

February 28, 2013

Gordon Bynum  
2355 Fairview Ave N # 161  
Roseville, Minnesota 55113

The Board of Directors  
The Minnesota South District of the Lutheran Church Missouri Synod  
14301 Grand Ave South  
Burnsville, MN 55306

Dear Brothers and Sisters in Christ,

The Apostle Paul tells us in Galatians chapter 6 “Let us not grow weary while doing good, for in due season we shall reap if we do not lose heart. Therefore, as we have opportunity, let us do good to all, especially to those who are of the household of faith.” It was my hope that in the months since I wrote to you last March you would do what so many in our synod have asked, and bring the question of the sale of the two campus ministries in Mankato and Minneapolis to your convention last June. From what I understand, there was a motion from the floor at your convention to do exactly that, but it was ruled out of order by the presiding officer, your former district president. But, apparently, the convention was so eager to have some say and weigh in on your ideas about campus ministry that they directed \$2 million dollars from the sale to go to University Lutheran Chapel to relocate, and that the sale price of the Mankato campus ministry be reduced by \$400,000. Who knows what wonderful things the convention would have done had they not been prevented from voting on the actual question at hand, that is, the sale of the two campus ministries.

But, sadly, they were not allowed to act, so let's get back to work on the dispute resolution I sent to you last March. Having no response from you to the contrary in the last 11 months, the four categories presented in March (the matter in dispute, proposed resolution, standing, and procedural clarifications) have had no objection, and remain valid for the dispute resolution process. You can read the details once again in that document (enclosed with this letter). This letter is a continuation of that dispute, which adds a number of items that you should bring to your convention. The proposed resolution to each of these items remains the same: tell your convention what you have done, give them all of the relevant facts and history, and let them decide if they wish to act on the matter. Take your time, be transparent, explain what you would like to have happen, and make your case to your own pastors and congregations. Then let them decide what action they would like to take.

So that's the good news. It's not too late. You can still bring all these things to your convention and let them decide. This letter outlines how to do that by simply following your own governing documents. It's obvious and simple. All you have to do is follow your own rules.

As in the letter last March, I address your board and officers in the collective "you" for the sake of readability, and I ask you once again to excuse the informality. And once again I ask you to excuse my less than rigorous spelling and grammar. I realize that some of you were just elected last June, and that others of you who have been serving some time may not have been fully informed or consulted on the items below at the time they were happening. This is a great opportunity for you to ask your pastors and congregations in convention if they would like to take action on the items below, whether to affirm, rescise, repeal, correct or revise.

So I apologize in advance if you individually do not find yourself in the collective "you" used below. In fact, that would be good. It would mean that you are now willing to correct what you have done, and are willing to say that the actions you have taken in the past need to be rectified now. And, as always, I'm eager to be corrected, informed, educated, or otherwise enlightened if what I write to you is in error, or deficient in some factual way. I also apologize in advance if you find what I write to be somewhat severe. I'm sorry it has to be that way, but the tragedy is that you could have avoided all of this if you had just listened.

1. In 2007 your district president attempted to record the following in your "Restated and Amended Articles of Incorporation":

Section 2. Meetings

a. The regular meetings of this corporation, called District Convention, shall be held in the year in which the general convention of THE LUTHERAN CHURCH-MISSOURI SYNOD is held.

Do you still maintain that these articles, on which you based your ability to sell University Lutheran Chapel, are valid? Do you still support President Seitz's sworn declaration on that document that it is true and accurate, and that he has the authority to sign it on behalf of your corporation?

Good luck with that. If so, I'm not sure what you were doing by having in conventions in 2009 and 2012, and if you will be having a convention this year, in 2013.

You may be tempted to think this is a typographical error, and that you can once again go back to whatever version of your articles happens to be in your current handbook and try to fix this once again, like you tried to fix it in 2007 and in 2009. You should resist that temptation.

It may be an error, typographical and otherwise, but it's not one you can fix. Your pastors and congregations in convention have always been the only ones that can correct these problems.

The simplest, most direct, and truthful way for you to handle this would be to tell your convention that unlike the articles recorded in 2007 and 2009 your articles recorded in 1966 are valid, and that they will have to affirm, rescise, or otherwise validate or pass anew the articles and amendments presented to them since 1966. There may be other options, but you need to ask your convention about them. If, as President Seitz maintains, all the articles presented in 2007 were approved by your conventions then you should have no problem having them approve them again.

Again, I ask you, what was the rush? Why not take your time, give your pastors and congregations all the information, make your case for how you would like to proceed, and let them decide if and how they would like to act? I continue to ask you that about your sale of the campus ministries, as well as what you did in 2007, 2009 and in 2012. Keeping things from your convention and preventing them for doing what they are supposed to do as the deliberative body of your district is wrong, and it has not, and will not, turn out well for any of us.

Bring this to your convention, explain how this happened, and see what they think. I think the following items will shed some light on how this occurred, and why this is just one symptom of a much greater disease.

2. In 2007 and again in 2009 you amended your Articles of Incorporation on this authority:

I swear the foregoing is true and accurate and that I have the authority to sign this document on behalf of the corporation. [signature of Rev. Dr. Lane R. Seitz, President]

Article IV of your Incorporation Articles list the following as requirements for amendment:

These articles of incorporation may be amended as provided by law, under which this body is incorporated, provided that the proposed amendments have been acted upon favorably at a regular meeting of the members of the corporation or a special meeting thereof, called for that purpose, by two-thirds of the majority of the delegates voting on said amendment, certified by the presiding officer, verified by the secretary of the corporation and recorded with the secretary of the State of Minnesota, according to law.

This gives you a number of things you should bring to your convention and explain. They would include the following:

Why your district president has “the authority to sign this document on behalf of the

corporation” in both 2007 and 2009, when your presiding officers of conventions prior to 2007 did not make this claim, and only verified amendments as specified in Article IV.

Why you maintain that both of these sworn statements in 2007 and in 2009 are “true and accurate” if the documents recorded contain errors like the example given in 1 above, and the problems outlined here.

Why you maintain that your articles recorded in 2007 and 2009 are valid since they were not:

- “verified by the secretary of the corporation” as they were in 1966, 1963, 1939, and earlier, which is missing from the 2007 and 2009 documents;

- “certified by the presiding officer”, since President Seitz could not have presided over any of your conventions before 1994; and

- “recorded with the secretary of the State of Minnesota, according to law” for several decades after their approval in the case of some of these articles.

The historical background is also important, and you should share that in full with your convention, including:

- Why your articles and amendments from 1903 to 1966 contain all these necessary prerequisites for validity.

- Why there was no attempt to record your amendments and articles for 40 years, from 1966 to 2007.

- Which of your articles and amendments after 1966 you believe should be affirmed or rescinded and why.

3. You should explain to your pastors and congregations that previous conventions and officers in the past successfully amended your articles which were passed over the span of more than one convention. You could use your 1939 incorporation document as one historical instance of how to record valid articles and amendments passed at more than one convention:

I, J. C. Meyer, President of the District Synod of the Minnesota District of the Evangelical Lutheran Synod of Missouri, Ohio and other States, do hereby certify that I was the presiding officer of said body at the annual meeting of the said Synod held at the City of St. Paul, in the State of Minnesota on the 16th day of June, 1937, and that at said meeting a resolution was duly adopted of which and every part of which the foregoing is

a true copy, and that I was the presiding officer at the successive regular session of said body held in said City of St. Paul on the 13th day of June, 1939, and that the identical resolution was re-adopted by said Synod at that time.

Which is followed by:

A. R. Streufert, being first duly sworn, deposes and says that he was the secretary of the District Synod of the Minnesota District of the Evangelical Lutheran Synod of Missouri, Ohio and other states at its regular meeting held at the city of St. Paul, Minnesota on the 16th day of June, 1937, and that he was also the secretary of said body at its successive regular meeting held on June 13th, 1939, in said city of St. Paul and as such secretary he entered and now has in his custody the record and minutes of the proceedings of said Synod, that the foregoing instrument is a copy of a resolution adopted by said Synod at the first meeting above referred to and readopted at the second meeting above referred to and entered into said record and minutes, that he has compared said copy with the original resolution and of the whole thereof, and the same conforms with said original entries.

Your 1963 and 1966 articles have something similar, with amendments being adopted by one instead of two successive conventions. But in every case before 2007 and 2009 all are verified by the presiding officer of the conventions in which they were adopted, and certified by the secretary.

You should explain to your congregations and pastors why President Seitz believed he could record articles on an authority which is missing from your own incorporation documents, for articles presented at conventions for which he was not the presiding officer, without the verification of the secretary at the time or the secretaries at any of those conventions, and in direct contradiction to what his predecessors had done in certifying, verifying, and recording articles adopted over more than one convention.

You should make your case to your congregations and pastors and see what they decide about the validity of the articles presented for recording in 2007 and 2009.

I would be happy to send you digital copies of all your articles recorded with the Minnesota Secretary of State going back to 1903 if that would help you. 1903 ("Articles of Incorporation of the Minnesota and Dakota District") is in long hand and difficult to read, as is 1909. 1929 is somewhat more readable, and from 1939 on they are typewritten.

4. You determine if you filed your 1966 Articles with various government bodies (Hennepin County, for example) as being accurate after that year. You may have done so as late as 1997.

5. Your bylaws contain a provision for rescission, in 4.2.17:

4.2.17 Execution of District Resolutions

Any district resolution not carried out by the District or the officers responsible for its execution shall be reported to the next convention of the District for re-affirmation or rescission.

You should explain to your convention why they were not made aware that 30 years or more elapsed without their resolutions to amend your articles being executed. You should also explain why they were denied their responsibility for re-affirmation or rescission.

Your convention can then decide which of the articles presented after 1966 they wish to re-affirm or rescind.

6. You should explain to your pastors and congregations why President Seitz in 2007 restated articles that were never stated before (that is, recorded with the state of Minnesota) and presented an entire set of Articles of Incorporation that had not been approved by a convention. In 1963 and 1966 your presiding officer and secretary certified and verified the entirety of your amended articles of incorporation which had been approved by the conventions of those years. In 1903 you recorded your initial articles of incorporation following your convention of that year, which also approved all of the articles. In 1909, 1929, and 1939 the only articles recorded with the Minnesota Secretary of State (or Attorney General in earlier years) were those approved by the conventions of those years.

You should explain why, strangely, in 2009 President Seitz reverted back to attempting to record only those amended articles approved by your convention of that year. If he had the authority on behalf of the corporation to restate articles from 1966 to 2006 which were never stated (i.e., recorded with the state of Minnesota) in 2007, why would he not do the same in 2009? Why this reversion in 2009 to something that gives a greater appearance of validity, when the substance of what was being amended in 2009 were the dubious articles from 2007? His efforts in 2007 and 2009 due to the same defects, but at least he would be consistent in maintaining his ability to record entire sets of articles on his own authority.

If you have not yet told your pastors, congregations and conventions what you did in 2007 and why, you need to do so now. You should ask them if they consider the articles you presented to them in 2009 an intentional or unintentional deceit to hide what happened in 2007.

You apparently think otherwise, but I don't think you want to be in the position of defending what was done in 2007, or in 2009 (or 2012, for that matter). You would be complicit (or

further complicit if you knew about this) in denying your pastors and congregations their obligation to decide on rescission or re-affirmation, done in a year for which there was no convention held to act on them (in the case of 2007), and later used by you to fraudulently claim and execute a right you did not have.

You may also claim that all of the articles presented for recording in 2007 and 2009 are valid, because they were passed at a convention at some point in time. Again, we probably differ, but I don't think this is a good position for you to take. You would be ignoring your own Article IV, or intentionally violating it, as well as your bylaw on rescission. That would be doing something wrong, and that may not turn out well for any of us, and for you as stewards of your district and officers of a corporation.

You may also be tempted to claim that your handbook takes precedence. I don't recommend you try that. For over 40 years now the articles of incorporation in your handbook have varied from what you presented to the state of Minnesota as your valid articles of incorporation. You may also be tempted to claim that you fixed these problems in 2007 and in 2009, but I ask you to consider that you did not fix anything. You made the problems potentially much worse in an attempt to hide from your pastors and congregations past defects, errors, mistakes and omissions that they could have easily corrected when they met in 2009 and in 2012. Your conventions in 1963 and in 1966 unanimously passed all of your articles of incorporation which were presented to them. Your convention in 2009 or 2012 could have been asked to do the same. Or you could have presented all of your unexecuted motions to amend your articles for re-affirmation or rescission. The least you could have done would have been to tell your pastors and congregations about the problems, what you did in 2007 in your attempt to fix them, and ask them how to proceed. Did you do even that? If not, why not? If not, why are you so afraid of your own pastors and congregations that you refuse to inform them of, or ask them for advice and direction about, things for which they have the ultimate responsibility as a deliberative body?

7. It might be instructive for you to try to determine which articles presented for recording in 2007 are "amended", and which are "restated". If you look at your articles from 1966, you will see that the sections that differ from your 1963 articles are underlined. You might try that for the document from 2007 compared to your 1966 articles. You might find articles that are amended, articles that are in fact restated, articles that are spurious or fictitious (see number 1 above) and articles which are of dubious provenance (I think that's the polite way to phrase it).

I do not suggest that these efforts would overcome the defects in either the 2007 or the 2009 documents or somehow lessen the culpability in not informing the 2009 or 2012 conventions about these things, but it might help you determine how far you are willing to go to support

President Seitz's sworn affidavit in 2012, and his sworn statements in 2007 and in 2009. Are you willing to maintain that these articles are valid even if the sworn statements that attempted to execute them are not true, or found to be perjurious? Let's assume that all of the articles presented in the 2007 document were voted on by a properly held convention (you'll have to grapple with number 1 above - does it nullify your conventions in 2009 and 2012? - but let's keep going). Let's also assume they received the necessary number of votes to pass. How many times was an article amended over the span of 40 years? How would you account for deleted articles (your 1974 convention comes to mind) which could change numbering and sections? How would a convention decide to pass or amend an article without being presented the recorded text of the article which would be deleted and replaced?

Let's make yet another assumption that you are able to do this to some moderate degree. Which version of your articles were presented to your conventions after 1966? Were they presented the version in your handbook, or were they presented your articles recorded with the state of Minnesota? Since these two differed and were increasingly out of sync since 1966, what were your conventions voting on? Without you informing them of the condition of your articles and following Article IV and your rescission bylaw, how would your conventions (in any year after 1966 and not just in 2006 and in 2009) know what they were voting on, or assess their accuracy? If your 1966 articles were presented as valid to the state, counties, municipalities, banks, creditors, insurance companies, the church extension fund, and other fiduciaries as accurate (for example, to make loans to district employees) up to 2007 (and possibly beyond), what were your conventions after 1966 voting to "amend" or "restate"? Those businesses and institutions as late as 2007 would have acted on the basis that your 1966 articles as recorded with the state accurately represented your corporation. But that would have been increasingly at variance from what your conventions would have been relying upon and voting on as your articles after 1966.

These are just a few of the reasons why it is necessary to follow your own Article IV, and your bylaw on rescission, for each convention. It is also why attempting to record "all amendments that had been voted on and approved at previous conventions " for 40 years fails (see President Seitz's affidavit of May 7, 2012, Section 36, where he fails to mention this time period and the basis for his ability to do this), and makes your position worse because you did not follow your Article IV and rescission bylaw . It can be difficult in the best of circumstances for a convention to understand and evaluate articles and amendments even when the bylaws and articles (in this case, 4.2.17 and IV) have been followed for each meeting. When they are not, and the presiding officers and secretaries have long since departed, it can be impossible.

A cursory reading of your convention proceedings indicates you routinely presented the articles as listed in your handbook to your conventions. Did you also present your handbook



articles to the synod as true and accurate? Is this why President Harrison thought your actions were “legal”? Was it deceitful to not tell him the true condition and history of your articles of incorporation?

I understand that you wish to maintain that you have, and had, the legal right to sell both campus ministry properties, based on the 2007 document which attempted to collect decades of unexecuted, unverified, and uncertified articles and amendments which were claimed to be “restated”. I think you have a mess on your hands, made worse by your refusal to allow your convention in 2012 to vote on the sale of the campus properties, compounded by what was done in 2007, 2009, and what was not done from 1966 until the present. You have now placed yourselves in the position of trying to justify what you did by relying on 46 years of unexecuted articles and amendments which still lack certification by the presiding officer, verification, and other basic prerequisites for validity according to your own Article IV. Why would you make this far more difficult than it has to be? You know that your articles from 1966 are valid and properly done. You know that conventions did in fact pass amendments to articles after that date. Again, why not ask your pastors and congregations in convention to affirm or rescise those amendments and articles? Then you could legitimately record them following Article IV. Or they may have other ideas about how to proceed.

Your pastors and congregations in convention are the only ones who can untangle this. Stop making it worse. Give them all the facts, make your case as to how you would like them to proceed, and let them decide how or if they wish to act.

8. You should explain to your pastors and congregations in convention the following from the affidavit given by your District President to the Fourth Judicial District Court of Minnesota on May 7, 2012 in Section 36:

At the 2006 Convention, further amendments were made to the District's Articles of Incorporation and properly approved at the Convention. However, prior to filing the 2006 amendments with the Secretary of State, the District discovered that some prior amended articles had not yet been filed with the Secretary of State. As a result of that discovery, the District engaged in a review process to ensure that all amendments that had been voted on and approved at previous conventions were accounted for and filed with the Secretary of State along with the 2006 amendments.

The sections above have already outlined some of the significant facts that should be brought to the attention of your convention. His affidavit establishes that your district president knew about these problems in 2006, and gives you yet another opportunity to explain to your pastors and congregations why they were not informed of the 40 years of “not yet filed” amendments at their 2009 and 2012 conventions and asked if they wished to act on any of them (re-affirmation, rescission, or other action). You should ask your pastors and

congregations in convention if they can divine how “not yet filed” in this affidavit differs from terms and phrases such as “unexecuted”, “invalid”, “unrecorded”, “uncertified”, “unverified” or “failing the prerequisites of Article IV”, and if they can see a substantive or meaningful reason not to consider all these terms as accurate descriptions of the 40 years of “not yet filed” amendments. You should also explain if, given Article IV and bylaw 4.2.17, why your District President would do such a thing, and if the board of directors was consulted on this.

Your district president has given you, in this affidavit from May 7, 2012, a rich trove of material you should explain to your pastors and congregations. In section 39 and 40 he continues:

39. In 2007, the District properly filed with the Minnesota Secretary of State the District's Amended and Restated Articles of Incorporation. Attached hereto as Exhibit W is a true and correct copy of a December 31, 2007, letter from the District's counsel enclosing the Amended and Restated Articles of Incorporation with a Department of State date stamp of December 26, 2007.

40. Every provision in the 2007 Amended and Restated Articles of Incorporation that were filed with the Secretary of State had been approved by previous Conventions.

You should present this and let your pastors and congregations discuss and decide if they believe that section 39 is a claim that somehow “District's counsel” approved of what was done by your district president in 2007, or if they believe that section 39 gives the appearance that your actions in 2007 were approved by your lawyer without the substance, and that the district's counsel was never asked about the legality or advisability of attempting to recording unexecuted motions to change articles in this way. What would you think of a lawyer who did the first of these two options? Share that with your convention.

You should let them discuss and judge the accuracy and veracity of the phrase “properly filed” in section 39 in light of the above by explaining the requirements of Article IV. Section 40 would be another item for your convention to consider. Given the failure to follow Article IV and the bylaw on rescission for decades, is it an attempt (like section 39) to give the appearance of following the rules while violating them?

9. You should explain to your pastors and congregations President Harrison's vigorous objection at being used by your district president to justify your sale of the campus ministry properties and your refusal to bring that question to your convention. This is from President Seitz's affidavit of 7 May 2012, section 60:

In an Open Letter to the members of the Synod (including ULC) dated September 11, 2011, the Synod's President stated, in regard to the sale of the District's Property: “There is no question that the Board had the right to do what it did with the property.” Attached hereto as Exhibit CC is a true and correct copy of the Synod President's September 20,

2011, letter.

It is very clear from President Harrison's September 20, 2011 letter that he and Minnesota North District President Fondow wanted you to bring the question of the sale of the campus ministries to your district convention in this text from Exhibit CC:

Of the several concerns raised by the then-impending sale of University Lutheran Chapel property, President Fondow and I were in agreement that it was unwise to disregard the resolution of the joint pastor's conference requesting that any decision to sell the property be made at the Minnesota South District convention.

He made that forcefully plain to you in his letter of June 12, 2012:

Dear Directors,

As you well know, I have refrained from involvement in the ULC matter. I am compelled, however, to send this note to you as my name has been used, in part, to justify the action of the board in selling ULC. I want to be very clear to you and for the sake of the good people in the Synod who have been so troubled by this whole affair.

In your presence I acknowledged the board's legal "right" to sell the chapel. However, I do not in any way, shape, or form, condone the sale of ULC. It is a tragic mistake, which has unleashed a blizzard of sin on all sides. Our life together has been deeply embittered.

I continue to name you in my daily prayers, as I have from the beginning of this affair, praying the Lord would grant us all repentance and rescue us from our sinful selves.

Fraternally in Christ,

Rev. Dr. Matthew C. Harrison, President The Lutheran Church—Missouri Synod

Would you disagree that President Harrison's name had been used to justify your action, even after he made it clear that he opposed what you did? Did you treat President Harrison in the same way that you treated your pastors and congregations in 2007, and your conventions in 2009 and 2012? Did you fail to tell him the problems with your articles and also fail to tell him how you tried to fix them in 2007? Was President Seitz the source from which President Harrison concluded you had the right to sell ULC? Was he relying on your Handbook, which has varied from your recorded articles of incorporation for more than 40 years?

I think this is a shameful way to treat the synodical president and the synod itself. Your convention might agree with me, and take some action to express their own outrage at this, and act to offer President Harrison their apology for what you have done.

10. You apparently have treated the Minnesota North District and District President Fondow in a similar way. At the Minnesota North District Convention of April 2012 President Fondow, or his floor committees, apparently relied on information from President Seitz to prevent several motions concerning University Lutheran Chapel from being considered by the convention. One of the objections to the motions was their use of the word “split” in reference to the Minnesota District's creation of the Minnesota North District and changing its name to the Minnesota South District.

If you find the reasoning of this objection difficult to follow (or worse) you are not alone. The sophistry here is that since the Minnesota District continued as the renamed Minnesota South District, it was not “split”.

But here is the text from the preamble from the Minnesota North Articles of Incorporation from 1963:

WHEREAS, the Lutheran Church-Missouri Synod in convention assembled in Cleveland, Ohio, June 20 - 30, 1962, has granted to the Minnesota District the right to divide said Minnesota District by releasing therefrom certain parishes and congregations...

If the synod granted the Minnesota District the “right to divide” why would President Seitz wish to prevent motions using the term “split” from being considered by the Minnesota North District convention? If some of the the assets, liabilities and responsibilities of the two corporations were divided by the Minnesota District in 1963 (see below), why would the term “split” be an obstacle? Obviously the geographic territory that was roughly the extent of the entire Minnesota District was split into North and South.

Your convention should be made aware that not only were they prevented from doing their duty as a deliberative assembly on the question of the sale of the campus ministries, but that their sister district was also prevented from doing the same. They might have some ideas of how to make corrections for this.

In section 13 of President Seitz's affidavit of May 7, 2012, he attempts to establish a “disclaimer” by the Minnesota North District of the undivided asset of the University Lutheran Chapel property:

After this point, the South District owned the Property and the North District disclaimed all ownership interests in the Property. Attached hereto as Exhibit D is a true and correct copy of the 1963 Convention Call.

This statement shares many of the qualities of the statements already discussed above that President Seitz has sworn are true. But things are taken to an entirely new level of

incredulity, and we have an additional difficulty: The “North District” (the Minnesota North District) did not exist at the time when the events in Exhibit D occurred. Exhibit D records the resolutions from the Minnesota District convention that led to the creation of the “North District”. So it would be impossible for the Minnesota North District to disclaim anything in Exhibit D, much less “all ownership interests in the Property”, because it held its organizing convention immediately after the events recorded in Exhibit D, beginning on the evening of January 14, 1963 and concluding on January 16, 1963 at the Leamington Hotel in Minneapolis.

The relevant text of Exhibit D, page 4 of the convention proceedings (“Convention Call”), describes something quite different, and almost the opposite of, such a disclaimer:

RESOLVED, that the University Lutheran Student Center be excluded from the division of assets, but that it serve the two Districts with the Minnesota South District holding the title to the property and assuming control and the cost of operating the same...

Even if the “North District” had existed at this point, how could this (the retention of an undivided asset, something held by two corporations by excluding that asset from the division of their predecessor) be a disclaimer of “all ownership interests”? The simple reading of this text is the opposite of what is sworn by President Seitz. Holding title to an asset which you share with another entity and assuming the cost and control of its operations to serve both entities describes something closer to being a trustee, or the obligation of a fiduciary duty. You should ask your convention if they agree with President Seitz's assertion, or if they think it is a form of theft from their sister district.

Section 14 of the affidavit makes a somewhat better effort, possibly because the exhibit given comes from the District President and Treasurer of the Minnesota North District during that corporation's existent state (as opposed to its non-existent state, or perhaps pre-existent state, in the exhibit cited in 13). But the exhibit given does not appear to answer the question President Seitz's claims it does in his affidavit. Here is section 14:

The Minnesota North District has subsequently reaffirmed that it has no rights or ownership interests in the Property. Attached hereto as Exhibit E is a true and correct copy of an August 10, 2011, letter from the Minnesota North District.

But the body of exhibit E reads:

Dear Members of the Commission on Constitutional Matters of the Lutheran Church - Missouri Synod:

Greetings to you in Christ Jesus, our Savior and the Head of the Church:

We are herewith providing the following information pertaining to the opinion being sought by University Lutheran Chapel of Minneapolis:

1. The Minnesota North District - LCMS has not had any direct involvement, other than student attendance, with the University Lutheran Student Center in Minneapolis, nor has it provided support from its budget.
2. The Minnesota South District - LCMS has responsibility and oversight for the ministries within its boundaries including control, operations and ownership of the University Lutheran Student Center.

[signed]

Rev. Donald Fondow  
Minnesota North District President

Mr. Orrin Rinke  
Minnesota North District Treasurer

It's apparent that the Minnesota North District is not acting at all in this exhibit (neither to affirm, disclaim, or take any other action) but rather the District President and Treasurer are responding to a request from the Commission on Constitutional Matters. It's also apparent that their letter does not address, or reverse, what was already established in 1963 when the two districts were given an undivided asset in University Lutheran Chapel with Minnesota South holding title and assuming the cost and control. It could be objected that the president and treasurer have made a mistake by using the term "ownership" when the accurate phrase is "holds the title" and omitting that ULC is to "serve both districts", but that mistake is understandable in a reply to the Commission on Constitutional Matters, which asks specific and concise questions and expects similar replies that deal with specific topics.

This effort suffers from the same problem of false premise and false antecedent that plagues President Seitz's attempt to record articles of incorporation in 2007 and in 2009. This letter cannot reaffirm something that was not affirmed before, that is, a disclaimer of all "ownership interests in the Property". In the same way that President Seitz cannot record articles and amendments on a non-existent authority he claims "on behalf of the corporation", neither can President Fondow disclaim something that his corporation has not disclaimed in convention. Much to President Fondow's credit, he has not claimed the authority to do so.

The opinion of the Commission on Constitutional Matters which President Seitz gives in the next section of the affidavit (Exhibit F in section 15) in it's own arcane way makes a similar point. There is no agreement between districts in the resolution passed by the single Minnesota District. There is only the Minnesota District establishing an undivided asset held by the two districts which it would create (or, if you like, between its renamed self and the nascent Minnesota North District).

Again, like your treatment of President Harrison and your own conventions, this is a shameful

thing to do to President Fondow and the Minnesota North District. You used President Fondow to justify what you did, even after he had joined President Harrison in urging you to listen to your pastors and synod and bring the question of the sale of the campus ministries to your convention. Was it not evil enough to deceive and induce him, or his floor committees, to be unwittingly complicit by using them to interfere and prevent their own convention from acting?

I must admit I am deeply saddened and disappointed at what section 14 attempts to do. Exhibit D establishes that the Minnesota North District retained an undivided asset. Having an undivided asset can mean several things (a common understanding is that each entity which holds it has an unrestricted claim to the entire asset, but no exclusive claim to any to any single part of the asset). What that means in practice has to be defined and agreed upon by all the entities holding the asset. If the entity holding the title wants to sell the asset, the least they should do is to ask the other entities for their agreement or lack of objection to the sale, and have that documented. Any executive officer who would damage his own corporation by doing anything to justify or promote the alienation (and practical theft) of such an asset would be malfeasant, stupid and craven. For an executive officer, or any officer of a corporation, such as the treasurer, to do this in writing would be obtuse, witless, and complicit beyond contemplation. But that is what this affidavit would have the Fourth Circuit Court believe in sections 13, 14 and 15.

I do not believe that President Fondow is any of these things, nor is President Harrison, and neither are your pastors and congregations. It would be good to give your convention a chance to make amends and corrections for any suggestion otherwise.

11. I asked you last March to consider your obligation to those who had given over the years to build and maintain University Lutheran Chapel. Did you consider what your obligation would be to your sister district Minnesota North and to the synod by both of your districts retaining an undivided asset to which you held the title and assuming the cost and control to serve both? You should let your convention and Minnesota North's convention discuss and decide what that obligation might be. President Seitz's own exhibit D from the his May 7, 2012 affidavit (see above) establishes that your district has held the title to the University Lutheran Student Center along with the cost and control since 1963 so that it might "serve the two Districts". As noted above, this describes something closer to being a trustee, or the obligation of a fiduciary duty.

Have your conventions, or those of Minnesota North, proposed or determined the nature, value and disposition of the asset that Minnesota North retained in 1963, and held with your district since that time, from the former Minnesota District? Is there any evidence or documentation that either of your districts has acted on questions related to this in their

conventions after 1963?

Unless you can produce something other than what President Seitz has in his affidavit (or something that is relevant or factual), then the answers to these questions would be “no”.

Did you maintain with President Seitz that the pastors and congregations of Minnesota North should not be asked about, and given no consideration in, the sale of an asset it holds with you jointly because you hold the title (see his affidavit of May 7, 2012)? Did you sell an asset without asking the corporation that shares that asset permission to do so? And did your district president actively seek to prevent that corporation from considering the sale at their convention?

I would love for the answer to these questions to also be “no”, but apparently it is “yes”.

That's a shame, and a terrible thing to do. Minnesota North did not ask you for money or anything else from a proposed sale. They had just one request: that your convention make that decision. Their district president and their pastors conference made that plain to you, along with your own pastors conference and the synodical president. Yet you did the exact thing that would create moral and legal objections to alienating an undivided asset: you ignored their single request, and took that action on your own.

Consider this text from exhibit D in President Seitz's affidavit, the same document that establishes that University Lutheran Student Center is an undivided asset held by the two districts:

RESOLVED, that the Minnesota North and the Minnesota South Districts of the Lutheran Church-Missouri Synod assume joint responsibility for all moneys loaned to the former Minnesota District for the life of such loans.

Now imagine if the officers of the Minnesota North District began to propose that “ministry is not about brick and mortar”, and “the gospel is not about loans or money”, and similar notions. You don't need to use much imagination at all, because using tautologies and truisms like these to justify immoral and heretical acts and ideas were common in the decades before they were condemned in the 1974 CTCR document “Gospel and Scripture” (e.g., “Scripture is not the Gospel”, “The Law is not about the Gospel”, “What is Law and not Gospel is not Scripture”).

Further imagine that the officers of Minnesota North proposed that because the ministry was not about brick and mortar, or money, or loans, that they would like to disclaim any responsibility for all moneys loaned to the former Minnesota District and at the same time



forgive all such loans outstanding to their congregations, and renege on whatever they owed on these loans.

Now imagine that the officers of Minnesota North were urged by their own pastors and convention in Minnesota South, as well as pastors and congregations from all over the synod, to bring this proposal to their convention and let them make the decision on this proposal.

Also imagine that president of Minnesota North had recorded unexecuted articles of incorporation from 33 years before delegating to their board of directors the ability to do this, on his own authority, without telling his conventions or directors, and without the verification of the presiding officer or the certification by any secretary.

Finally, imagine that the Minnesota North Board of Directors takes this action entirely on their own and delegates its execution to their treasurer. When urged by the synodical president and the president of Minnesota South to reconsider and bring it to their convention, they explain that their treasurer had already carried out their resolution 10 days after it passed, and it would be far too expensive to undo because they would be sued by the congregations whose debt they had just written off. When their convention tries to hear a motion to correct and reconsider what they had done, their district president rules the motion out of order. When his ruling is challenged, their district president makes an impassioned argument that it would be morally wrong to reverse what they had done, and back out of the deal they had just made with these congregations.

Would you be just fine with your district having to repay those loans for which you now had the sole responsibility? Would it make any difference if the money involved was large or small? Would it not still be wrong, theft, and fraud? What would you make of the district president's argument about morality to his convention?

You don't have to use much imagination, because this imaginary scenario does not differ in any large degree from what you did in reality to Minnesota North with the undivided asset you held in common with them that is University Lutheran Chapel. And this act of turpitude was entirely avoidable. If you had let your convention ask theirs what they thought of the sale, it is almost certain that they would have agreed to the final decision of your convention. The only thing they asked was that your convention make the decision, something also requested by the pastors of Minnesota North on October 4, 2011 the pastors of both districts on May 11, 2011.

11. Let me emphasize something I wrote in my March 6, 2012, letter to you:

I, and the many, many saints who have given their time, talent, and treasure to support

campus ministry at Mankato and Minneapolis over the years, will have little or nothing to complain about if you will do a very simple thing: listen to your pastors, laity, and congregations who have asked you to refer the question of the sale of the campus ministry properties in Mankato and Minneapolis to your district convention meeting next June...I also rejoice that this particular dispute can be resolved without animus or ill will, and if I am mistaken or have failed to understand some significant point or matter, I am happy to be corrected.

I assumed then that you, as officers of the corporation, had been told about many of the problems described above, but I now realize that I was wrong. There can be no other reasonable explanation. You were treated just as badly as President Harrison, President Fondow, the Minnesota North District, and your pastors and congregations. In fact, you were treated far worse. You were deceived, used and induced to evil, and you were then trapped. You were not just fooled into selling ULC, you were fooled into delegating the sale so that you would not be able to reconsider, delegate, delay or reverse what you had done. You may have been told this was expedient, or perhaps you were persuaded, as was Pontius Pilate, that it would give you "clean hands". Once the treasurer signed the purchase agreement 10 days after you passed the motion, you were in the same position as your pastors and congregations who had been denied their ability to reaffirm or rescise an unexecuted action. But this was worse. You were trapped and fooled into selling ULC for the first offer that was made, and which was significantly lower than other offers which came forward after the purchase agreement was signed. I realize now that had you not been deceived into delegating your action, you would never have sold ULC on the first offer for \$300,000 less than the second offer received, and you would have no doubt taken enough time to see if there would be higher offers.

I believe that you, as good and decent stewards of the church, had every intention in hearing out Presidents Harrison and Fondow when they asked to meet with you to reconsider what you had done. And you might have been persuaded, but it was too late, because immediately prior to President Harrison's arrival to meet with you a purchase agreement was signed.

I feel terribly for you, and for the criticism and abuse you have suffered because the salient facts and history were hidden from you. Every day I have occasion to think, "There but for the grace of God go I." We all know what it is liked to be deceived, but your experience as officers of a corporation is extraordinary.

I believe you wanted to do the right thing, but you were trapped, and like Macbeth, you thought you had to shed more blood instead of washing off what was already on your hands:

Will all great Neptune's ocean wash this blood  
Clean from my hand? No, this my hand will rather  
The multitudinous seas incarnadine,  
Making the green one red.

But take heart. Christ has already shed his blood for us. I don't want you to be discouraged or believe that the damage done in the past is somehow irreversible. We know that in the Gospel of Jesus Christ God can make all things new. While the mistakes described above may have been very costly to you, and may yet turn out to be even more expensive, you need to know that God has continued to care for and bless His church. University Lutheran Chapel has purchased a building, and is in the process of planning and building a new chapel. Pastor Meyer continues his work at Mankato which you will support well into the foreseeable future. And you can now begin the process of correcting and fixing what has been wrong and gone wrong for so many years by turning things over to your pastors and congregations in convention. To paraphrase President Harrison, you now have the opportunity to reverse and recover from a "tragic mistake which has unleashed a blizzard of sin on all sides" so that "our life together" may no longer be "deeply embittered." Embrace that. Let us redouble our efforts in this dispute resolution process so that "the 'ministry of reconciliation' accomplished by Christ" might be applied within the church, as I wrote to you last March quoting the synod's Handbook on the dispute resolution process.

Your next conventions will have a lot to do, especially when you bring all of the matters above to them. Trust your pastors and congregations. Tell them everything they need to know to do their duty as stewards of the treasures that God has given your district.

I look forward to hearing from you. Email works best, and I can write back to you or call you ([gwb@2Realms.com](mailto:gwb@2Realms.com)). You can also send correspondence to my office box address given above. My phone lines are being moved to a different system, so I'm difficult to reach by phone, and I travel quite a bit. So if you would like me to call you let me know by email.

God Bless You,

Gordon Bynum

Enclosed: Dispute Resolution Letter of March 6, 2012

Copies to:

Rev. Dr. David P. Stechholz, President and Bishop, English District,

The Lutheran Church Missouri Synod

Rev. Robert Fitzpatrick, Secretary, English District, The Lutheran Church Missouri Synod

Rev. William Otte, Secretary, Minnesota South District The Lutheran Church Missouri Synod

Rev. Dr. Raymond Hartwig, Secretary, The Lutheran Church Missouri Synod

Rev. Matthew Harrison, President, The Lutheran Church Missouri Synod

Rev. Don Fondow, President, Minnesota North District, The Lutheran Church Missouri Synod