

AMENDED AND RESTATED

BYLAWS

ARTICLE I – Membership

Section A - Role of Members. Members of the International Lutheran Laymen's League ("the Organization") actively use their God-given time, talent, and treasure to serve as partners in the Organization's global mission.

Section B - Qualification. Membership in the Organization shall be maintained by voluntary annual contributions. A minimum contribution may be set by the Board of Directors ("the Board") in Policy and may be reviewed on occasion.

Any member of the Organization who is also a communicant member of any congregation that is either a member of the LCMS or a member of LCC shall be eligible for voting membership in the Organization.

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 Organization is served by the International **Board of Directors** which oversees and guides the overall direction of the Organization 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 Organization. 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 Organization. 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 Organization. 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 - Affiliated groups, such as LLL Districts, Zones, and other potential formations, may be established by the Board in order to meet the goals of the Organization. In such cases, all operational documents for these groups must be in

harmony with the purposes and objectives of the Organization as set forth in the Articles of Incorporation and Bylaws of the Organization and are subject to approval by the Board or its legal designee. The programs and activities of these groups shall in all respects be in harmony with the purposes and objectives of the Organization. Groups may be further defined and delineated in Policy and may be covered in the Organization's I.R.S. group exemption in the future at the Board's discretion.

ARTICLE III – Board Composition and Functions

Section A - Board of Directors. All corporate powers of the Organization shall be exercised by or under the authority of, and the affairs of the Organization managed under the direction of, its Board of Directors.

Section B - Board Composition. The Board is made up of not less than thirteen (13) nor more than fifteen (15) individuals. A Pastoral Advisor who is an ordained clergyman in good standing with the LCMS or LCC and a member of the Organization 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.

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. 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 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. Policies are to advance the function of the Organization and its Lutheran Hour Ministries.

Section E - Committees. The Board shall form three standing committees: the Executive Committee; the Audit Committee; and the Nominations Committee. Other committees may be formed by the Board with specific authority and function defined in Board Policy. All committees report to the Board.

1. The Executive Committee shall exercise the authority of the Board as needed between official meetings. The Executive Committee shall consist of the Chairman, who will be the Chair of the Committee; the Vice-Chairman; the Secretary; and the Treasurer. The President & CEO will be a non-voting member. The Executive Committee may exercise other authorities or responsibilities as indicated in Board

Policy.

2. The Audit Committee shall assist the Board in fulfilling its fiduciary oversight responsibilities, relative to the annual audit of the Organization. The Audit Committee may exercise authorities and responsibilities as indicated in Board Policy.
3. The Nominations Committee shall prepare and present a slate of Board candidates to the Board for their final approval. The Nominations Committee will establish procedures for nomination by petition of members for candidates for election to the Board of Directors, such procedures to be approved by the Board. The Nominations Committee may exercise authorities and responsibilities as indicated in Board Policy.

Section F - Elections and Appointments

1. **Voting** - Eligible members of the Organization shall have authority to vote for the election of thirteen (13) Directors, 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 Organization 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. **Appointed Directors** - The Board shall at all times have the authority to appoint up to two (2) individuals to serve on the Board, whose eligibility and service shall be consistent with the spirit and intent of these Bylaws.
3. **Procedures and Terms of Office**
 - i. **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 Board Members shall be three years, and an individual may run for consecutive re-election twice.
 - ii. **Additional Standards** - After one or more intervening years off the Board, a candidate may be eligible for election to the Board for additional terms as provided in Article III, Section F, 3. i. of these Bylaws. In the case of any person appointed by the Board to fill a vacancy, the partial term will not count towards the term limit. Each term of office shall commence with the first Board meeting following the election, such that the term of office for departing Board members shall conclude immediately prior to the commencement of such Board meeting. To the extent an amendment to these Bylaws changes the length of time for any term of office, the Board shall, in Policy, decide at what point in time such change

becomes effective, whether during an existing term of office or once the existing term of office expires or becomes vacant.

- iii. **Vacancies** - Any vacancy occurring in the Board for any reason may be filled by the affirmative vote of a majority of the remaining Directors then in office; provided however, that should a vacancy result in there being less than thirteen (13) Directors, then the Board shall use its reasonable efforts in filling such a vacancy as soon as practicable under the circumstances, and furthermore, such a temporary vacancy shall not affect the validity of any action taken by the Board, even though it be composed of less than thirteen (13) individuals. A Director elected to fill a vacancy shall be elected for the unexpired term of that Director's predecessor and until that Director's successor is elected and qualified or until that Director's earlier death, resignation, or removal.

Section G - Officers. The Board of Directors shall elect the officers of the Organization. Such election shall take place at a duly called and convened meeting of the Board of Directors. The officers of the Organization shall be a Chairman, a Vice Chairman, a Secretary, and a Treasurer, who are members of the Board of Directors, and whose duties and responsibilities shall be set forth in Board Policy. No person may simultaneously hold more than one office at a time. In case any office of the Organization becomes vacant for any reason, the majority of the Directors then in office may elect a member of the Board to fill such vacancy, and the officer so elected shall hold office and serve until the election of a successor. Each elected officer shall serve a term of one year or until the officer's successor shall be elected and qualified.

ARTICLE IV – Conventions and Conferences

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

Section B - Petition and Appeal. Members of the Organization 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 must be taken up by the Board for consideration and action.

Section C - Notice. Notice of the convention and major topics to be covered shall be published in the official publication of the Organization 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 D - 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 Organization. The Chairman of the Board may appoint a parliamentarian from the membership to serve for the convention.

ARTICLE V – Miscellaneous

Section A - 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 B - Removal from Office. The members may remove one or more directors 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 Organization will be served thereby by the vote of two-thirds of the directors then in office.

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

Section D - 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 Organization against liabilities asserted against that individual and expense reasonably incurred by the individual in connection with any action, suit or proceeding to which that individual may be made a party by reason of having been a member of the Board or one of its committees or on its staff (whether or not that individual 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 that individual shall be finally adjudged in such action, suit or proceedings to be liable for gross negligence or misconduct in the performance of 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 Organization preceding the balloting. Amendments to these Bylaws shall be adopted by a two-thirds majority of all ballots received from members of the Organization.