MINUTES
BOARD OF DIRECTORS MEETING
INTERNATIONAL LUTHERAN LAYMEN'S LEAGUE

Mission Inn Resort & Club
Howey-in-the-Hills, Florida
Thursday-Saturday, October 22-24, 2015

In Attendance: Chairman Philip Krauss II; Vice Chairman Phillip Johnson; Treasurer Paul Pettit; Secretary Janice Wendorf; Londa Borer-Skov; Richard Gast; Gretchen Jameson; Kay Meyer; Andreas Schwabe; Weldon Schwiebert; Richard Sindlinger; William Snow; LHM President & CEO Kurt Buchholz, Ex Officio; LLL Canada Managing Director Stephen Klinck, Advisory.

Absent: Jack Ficken (attended via phone to give committee report); Leonard Pranschke; Pastoral Advisor Rev. Timothy Klinkenberg; LCMS Liaison Rev. Timothy Scharr, Advisory; LCC Liaison Mathew Block, Advisory.

Staff of Lutheran Hour Ministries attended portions of the meeting at the request of the President & CEO. Guests from the Florida-Georgia District of The Lutheran Church—Missouri Synod included Rev. Gregory Walton, Rev. Douglas Kallesen, and Rev. Billy Brath.

Thursday, October 22, Board members participated in SENT Initiative training with the Lutheran Hour Ministries Foundation Board of Trustees and attended the Lutheran Hour Ministries Foundation Annual Meeting.

01 Friday, October 23, Philip Krauss II, Chairman, called the meeting to order at 9:03 a.m.

02 Phillip Johnson, Vice Chairman, led an opening Bible study titled “Learning to Hear Listen to Jesus.”

03 Chairman Krauss shared opening comments related to recent speaking opportunities he has had and the significant impact that LHM is making.

M 2015/16-24 Motion was made to approve the consent agenda including: approval of meeting agenda and approval of July 2015 meeting minutes.

Motion was seconded and carried by voice vote.

04 Chairman Krauss reported on behalf of the Executive Committee, pointing out that Motion 2015/16-23, approving an extension of LHM’s line of credit with Fifth Third Bank, was approved by the Executive Committee in their meeting September 21, 2015. Minutes from the meeting were part of the docket for the meeting.

05 William Snow, Chair of the Audit Committee, reported that the committee met via teleconference on September 21, 2015. Four committee members, four LHM staff, and two representatives from the auditing firm were participants in the meeting. Discussion centered on the Consolidated Financial Statements of Lutheran Hour Ministries, with a detailed
review of the document and time for questions by the committee. Minutes from the meeting were part of the docket for this meeting.

06 Secretary Wendorf, Chair of the Election Committee, reported that committee met via telephone on September 9, to recommend that legal counsel advise LHM as to how to define voting members in the Bylaws. Recommended changes to the Bylaws will be presented as part of the Board Development Committee report.

07 Vice Chairman Johnson, Chair of the Fund Development Committee, reported that their presentation was covered yesterday in the SENT Initiative training.

08 Dick Gast reported, Chair of the Nominations Committee, reported that to date no outside nominations had been submitted. The incumbents up for election in 2016 agreed to allow their names in nomination again -- Chairman: Phillip Krauss II; Directors: Londa Borer-Skov, Paul Pettit, William Snow, and Richard Sindlinger.

09 Jack Ficken, Chair of the Compensation and Evaluation Committee, reported by conference call that the committee met via phone on October 15. For the October meeting, they were supposed to come with a recommendation for the salary for the President & CEO. The Board requested quantitative measures. The committee will meet again and derive items from the strategic plan to help evaluate. A full recommendation will be reported at the January 2016 meeting.

08 Secretary Wendorf, Chair of the Board Development Committee, called attention to the committee minutes from their September 16 conference call. Board members were encouraged to make note of the upcoming Board Self-Evaluation Tool, which will be sent out soon after the January 2016 meeting.

M2015/16-25 Board Development Committee moved adoption of the suggested transition revisions to the Board Policy Manual.

Motion carried by voice vote.

M2015/16-26 Board Development Committee moved that the Int’l LLL Board of Directors approve the Amended and Restated Bylaws and recommend the membership adopts them.

Motion carried by voice vote.

09 Paul Pettit, Treasurer and Chair of the Budget and Finance Committee, presented the updated financial report for LHM.

M2015/16-27 Budget and Finance Committee moved that the August Financial Report be accepted and filed for audit.

Motion carried by voice vote.
10 Kurt Buchholz, President & CEO, reported on the work of the Task Force: Policy Manual Consultant. Jim Galvin has been contracted to evaluate the Board Policy Manual and make recommendations for revisions. Galvin will meet with staff in early November. The recommended changes will be reported to the task force and then sent to the Board Development Committee to present to the Board at the January meeting.

11 President & CEO Buchholz gave his report.
   • Rev. Mark Larson, Director of United States Ministries, introduced Rev. Mark Frith, Program Director, Outreach Initiative, and guests from the Florida-Georgia District Rev. Gregory Walton, District President; Rev. Douglas Kallesen, Mission and Outreach Director; and Rev. Billy Brath. They gave an update on the program, which is designed to train and empower the Church to more effectively share the Gospel. The initiative is creating a culture of outreach in the district.

12 Secretary Wendorf offered the meal prayer.

13 The Board went into recess at 12:00 p.m.

14 The meeting reconvened at 1:20 p.m.

15 President & CEO Buchholz continued his report.
   • Rev. Gregory Seltz, Speaker of The Lutheran Hour, brought greetings and updated the Board on his personal appearances and programming.
   • Renee Blake, Constituent Relations Senior Manager, reported on the Constituent Relations team, whose goal is to bring LHM resources to life. The Board received samples of the information that is sent to LHM ambassadors.
   • President & CEO Buchholz reported on the business plan, noting that the document will always be in “draft” form, as it is constantly in flux and being updated as necessary.
   • Stephen Klinck, Managing Director of LLL-Canada, reported that Ian Adnams was elected as the new President of LLL-Canada. In 2014, auxiliary status was granted to LLL-Canada by Lutheran Church-Canada. They are encouraging their ambassadors to target materials to specific people in their congregations. LLL-Canada works internationally in Nicaragua.
   • President & CEO Buchholz encouraged daily prayer by the Board for LHM staff as they deal with the stresses and challenges associated with growth. He thanked the Board for the opportunity given to him to be a part of this ministry to the church today.

16 No reports were received from the LCMS and LCC Liaisons.

**M2015/16-28 Motion was made to go into Executive Session.**

Motion was seconded and carried by voice vote.

**M2015/16-29 Motion was made to go out of Executive Session.**

Motion was seconded and carried by voice vote.
17 Andreas Schwabe offered a closing prayer.

18 The Board went into recess.

19 Saturday morning, October 24, Chairman Krauss called the Board back in session at 8:38 a.m.

20 Vice Chairman Johnson led a Bible Study entitled “Learning to See Observe Jesus.”

21 Gretchen Jameson led a discussion on the The Policy Governance Model and the Role of the Board Member. Board members are to read the book Boards That Make a Difference for the April 2016 meeting. The July 2016 meeting will include a consultant to assist the Board in development. It was suggested that for the April meeting, committees meet prior to arrival in St. Louis, as was done for this meeting. The time usually devoted to committee meetings could then be used for discussion on the book and how it applies to the Board. Members were in consensus.

22 The Board affirmed its support for the President & CEO’s reported intention to sell Camp Cedarbrook at a below market value to a nearby LCMS camp ministry. This action would effectively release LHM from further expenses and efforts related to the maintenance and/or disposition of the property.

23 The Board requested that Chairman Krauss write letters to the Board of Directors of the LCMS and LCC, copying President Harrison and President Bugbee. The letters will acknowledge the value of the Int’l LLL’s relationship as an auxiliary of those church bodies; express the Board’s disappointment with the lack of attendance or written communication of the assigned liaisons; and request more regular, timely, and ongoing communication between the organizations.

M2015/16-30 Motion was made to approve the Resolution Housing Allowance Designation: Resolved, that 30% of the total compensation paid for the remaining portion of the calendar year 2015 to Jennifer Prophete as a commissioned minister of the Gospel is hereby designated to be a housing allowance pursuant to section 107 of the Internal Revenue Code.

Motion was seconded and carried by voice vote.

24 Chairman Krauss gave a report on the meeting and proceedings of the Lutheran Hour Ministries Foundation Board of Trustees that met prior to the Board meeting.

25 Board members were reminded that minutes of committee meetings are to be included as part of the docket, and then become part of the permanent records of the Board. As such, they should be accurate, including correct spelling. Committee chairs were encouraged to assign this duty to someone on the committee and then have all committee members proof, edit, and approve before submitting them.
26 Staff prepared a list of LHM’s thirty-six international ministry centers. Each Board member was encouraged to sign up for prayer support for two or three centers. The list will be maintained by staff and communicated to the Board. Many of the directors of the centers will be attending the 100th Anniversary celebration October 2016, which will provide an opportunity to connect in person.

27 The Board monitoring trip for March 2016 to Uruguay and Brazil will include Chairman Krauss, Weldon Schwiebert, and Kay Meyer. Guidelines for the Board monitoring will be developed by staff and shared with the Board Development Committee.

28 Future Board meetings are scheduled for:
- January 15, 2016; Online meeting
- April 14-16, 2016; St. Louis MO (arrive April 14); Seminary banquet held April 15
- July 7-8, 2016; Concordia University Wisconsin; prior to the LCMS Convention in Milwaukee
- October 20-23, 2016; Union Station; St. Louis MO; 100th Anniversary Celebration and 2016 Int’l LLL Convention
- January 20, 2017; St. Louis MO
- April 20-22, 2017; St. Louis MO
- July 20-22, 2017; St. Louis MO
- Proposed: October 19-21, 2017; St. Louis MO

29 Jameson offered a closing prayer.

**M2015/16-31 Motion was made to adjourn the meeting.**

Motion was seconded and carried by a standing vote.

30 The meeting adjourned at 11:00 a.m.

Respectfully submitted by,

Janice Wendorf, Secretary
Int’l LLL Board of Directors Meeting
Detailed Agenda

October 21-24, 2015

Mission Inn, 10400 County Road 48, Howey-in-the-Hills, FL 34737

**Wednesday, October 21**

7:00 PM     Dinner – Marina Pavilion
Meet in the lobby at 6:50 PM for shuttles to the pavilion.
This meal will be very casual and will partially be outdoors. If the weather is warm enough, shorts are acceptable.

9:00-10:30 PM     Hospitality – El Presidente

**Thursday, October 22**

Breakfast is on your own in La Hacienda restaurant. You will receive a voucher for the restaurant’s hot breakfast buffet when you check in.

11:30 AM     Lunch – El Conquistador
Meal Prayer  Paul Pettit

**Funding Initiative Training – El Gitan**
12:30-4:30 PM     Training with LHM Foundation Board of Trustees  Alan Zacharias

6:00 PM     Donor Dinner Event – Legends Ballroom
This dinner will also include the LHM Foundation Annual Meeting. Dress for this event is business casual.

Post Dinner - Hospitality – El Presidente
11:00 PM
Friday, October 23

Breakfast is on your own in La Hacienda restaurant. You will receive a voucher for the restaurant’s hot breakfast buffet when you check in.

**Board Meeting – Cortez/Desoto**

9:00 AM 1. Bible Study  
9:30 AM 2. Opening Comments  
3. Approval of Consent Agenda (Board action required)

Approval of Meeting Agenda

Approval of July 2015 Board Meeting Minutes

9:45 AM 4. Committee Reports

Executive Committee  
Audit Committee  
Board Development Committee  
Budget & Finance Committee  
Compensation & Evaluation Committee  
Election Committee  
Fund Development Committee  
Nominations Committee  
Task Force: Policy Manual Consultant

Phil Johnson  
Bill Snow  
Janice Wenddorf  
Paul Pettit  
Jack Ficken  
Janice Wenddorf  
Phil Johnson  
Dick Gast  
Kurt Buchholz

10:45 AM Break

11:00 AM 5. President & CEO’s Report

Outreach Initiative Update  


12:00 PM Lunch – La Hacienda  
Meal Prayer  

Janice Wenddorf

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1:15 PM  5. President & CEO’s Report (cont.)
   *Update from the Speaker of The Lutheran Hour*  Rev. Gregory Seltz
   *Constituent Services Update*  Renee Blake
   *LLL-Canada Update*  Stephen Klinck

2:45 PM  6. LCMS Written Comments  Phil Krauss
2:50 PM  7. LCC Written Comments  Phil Krauss

2:50 PM  Break
3:05 PM  8. Executive Session
5:00 PM  9. Closing Prayer  Andreas Schwabe

6:00 PM  Dinner – Champions
   Meal Prayer  Weldon Schwiebert

8:00-10:00 PM  Hospitality – El Presidente

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**Saturday, October 24**

Breakfast is on your own in La Hacienda restaurant. You will receive a voucher for the restaurant’s hot breakfast buffet when you check in.

**Board Meeting – Cortez/Desoto**

8:30 AM  10. Bible Study  Phil Johnson
9:00 AM  11. Visioning and Planning  Phil Johnson
9:30 AM  12. Open Discussion
10:30 AM  13. Future Board Meetings  Kurt Buchholz

*Recommendations for July 2016*

10:45 AM  14. Meeting Evaluation
11:00 AM  15. Closing Prayer  Gretchen Jameson
RESOLUTIONS OF THE
BOARD OF DIRECTORS

INTERNATIONAL LUTHERAN LAYMEN'S LEAGUE

WHEREAS, International Lutheran Laymen’s League, a Missouri nonprofit corporation (the “Corporation”), and Fifth Third Bank, an Ohio banking corporation (the “Bank”), are parties to that certain Revolving Credit Agreement dated as of October 21, 2015 (the “Agreement”); and

WHEREAS, the Board of Directors of the Corporation has determined that it is in the best interest of the Corporation to amend the Agreement pursuant to the terms and conditions of that certain First Amendment To Revolving Credit Agreement in the form attached hereto (the “First Amendment”); and

WHEREAS, the Bank desires to execute the First Amendment.

NOW THEREFORE, BE IT RESOLVED that the President, the Chief Operating Officer, and the Chief Financial Officer of the Corporation be, and each of them is hereby authorized and directed (any of them acting alone) to execute the First Amendment; and

BE IT FURTHER RESOLVED, that the President and Secretary of the Corporation are hereby authorized and directed to execute and deliver to the Bank the Secretary’s Certificate in the form attached hereto; and

BE IT FURTHER RESOLVED, that the final terms and details of the First Amendment shall be approved by the President, the Chief Operating Officer, and the Chief Financial Officer, the execution of the First Amendment by any such officer to be conclusive evidence of said officers’ approval of the terms of the First Amendment and the final terms and details of such document; and

BE IT FURTHER RESOLVED, that the President, the Chief Operating Officer, and the Chief Financial Officer be, and each of them is hereby authorized and directed (any of them acting alone) to do or cause to be done all such acts or things and to execute and deliver or cause to be executed and delivered any certificates, in the name and on behalf of the Corporation or otherwise, as such officer of the Corporation may deem necessary, advisable, or appropriate to effectuate or carry out the purposes and intent of this Resolution or the transactions authorized by this Resolution and to perform the obligations of the Corporation under the agreements and instruments referred to in this Resolution, and that the Secretary and any Assistant Secretary of the Corporation be, and each of them is hereby, authorized (any of them acting alone), to the extent either such officer deems it necessary or appropriate, to affix the Corporation’s seal to any such document and to attest said seal (but the omission of the affixing of the Corporation’s seal thereto shall not impair the validity, binding effect, or enforceability of said documents or of the execution and delivery thereof on behalf of the Corporation); and

BE IT FURTHER RESOLVED, that all of the acts of the President, the Chief Operating Officer, and the Chief Financial Officer, and/or the other officers of the Corporation which are in conformity with the intent and purpose of this Resolution, whether
hereof or hereafter taken and done, shall be and the same are hereby in all respects ratified, confirmed, and approved; and

BE IT FURTHER RESOLVED, that this Resolution shall take effect and be in full force as of September 15, 2015; and

BE IT FURTHER RESOLVED, that the appropriate officers of the Corporation are hereby authorized to take all of the necessary steps, and cause to be executed and delivered all documents, instruments and certificates in the name of and on behalf of the Corporation as they may deem necessary, advisable, or appropriate to execute or carry out the purpose and intent of the foregoing resolutions.

Adopted by the International Lutheran Laymen’s League as of this 21st day of September, 2015.

By:  
Janice Wendorf, Secretary
Approved July 17, 2015

- are at least eighteen (18) years of age;
- are not personally, or are immediate family members of, employed staff of the organization;
- if a staff member of the Int’l LLL is interested in serving on the Board, he/she shall agree that, if selected, he/she will resign his/her employment with the Int’l LLL;
- are not rostered ordained clergy.

2.7.3.2. The criteria will also include the following documents which all nominees must read and fully support in the Governance Policy Manual, including:
- Principles of Governance (Preamble);
- The Statement of Core Values (APPENDIX A);
- The Competencies of the Board (APPENDIX F).

2.7.4. Nominations Procedures

The Nominations Committee shall solicit and receive the names of prospective candidates from the Board, any member of the Int’l LLL or any member of the LCMS or LCC and their partner churches. For the initial election to be held in the spring of 2012, nominations will be received for both the Chairman and Vice-Chairman and all twelve (12) additional Board members.

2.7.4.1. When calling for nominations, the Nominations Committee shall use the best available communications media to inform the membership of the Int’l LLL, LCMS, LCC and beyond, of responsibilities of the Board, the criteria for selection and nominating process. The Nominations Committee will also make available a Nomination Form (see APPENDIX G).

2.7.4.2. Anyone choosing to nominate an individual must submit a completed Nomination Form for that person to the Nominations Committee. All nominations submitted to the Nominations Committee should be identified as to the source of the nomination, whether it is from an individual or an LCMS Affiliated Groups.

2.7.4.3. A statement of qualifications is required for all nominees for the Board or officer positions and may be provided by either the nominator or the nominee.

2.7.4.4. Nominations must be received by November 1 of each year. (Petition candidates for nominations to a state and the timeline for submissions are defined in Policy 2.7.4.11.)

2.7.4.5. Verification of Intent – Upon receipt of a nomination through the Int’l LLL headquarters, the Nominations Committee through the staff will verify the eligibility of the nominee and the nominee’s willingness to serve if elected. Nominees are to submit a recent photograph and express their agreement to fully support the Board’s governance documents identified in Policy 2.7.3.2. This information must be returned by the date requested for a nominee to be considered. The Nominations Committee will then use this information in an earnest effort to select the best-qualified nominees.

2.7.4.6. The Nominations Committee shall evaluate all information provided for each nominee, solicit additional information as necessary and develop a recommended slate of candidates (see Policy 2.7.3.2) to fill the upcoming vacancies.

2.7.4.7. Report of the State from the Nominations Committee – At the first regular Board meeting that occurs after January 1 of each year, the Nominations Committee shall provide the Board with the recommended slate of nominees.
2.7.4.7.1. For Board positions, the slate of nominees is nominated for a multi-state election. There shall be at least two more nominees than there are open positions.

2.7.4.7.2. For the Chairman and Vice Chairman positions, there shall be at least two nominees willing to serve a two-year term for each position.

2.7.4.7.2.1. The Secretary and Treasurer positions are appointed from sitting Board members on a single-bailit. They will be appointed by the Board at its first meeting of each fiscal year and will serve a one-year term, with no limits on re-nomination or re-appointment.

2.7.4.8. After evaluation of nominees and deliberations, the Board shall approve a slate of candidates for the open positions.

2.7.4.9. The Nominations Committee shall notify all candidates who will be on the ballot.

2.7.4.10. Publication of the Slate – The slate of candidates shall be published in the March edition of the official Int1LLL publication before the election to allow the opportunity for a petition candidate to be included on the ballot.

2.7.4.11. Petition Candidates – A petition candidate shall be added to the slate of candidates provided the petition is delivered to the Chairman of the Nominations Committee no later than April 5th and contains verified signatures of at least 300 members, including their addresses. The petition candidate must meet the same qualifications and provide the same verification of intent as described above.

2.7.4.12. The final ballot will be completed no later than April 15th prior to the date of the election and is governed by the election process.

2.7.5. Preparation for Elections

The Int1LLL shall conduct an annual organization-wide election in 2012 to elect the Chairman and Vice Chairman and the twelve (12) additional Board members. During this time, all members of the Int1LLL shall be notified of the election and the members described in Policy 1.5. shall be entitled to vote for the appropriate officer and member of the Board. The name, address and identification number of the member shall be the means used to determine eligibility and verification of their ballot to the membership list of the Int1LLL. Each vote cast will be counted as one vote.

2.7.5.1. The slate of candidates shall be published in the official Int1LLL publication and on the organizational website not less than six days in advance of the election as notice to the membership of the election.

2.7.5.1.1. When presenting the slate of candidates to the Organization, the Nominations Committee shall include the following:

• The list of criteria used to qualify nominees.
• Information regarding each nominee which addresses the qualifying criteria.
• Procedures for the election process.

2.7.5.1.2. The Board shall present a slate that includes at least one qualified candidate for each position to be filled.
2.7.5.1.3. The Membership shall elect only individuals who have been deemed qualified by the Nominations Committee.

2.7.5.2. Means of Voting – The votes for the election may be cast as follows:

2.7.5.2.1. A written ballot that is mailed to each voting Member and returned to the Int LLL by the ballot deadline.

2.7.5.2.2. Other means in compliance with Missouri State Law which are determined by the Board and publicized to the Membership.

2.7.5.3. Timing of Voting – The election shall be conducted each year, beginning on April 20th and concluding on May 30th.

2.7.5.4. Election Committee – The Chairman of the Election Committee shall be the Secretary of the Board. The Chairman shall appoint four additional individuals who shall be members of the Board or management staff of the Int LLL. This committee shall have the responsibility of tallying votes submitted by the Membership. The Chairman of the Election Committee is to give the results in writing to the Chairman.

2.7.5.5. The Chairman shall notify all candidates prior to any public release of the results of the election.

2.7.8. Election and Term of Office for Chairman and Vice Chairman

2.7.8.1. With the exception of the initial election of officers held in 2012 when both the Chairman and Vice Chairman will be elected, the election of the Chairman and Vice Chairman shall be alternated in succeeding years. The Chairman shall be elected in even-numbered years and the Vice Chairman shall be elected in odd-numbered years. For the office of Chairman and Vice Chairman there must be a null slate of at least two nominees for each position. The term of office for the Chairman and Vice Chairman shall be two years (except for the initial term of office for the Vice Chairman) or until their successors have been duly elected. An individual may not be elected to the same office for more than two consecutive terms, but may be re-elected after one intervening term.

2.7.8.1.1. Initial Term of Office defined – For the office of Vice Chairman, the initial term shall be one year. After this one-year term, the office of Vice Chairman shall be elected in odd-numbered years. The initial term of one year will not be counted as a term in determining the two consecutive terms for the same office.

2.7.8.2. Appointment and Term of Office for Secretary and Treasurer – The offices of Secretary and Treasurer shall be appointed by the Board from among its elected members at the first Board meeting of each Int LLL fiscal year. The term of office for the Secretary and Treasurer is one year or until their successors have been appointed and qualified. There is no limit on the re-nomination or re-appointment of the same person to these offices while they are Board members.
2.7.7. Election and Term of Office of Non-Officer Board of Directors

2.7.7.1. Term of Office – All non-officer Board members shall be chosen to hold office by
multi-slate ballot during the organization’s annual election of the Board in 2015. The
term of office for these non-officer Board members shall be three years (except
for the initial term of office for the Board to stagger the years of service) or until their
successors have been duly elected. An individual may not be elected to the same
office for more than two consecutive terms, but may be re-elected to such office after
one intervening term. If a Board member is appointed to fill a vacancy, he/she may
not stand for re-election if another term would extend their service to more than
seven years.

2.7.7.2. Initial Term of Office defined – To create the stagger, in terms of office for
non-officer Board members, one third (1/3) of Board members shall serve a one-year
term, one third (1/3) of Board members shall serve a two-year term, and one third
(1/3) of Board members shall serve a three-year term. These initial terms do not
count toward the term limits specified above. The initial stagger shall be determined
at the first Board meeting following the organization’s annual election and will be done by
drawing the numbers one, two or three to determine the initial terms for Board members. There
will be four numbers on each member’s ballot to determine the initial years of service.

2.7.7.3. Canadian Representation on the Board – As an auxiliary of a Lutheran
Church—Canada, it is imperative that at least one Board seat always be filled by a
communicant member of any congregation in LCC. This shall mean that for the initial
election there shall be at least two Canadian nominees for the Canadian Board
member seat. When the Canadian Board member seat is up for re-election there
shall be at least two Canadian nominees for the Canadian Board member seat. The
ballot and election process shall establish the procedures for the election. Canadian
candidates are eligible for any other available officer or Board position as well.

2.7.7.4. Approximately one third of the non-officer Board shall be elected each year
to ensure continuity of service and experience on the Board.

2.7.7.5. With the exception of the initial election requirement stipulated in
Policies 2.7.7.1 and 2.7.7.2, no more than four non-officer Board
members shall be elected in any given year.

2.7.7.6. Should the number of Board members or their terms of service fall out of alignment with these policies, no other process shall be used
for realignment except the election process as outlined in this

2.7.8. Resignations

2.7.8.1. Any individual serving on the Board may resign by giving notice in writing to the
Chairman, or in case of the resignation of the Chairman, to the Secretary.

2.7.9. Vacancies

2.7.9.1. Vacancies that occur on the Board shall be filled in accordance with applicable
provisions of the Bylaws (APPENDIX K). However, only individuals deemed
"qualified" by the Nominations Committee may be appointed to fill a vacancy.

2.7.9.2. Appointment to fill a vacancy on the Board shall always be to complete an unexpired
term and in no case shall such an appointment work in contradiction to the election of
approximately one third of the Board each year.
AMENDED AND RESTATED 
BYLAWS

ARTICLE I – Membership

Section A—Organization Defined. What we are is the International Lutheran Laymen’s League (“the League”); what we do are Lutheran Hour Ministries.

Section B—Qualification. Any communicant member of any congregation that is a member of The Lutheran Church – Missouri Synod (“the LCMS”) or Lutheran Church—Canada (“LCC”) may become a member of the League.

Section C—Contribution. Membership shall be maintained by voluntary annual contributions from members in the proportion in which God has prospered them. A minimum contribution amount may be set by the Board of Directors (“the Board”) as Policy and may be reviewed on occasion.

Section D—Role of Members. The League shall do all in its power to activate and motivate an increasing number of members to serve their Lord. Members are encouraged to have a clear understanding of the expectations of the League in the use of their time, treasure, and talent. Grassroots activities may be conducted to meet local ministry needs and to engage new workers and supporters for the ministries. The League encourages great diversity in its membership (geographically and in age, gender, and ethnicity). Members will have the power to vote, as specified in these Bylaws.

ARTICLE II—Structure

Section A—Elections to the Board, changes to the Articles of Incorporation and Bylaws, and major matters which the Board deems necessary for approval by the membership or which are required to be submitted to the members by Missouri law, shall be submitted for a vote to those members who are at the time registered to vote in accordance with these Bylaws.

Section B—The League is served by the International Board of Directors which oversees and guides the overall direction of the League and its Lutheran Hour Ministries. Board members must be members of the organization.

Section C—The Board shall select an individual who, under its supervision and direction, shall carry on the general affairs of the League. This individual shall hold the title of “President & CEO” (or such other title as is designated in Board Policy), and shall be a member of the staff of the League. It shall be his or her duty to approve the expenditure of the monies appropriated by
Adopted at 2010 Int’l LLL Convention
Revisions approved in 2012 election

the Board in accordance with the budget approved by the Board. The President & CEO shall make an annual report and periodic reports to the Board concerning the operations of the League. He or she shall comply with all orders from the Board. All employees shall report and be responsible to the President & CEO. He or she shall perform such other duties as may be determined from time to time by the Board.

Section D—Districts shall be integral parts of the League even though they may be separately incorporated. The articles of incorporation, (if incorporated) constitution and bylaws (and any amendments thereof) of each district shall be in harmony with the purposes and objectives of the League and shall become effective only after approval as spelled out in policies of the Board.

The district may be divided into geographic zones or divisions as determined by the district’s governing board. Each zone’s or division’s articles of incorporation, constitution and bylaws and amendments, as well as geographic divisions, programs and activities, are subject to the review and approval of the President & CEO.

The programs and activities of all districts and zones shall in all respects a) be in harmony with the purposes and objectives of the League, b) support efforts, interests, time or funds from the Int’l LLL’s programs and activities, and c) not jeopardize the Int’l LLL’s tax exempt status nor subject the Int’l LLL to possible legal or financial liability. All other matters of form and function of Districts and zones shall be spelled out in the policies of the Board of Directors.

All districts and zones are intended to be included in the League’s I.R.S. group exemption letter as of the date of adoption of these Bylaws and shall continue to be included until the Board decides otherwise.

Section E—Congregational Ambassadors are the local connections between congregations and the Lutheran Hour Ministries main office. Duties may be outlined in Policy and detailed by job descriptions and guidelines established by staff.

Section F—LHM Affiliated Groups provide grassroots activity and, at the discretion of the Board, may include (but not be limited to) groups, congregations, Recognized Service Organizations, and other entities. LHM Affiliated Groups may be further defined and delineated in Policy and may be covered in the League’s I.R.S. group exemption in the future at the Board’s discretion.

Section G—Further formations based on geographic areas, culture, and current needs may be established by the Board and be included in Policy. In such cases, all operational documents for these areas must be in harmony with the purposes and objectives of the League as set forth in the Articles of Incorporation and Bylaws of the League and are subject to approval by the Board or its legal designee. The programs and activities of the LHM Affiliated Groups and such further formations shall in all respects be in harmony with the purposes and objectives of the League and any program or activity which is not part of the programs or activities of the League shall only be undertaken after approval by the President & CEO.
ARTICLE III—BOARD COMPOSITION AND FUNCTIONS

Section A—Board of Directors. The business and affairs of the League shall be conducted under the direction of its Board. The policies, far-reaching vision, strategy, and organizational functions of the League shall be discussed, developed, approved, and facilitated by the Board. In policies and functions, the Board shall advance the mission of Bringing Christ to the Nations—and the Nations to the Church, strive to remain current and relevant, encourage effective communication of the organizational message, expand public awareness of the League, increase the number of members, volunteers, and leaders, effectively use human and financial resources, and strive for improvements in response to emerging opportunities.

Section B—Board Composition. The Board is made up of fourteen (14) elected individuals: a Chairman, Vice Chairman, and twelve (12) other Board Members. A Secretary and a Treasurer shall be chosen from the 12 other Board Members. A Pastoral Advisor who is an ordained clergyman in good standing with the LCMS or LCC and a member of the League shall be appointed by the Board to serve as the spiritual leader of the Board and as a non-voting member. The President & CEO is an ex-officio member with voice but no vote on the Board. At least one elected member of the Board will be a resident of Canada and a member of an LCC congregation. Liaisons from the LCMS and LCC, as approved by the Board, may attend and speak at meetings of the Board, but carry no vote.

Section C—Meetings. The Board will meet as often as specified by Policy, but no less than four times a year, including an annual meeting of the Board as required by Missouri law. Locations, dates, and agendas may be determined by Policy. Major actions of the Board shall be reported to the membership through a timely official communication. A majority of those individuals in office at the time shall be necessary to constitute a quorum and in every case an affirmative vote of a majority of those Board members present at a meeting shall be necessary for the taking of any action.

Section D—Policies. The Board establishes Policy to augment but never conflict with the Articles of Incorporation and Bylaws. A Policy may be established at any Board meeting and is to be clearly stated as an addition to official Policy. Official Policy is to be adopted by at least two-thirds affirmative vote of the full Board. Policies are to advance the function of the League and its Lutheran Hour Ministries.

Section E—Committees. The Board shall form six standing committees: the Audit Committee; the Budget and Finance Committee; the Board Development Committee; the Fund Development Committee; the Compensation and Evaluation Committee (dealing with the President & CEO and potential employee matters); and the Nominations Committee. At least two members of each committee will be elected Board Members, and other members of the League may be appointed from outside the Board by a majority of the Directors. Other committees of short duration may be formed by the Board with specific functions. All committees report to the Board. All committees shall adhere to the requirements of Sections 355.376 to 355.401 of the Revised Statutes of Missouri, which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board, which apply to committees of the Board and committee members as well, pursuant to Section 355.406 of the Revised Statutes of Missouri. The Board may designate one or more standing or special Committees to direct the
Adopted at 2010 Int’l LLL Convention
Revisions approved in 2012 election

business of the Corporation. Each such Committee may exercise the authority granted to it by the Board’s enabling resolution.

1. The Audit Committee shall assist the Board in fulfilling its oversight responsibilities. The Audit Committee shall consist of no less than three members who possess a basic understanding of finance and accounting and be able to read and understand fundamental financial statements, and at least one member of the Audit Committee shall have accounting or related financial management expertise. The Audit Committee shall meet no less than two times per year and have those authorities spelled out in policy.

2. The Nominations Committee shall consist of five members: the chairman shall be selected by the Board; two Board Members shall be selected whose term of office extends to include the appointment period, who are nominated by the Chairman of the Board and approved by the Board; and two additional members of the League appointed from outside the current Board (these may be former Board members) who are nominated by the Chairman of the Board, with Board approval. The committee serves for a 12-month period from the time of appointment. The committee will follow Board Policy and specific criteria for selecting nominees to run for positions.

3. The Nominations Committee will establish procedures for nomination by petition of members for candidates for all elected positions, such procedures to be approved by the Board. The Board also has final approval on the slate of candidates presented by the Nominations Committee.

Section F—Elections

1. Voting – Eligible members of the League shall have authority to vote for the election of Directors, and officers other than the Secretary and Treasurer, and to vote on any proposal submitted to the membership. In order to be eligible to vote, a member must register to vote with the League corporate office during the year of the election pursuant to the procedures set forth in Board Policy, and must comply with the ballotting and voting procedures set forth in Board Policy. Official ballots shall be sent to members who are registered to vote and returned according to the procedures required by Section 355.266 of the Revised Statutes of Missouri. Each member entitled to vote shall be entitled one (1) vote on all matters properly submitted to the membership. Except as otherwise provided by law, by the Articles of Incorporation or by these Bylaws, all action shall be decided by a majority vote of the members casting votes on a particular matter.

2. Procedures and Terms of Office
   i. Chairman and Vice Chairman - A multi-slate ballot of at least two male members will be prepared by the Nominations Committee under the guidance of the Board for qualified men for the positions of Chairman and Vice Chairman. These individuals will be elected for a two-year term of office and may be re-elected to a second consecutive term.
   ii. Board Members - A multi-slate ballot will be prepared by the Nominations Committee under the guidance of the Board for capable men and women to serve as Board Members. The term of office for the 12 positions of the Board shall be three
years, and an individual may run for consecutive re-election only once. Terms are on
a staggered basis, so that each year four people (one-third of the Board Members) are
elected or re-elected. Because the League is an auxiliary of LCC, it is imperative that
at least one Board seat always be filled by a nominee who is a Canadian resident and
a communicant member of a congregation located in Canada. When the Canadian
Board member’s seat is up for re-election, there shall be at least two Canadian
nominees for the Canadian Board member seat.

iii. Secretary and Treasurer - Candidates shall be selected from sitting members on the
Board. The Nominations Committee shall present the candidates and shall prepare a
ballot containing the names of the recommended candidates. The term of office shall
be one year and there is no limit on number of re-elections.

iv. Additional Standards - After one or more intervening years off the Board, a
candidate may be reconsidered for the same position. In the case of any person
appointed by the Board to fill a vacancy, the partial term will not count towards the
two-term limit. Each term of office is to coincide with the League’s fiscal year.

v. Vacancies - Vacancies in any of the offices occasioned by death, resignation,
disqualification, incapacity, or any reason other than normal expiration of term of
office, shall be filled by election by the Board. A person elected to fill a vacancy shall
serve for the unexpired portion of the term of office to which he has been elected and
qualified. The length of time served by any officer elected to fill a vacancy shall be
disregarded in determining the number of terms to which an individual may be
elected to such office of the League. In the event a vacancy shall occur in the office of
Chairman, the Vice Chairman shall succeed to the office of Chairman and serve out
the unexpired term.

ARTICLE IV – Conventions and Conferences

Section A - Time. International Conventions of the League shall be held at a time and place
approved by the Board, who shall provide final approval of major convention plans.

Section B - Regional Outreach Conferences. Regional Conferences shall be held in each year
that an International Convention is not scheduled to be held. Locations are determined by the
Board. Regional Outreach Conferences will share ministry updates, inform, excite, engage, and
motivate individuals, districts, zones, congregations, and participants in LHM Affiliated Groups
to positive action and faithful support of the ministries.

Section C - Petition and Appeal. Members of the League may bring forth a formal petition to
the Board at any time, requesting consideration of an important matter for the wellbeing of the
organization. A petition must contain the verified signatures of at least 300 active members,
indicating their complete addresses. The matter may be taken up by the Board for consideration
and action. If the Board chooses not to consider the petition, then the petitioners may present an
appeal to the Chairman of the Board for automatic consideration at the next convention.
Members assembled in convention must vote by simple majority to present the petition to the
membership for a final vote. If presentation of the petition passes, then a ballot shall be drafted
and sent to all members who are then registered to vote in accordance with these Bylaws.
Ballots must be returned within 40 days of being sent. A 2/3rds majority of returned ballots shall
Adopted at 2010 Int’l LLL Convention
Revisions approved in 2012 election

be necessary for passage.

**Section D - Notice.** Notice of the convention and major topics to be covered shall be published in the official publication of the League at least ninety (90) days prior to the opening of the convention, provided that any additional notice required by Missouri law shall also be provided.

**Section E - Robert’s Rules of Order.** All other matters of convention procedure shall be governed by Robert’s Rules of Order to the extent that they do not conflict with the Articles of Incorporation and Bylaws of the League. The Chairman of the Board may appoint a parliamentarian from the membership to serve for the convention.

**Section F - Quorum.** A quorum with respect to any matter shall constitute a majority of the members present in person at a convention or of those casting a ballot on such matter.

**ARTICLE V - Miscellaneous**

**Section A - General Offices.** The League shall maintain general offices or headquarters in St. Louis, Missouri, for the purpose of conducting its business.

**Section B - Official Publication.** The official publication of the League shall be *The Lutheran Layman*. All members of the League shall be entitled to receive the official publication.

**Section C - Official Emblem.** The emblem of the League shall be as follows: there shall be a field on which appears the initials “LLL.” The center “L” shall be larger and colored red with a gold border. The other two “L”s shall be smaller and colored red. The field of white shall be enclosed by a circle of blue bordered on the inside and outside by circles of gold. There shall appear in the blue circle the words “International Lutheran Laymen’s League” in gold lettering.

**Section D - Resignation.** Any individuals serving on the Board may resign by giving notice in writing to the Chairman, or in case of the resignation of the Chairman, to the Secretary.

**Section E - Removal from Office.** The members may remove any officer at any time whenever in its judgment the best interests of the League will be served thereby. The members may remove one or more directors or officers elected by them by mail-in ballot in accordance with Article III, Section F of these Bylaws and Section 355.266 of the Revised Statutes of Missouri. A director elected by the Board may be removed whenever in its judgment the best interests of the League will be served thereby. The vote of two-thirds of the directors then in office, however, a director elected by the Board to fill the vacancy of a director elected by the members, may be removed without cause by the members, but not the Board.

**Section F - Proxy Vote Prohibited.** Proxy votes shall not be recognized at any assemblies of the League, including conventions, conferences, and meetings of the Board and committees.

**Section G - Indemnification.** Each member on the Board and each member of a committee appointed by the Board, and every member of management staff shall be indemnified by the League against liabilities asserted against him and expense reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his
Adopted at 2010 Int’l LLL Convention
Revisions approved in 2012 election

having been a member of the Board or one of its committees or on its staff (whether or not he is a member of the Board or one of its committees, or the staff at the time any such liability is asserted or expense incurred), except in relation to matters as to which he shall be finally adjudged in such action, suit or proceedings to be liable for gross negligence or misconduct in the performance of his duties. The foregoing right of indemnification shall include any action, suit, or proceeding which may be settled or compromised prior to final judgment.

ARTICLE VI – Amendments

Proposed amendments to these Bylaws shall be published in an issue of the official publication of the League preceding the balloting. Amendments to these Bylaws shall be adopted by a two-thirds majority of all ballots received from members of the League.
RESOLUTION
HOUSING ALLOWANCE DESIGNATION

Whereas, section 107 of the Internal Revenue Code permits a minister of the Gospel to exclude from gross income (in computing federal income taxes) a housing allowance paid to him or her as part of his or her compensation to the extent used by him or her for actual expenses in owning or renting a home; and

Whereas, Jennifer Prophetite is compensated by the Int'l Lutheran Laymen's League exclusively for services as a commissioned minister of the Gospel; and

Whereas, International Lutheran Laymen's League does not provide a parsonage; therefore, it is hereby

Resolved, that 30% of the total compensation paid for the remaining portion of the calendar year 2015 to Jennifer Prophetite as a commissioned minister of the Gospel is hereby designated to be a housing allowance pursuant to section 107 of the Internal Revenue Code;
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<thead>
<tr>
<th>Country</th>
<th>Board Member</th>
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<tbody>
<tr>
<td>1. Argentina</td>
<td>1. Bill Snow</td>
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<td>2. Australia</td>
<td>2. Dick Gast</td>
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<td>3. Brazil</td>
<td>3. Bill Snow</td>
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<td>4. Cambodia</td>
<td>4. Paul Pettit</td>
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<td>5. Cameroon</td>
<td>5. Dick Sindlinger</td>
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<td>6. Chile</td>
<td>6. Phil Johnson</td>
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<td>8. Ethiopia</td>
<td>8. Weldon Schwiebert</td>
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<td>11. India</td>
<td>11. Gretchen Jameson</td>
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<td>12. Indonesia</td>
<td>12. Tim Klinkenberg</td>
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<td>15. Kenya</td>
<td>15. Dick Sindlinger</td>
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<td>17. Laos (new center in upcoming year)</td>
<td>17. Kay Meyer</td>
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<td>18. Latvia</td>
<td>18. Len Pranschke</td>
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<td>19. Lebanon</td>
<td>19. Londa Borer-Skov</td>
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<td>20. Liberia</td>
<td>20. Dick Sindlinger</td>
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<td>22. Malawi</td>
<td>22. Jan Wendorf</td>
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<td>27. Panama</td>
<td>27. Phil Krauss</td>
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<td>29. Russia</td>
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<td>31. Thailand</td>
<td>31. Londa Borer-Skov</td>
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<td>32. Turkey (new center in upcoming year)</td>
<td>32. Andreas Schwabe</td>
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<td>33. Uganda</td>
<td>33. Phil Johnson</td>
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<td>34. Uruguay</td>
<td>34. Kay Meyer</td>
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<td>35. Venezuela</td>
<td>35. Phil Krauss</td>
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# International Lutheran Laymen’s League
## Board Meeting Roll Call Sheet

**Thursday, October 22 – Saturday, October 24, 2015**
Mission Inn Resort & Club, 10400 County Road 48, Howey-in-the-Hills, FL, 34737

<table>
<thead>
<tr>
<th>Name</th>
<th>Signature</th>
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<tbody>
<tr>
<td>Philip Krauss II, Chairman</td>
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<td>Phillip Johnson, Vice Chairman</td>
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<td>Janice Wendorf, Secretary</td>
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<td>Paul Pettit, Treasurer</td>
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<td>Londa Borer-Skov</td>
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<td>Richard Sindlinger</td>
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<td>William Snow</td>
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<td>Timothy Klinkenberg, Pastoral Advisor</td>
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<td>Kurt Buchholz, President &amp; CEO</td>
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<td>Stephen Klinck, Managing Director, LLL-Canada</td>
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<td>Timothy Scharr, LCMS Liaison</td>
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<tr>
<td>Mathew Block, LCC Liaison</td>
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