

## **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 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.

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**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*—

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*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 these 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 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 balloting 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 well-being 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 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

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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 by 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 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

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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.