. Committees shall not, as a rule, meet during the regular sessions of the Convention. When necessary, these committees shall meet in advance of the regular sessions of the Convention.
- 3.1.3 The President shall make provisions for a Communion Service and a Memorial Service to be conducted during each convention.
- 3.1.4 Any individual or group planning to present a protest to the Convention shall notify the President in advance; otherwise, such protest shall be out of order.
- 3.1.5 Convention documents and records shall be the responsibility of the Secretary as follows:

- a. He shall send to the congregations a form on which to indicate congregational nominations for Regional Director, Regional Vice President, ~~and~~ District President, Secretary, commissioned minister director and Nominating Committee (to be returned to the chairperson of the Nominating Committee).
  - b. He shall prepare for publication the Convention Workbook, which shall contain reports, memorials and slates of nominees together with related information. He shall also prepare the Book of Proceedings.
  - c. He shall send, without charge, one copy of the Convention Workbook and one copy of the Book of Proceedings to each delegate, alternate delegate, officer and member of boards, commissions and committees of the district. The Convention Workbook shall be sent at least 60 days before the convention.
  - d. He shall submit minutes of the convention to the President within two months following the convention.
- 3.1.6 Conventions shall be held at a location acceptable to a Convention or to the district Board.
  - 3.1.7 The Board shall determine the cost of the convention.
  - 3.1.8 The Board shall set the rate of reimbursement for traveling expenses for the district convention.

### 3.2 THE NOMINATING COMMITTEE

- 3.2.1 The Nominating Committee shall consist of ~~the following from each of the four regions of the district: one pastor, one ordained minister,~~ one commissioned minister and one layperson, not more than one member from any region.
- 3.2.2 It shall serve until a new Nominating Committee has been elected by the District Convention, which election shall take place in the regular election year of the district.
- 3.2.3 In the period between elections, it shall preserve a list of candidates from the preceding elections, from which, among others, it shall make recommendations to the Board whenever it may become necessary to fill a vacancy.
- 3.2.4 In the period before a district election, ~~each regional group on this committee shall seek qualified persons in its region for the various consent of such persons to serve if elected or appointed~~ this committee shall obtain from nominated persons their consent to serve if elected.
- 3.2.5 At the district convention in which elections are held, it shall provide slates of nominees as described in these bylaws.

### 3.3 NOMINATIONS AND ELECTIONS

#### 3.3.1 Terms of Office

- 3.3.1.1 The election of officers, directors and elective committees shall be held during each district convention. The term of office shall be for three years beginning September 1 of the election year.

3.3.1.2 Tenure, except for District President, shall be limited to one reelection.

3.3.2 **Nominations**

3.3.2.1 Nominations shall be made by the delegates to the Convention, by individual congregations, and by the Nominating Committee as described in these Regulations.

3.3.2.2 Twelve months prior to the convention, for the election of Regional Directors, the Board shall for each region designate two sections ~~in each region~~ composed of visitation circuits, taking into consideration geography, congregation numbers and communicant membership in the interest of fair representation.

3.3.2.3 Six months before the convention the Secretary shall send to each member congregation a form requesting them to nominate:

- a. Two ~~pastors~~ ordained ministers for the position of District President;
- b. Two ~~rostered pastors~~ ordained ministers from ~~congregations of~~ their region for Regional Vice President;
- c. Two laypersons from their section of their region for Regional Director.
- d. Two ordained ministers for the position of Secretary.
- e. Two commissioned ministers for the commissioned minister director position.
- f. Three candidates from their region, one ordained minister, one commissioned minister and one layperson, for member of the District Nominating Committee.
- g. At every other regular convention of the district, one member to the Committee for Convention Nominations for the convention of Synod.

3.3.2.4 Congregations may nominate the same individuals for District President, Regional Vice President and Circuit Visitor if they so desire.

3.3.2.5 These nomination forms shall be returned through the Secretary of the District to the chairperson of the Nominating Committee who shall report to the Board, in writing, the number of nominations received for each office; the chair having been determined by the most votes received for the three-person committee at the previous convention. Nominees for director positions must complete, sign, and submit to the Secretary a Revitalization Act Conflict of Interest Questionnaire prior to election.

3.3.2.6 The three ~~pastors~~ ordained ministers receiving the highest number of nominations for District President, and having declared their willingness to serve if elected, shall be considered candidates for that office.

3.3.2.7 The ordained minister, commissioned minister and layperson in each region receiving the highest number of nominations for member of the Nominating Committee, and having declared their willingness to serve if elected, shall be considered candidates for those positions.

~~3.3.2.7~~ The two ~~pastors~~ nominees receiving the highest number of nominations for ~~Vice President~~

3.3.2.8 ~~of their Region~~ elected positions, and having declared their willingness to serve if elected, ~~other than District President and Nominating Committee,~~ shall be considered candidates for ~~that office~~ the respective positions.

~~3.3.2.8~~ The two candidates receiving the highest number of nominations for Regional Director in each section of each region shall be considered candidates for that office. ~~A Regional Director is to be elected from each section, but not more than one from any circuit.~~

3.3.2.9 In accordance with Synod policy, the ~~Circuit Visitor~~ circuit visitor shall hold his position by virtue of his selection by the circuit forum and ratification by the district ~~Convention~~ convention.

- a. Circuit forums shall meet at the call of their ~~Circuit Visitors~~ circuit visitors to select their ~~Circuit Visitors~~ circuit visitors no later than the time established by the district. When in-person meetings are burdensome (e.g., geographically large circuits), a circuit may select another manner of meeting (e.g., e-meeting technologies) that is suitable and made available to all participants, taking into consideration the need to provide for an open and fair exchange of ideas and secure, private, and confidential voting.
- b. ~~Nominations~~ Prior to the day of the circuit forum, nominations for candidates for the office of ~~Circuit Visitor~~ circuit visitor may be submitted by a voting congregation of the circuit and suggested by the ~~President~~ district president, in consultation with the presidium of the district.
- c. ~~Selection of the Circuit Visitor shall be by election by written ballot.~~ Each circuit may adopt procedures and methods that will insure efficiency and accuracy, including the use of mechanical, electronic, or other methods of casting, recording, or tabulating votes. The privilege of voting shall be exercised by the representatives from each member congregation of the circuit, who shall have been selected in the manner prescribed by the congregation (Synod Bylaw 5.3.2).
- d. All nominated pastors serving congregations and emeriti pastors whose names were nominated prior to the day of the circuit forum shall be eligible for election in accordance with section 4.3 of Synod Bylaws.
- (1) Following presentations of pertinent information regarding each pastor as listed in Synod Bylaw 3.12.3.6 (c) and ~~Circuit Visitor~~ circuit visitor responsibilities as provided in Synod Bylaw 5.2.2, each voter shall ~~write in~~ submit the names of two pastors on the initial ballot.
- (2) The three pastors (or more in case of a tie vote) who receive the highest number of votes in this preliminary ballot shall be placed on the next ballot. Each voter shall vote for only one candidate.
- (3) Balloting shall continue with the lowest candidate being removed from each succeeding ballot until one pastor shall have received a simple majority of all votes cast, who shall be declared the nominee.
- e. Immediately following the circuit forum, the ~~Circuit Visitor~~ circuit visitor shall report in writing the results of the selection process to the ~~Secretary~~ secretary of the district in preparation for ratification by the district convention.
- f. In the event that a circuit visitor has not been selected by a circuit forum or has been selected but is no longer available to serve, thus resulting in no circuit visitor selection being included on the

convention slate of circuit visitors for a circuit, the district president shall make the selection, which selection shall then be included on the convention slate of circuit visitors.

~~f.g.~~ The convention shall have the right to alter the slate by amendment.

~~g.h.~~ The convention shall then ratify the slate of ~~Circuit Visitors~~ circuit visitors, which ratification shall constitute election.

~~3.3.2.10~~ ~~The Nominating Committee shall present slates of at least two nominees each for Secretary and commissioned minister members of the Board.~~

~~3.3.2.11~~ ~~The Nominating Committee shall present candidates for the members of the District Nominating Committee. It shall present at least two names for each position.~~

~~3.3.2.12~~ The names and a brief biographical sketch of each person listed as a candidate for office shall be published in the Convention Workbook. Candidates for District President shall write a brief summary of their views of the mission and ministry of the Eastern District for the Convention Workbook.

3.3.2.10

~~3.3.2.13~~ In accordance with Synod policy, each of these slates shall be subject to amendment by majority vote of the ~~Convention~~. Any voting delegate may make additional nominations. Such nominations must be submitted in writing to the Chairperson of the Nominating Committee at least thirty days before the Convention and must include a brief biographical sketch of the nominee and a certification that the individual named is willing to accept the office if elected.

3.3.2.11

### 3.3.3 Elections

3.3.3.1 The convention Committee on Elections as appointed by the President shall conduct all elections. Delegates shall be elected who, when assembled within or without the state, shall have and may exercise all of the powers, rights and privileges of members at an annual meeting. Each voting delegate shall be entitled to cast one vote for each office to be filled. The candidate, whose total vote equals or exceeds a majority of the number of votes cast, shall be declared elected. If more candidates receive a majority than there are offices to be filled, those receiving the greatest number of votes 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 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. All elections shall be by secret ballot. The voting to elect a president shall be held first. The voting for the remaining positions shall be held on one or more subsequent ballots at the discretion of the President and the Convention. Upon the election of the regional vice presidents, a final election will take place ranking the vice presidents by separate ballots with a simple majority of voting delegates determining the first, second, third and fourth vice presidents in line of succession.

3.3.3.2 Election of the Nominating Committee shall be conducted as follows:

- a. The ordained minister position shall be elected first, the ballot consisting of one candidate from each of the four regions. The candidate whose total vote equals or exceeds a majority of the number of votes cast shall be declared elected. If no candidate receives a majority, voting shall continue until a candidate receives a majority, each successive ballot dropping the candidate previously receiving the least number of votes.
- b. The commissioned minister position shall be elected second, the ballot consisting of one candidate from each of three regions, eliminating the region from which the ordained minister was elected. The candidate whose total vote equals or exceeds a majority of the number of votes cast shall be declared elected. If no candidate receives a majority, voting shall continue until a candidate receives a majority, the successive ballot dropping the candidate previously receiving the least number of votes.
- c. The layperson position shall be elected third, the ballot consisting of one candidate from each of two regions, eliminating the two regions from which the ordained minister and commissioned minister were elected. The candidate whose total vote equals or exceeds a majority of the number of votes cast shall be declared elected.

~~3.3.3.2~~ Any office with only one nominee may be filled by convention acclamation.

~~3.3.3.3~~

3.4

#### **VACANCIES**

- 3.4.1 Whenever a vacancy occurs in the Presidency or among the Vice Presidents, the next lower ranking Vice President shall fill the vacancy. If it is desirable to fill a vacancy in any other office, except that of Circuit Visitor, the Board shall be empowered to fill such a vacancy. In electing a Vice President ~~pro tempore~~, the President shall recommend qualified individuals from the area to be selected by the Board. The Nominating Committee shall keep a list of candidates nominated at the district convention and be prepared to advise the Board in regard to persons who might be able to fill vacancies. The Directors are authorized to consider other persons qualified, in their opinion, for vacancies.

3.5

#### **CIRCUITS**

- 3.5.1 The President shall from time to time review the alignment of congregations into circuits and recommend realignment as appropriate. Circuits shall be configured according to the Constitution and Bylaws of the Synod [2013 edition, Bylaws 3.1.2 and 5.1.1] and shall be decided by the Board after receiving input from the Circuits and congregations affected.

3.6

#### **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

- 3.6.1 The Corporation will indemnify any person who is made, or is threatened to be made, a party to an action or proceeding by reason of the fact that he or she (or his/her testator or intestate) was a director or officer of the Corporation. Such indemnification will be in accordance with and to the fullest extent permitted by the New York Not-For-Profit Corporation Law or other applicable law, as such law now exists or is subsequently adopted or amended. It will apply to any action or proceeding or related appeal, whether criminal, civil, administrative or investigative, and will apply regardless of whether the director or officer is in office at the time of the action or proceeding. However, the Corporation will

indemnify a director or officer in connection with an action or proceeding initiated by that director or officer only if the action or proceeding was authorized by the Board.

- 3.6.2 The Corporation may pay expenses incurred by a director or officer in connection with an action or proceeding described in Section 3.6.1 in advance of the final disposition of that action or proceeding. Such advances may be paid only if (a) the director or officer agrees in a signed writing to repay the advance if he or she is ultimately found not to be entitled to indemnification, and (b) the advance is approved by the Board acting by a quorum consisting of directors who are not parties to the action or proceeding or, if such a quorum is not obtainable, then by vote of a majority of the entire Board. To the extent permitted by law, the Board may advance expenses under this provision without having to find that the director or officer met the applicable standard of conduct required for indemnification
- 3.6.3 To the extent permitted under applicable law, the rights provided in Sections 3.6.1 and 3.6.2: (a) will be available with respect to events occurring prior to the adoption of this Article; (b) will continue to exist after any rescission or restrictive amendment of this Article with respect to events occurring prior to such rescission or amendment; (c) will be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or, at the sole discretion of the director or officer (or his/her testator or intestate), on the basis of applicable law in effect at the time the rights are claimed; and (d) will be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the Corporation and the director or officer seeking such rights were parties to a separate written agreement.
- 3.6.4 The rights provided in Sections 3.6.1 and 3.6.2 are not exclusive of any other rights to which a director or officer of the Corporation or other person may now or subsequently be otherwise entitled, whether contained in the certificate of incorporation, these by-laws, a resolution of the Board or an agreement providing for such indemnification; the creation of such other rights is expressly authorized. Without limiting the generality of this section, the rights provided in Sections 3.7.1 and 3.7.2 are not exclusive of any rights, pursuant to statute or otherwise, of a director or officer or other person to have his or her costs and expenses in an action or proceeding assessed or allowed in his or her favor, against the Corporation or otherwise
- 3.6.5 If this Article or any part of it is held unenforceable in any respect by a court of competent jurisdiction, it will be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Article will remain fully enforceable. Any payments made pursuant to this Article will be made only out of funds legally available for such.

### 3.7

#### **AMENDMENTS**

- 3.7.1 These regulations may be amended by resolution of the district assembled in Convention after prior review and approval of proposed changes by the Commission on Constitutional Matters. The resolution, however, shall state specifically that it is intended to amend or add to these regulations.