



Proposed Bylaws Changes for 2021 Election

During the 2021 election that runs from April 15 through May 15, International Lutheran Laymen's League/Lutheran Hour Ministries' members who have registered to vote will weigh in on three proposed Bylaws changes in addition to voting for open positions on the Board of Directors. Below is a short explanation of the changes that the Board recommends for adoption and has approved to appear on this spring's ballot.

Proposed Bylaws Change #1

Thematic Description:

As the world around us continues to change at an often-dizzying pace, Lutheran Hour Ministries seeks to respond in the most effective ways for sharing the Gospel whenever and wherever it needs to be heard. **Several Bylaws changes are aimed at eliminating language that restricts ministry and/or Board efforts and allows more flexibility to meet current needs. [These changes are indicated in blue.](#)**

- The Board of Directors currently takes office on June 1 to coincide with the beginning of each fiscal year. Changing terms to begin at the first Board meeting following each spring's election will eliminate the possibility of vacant officer positions for the period of time between the beginning of the fiscal year and the first Board meeting.
- The Bylaws currently state that the Board consists of 14 elected members. Changing the language regarding Board composition will allow LHM's membership to continue electing representatives to the Board, but will also offer the Board of Directors the flexibility to appoint additional members to fill any gaps in professional experience and/or skills within the Board's composition (such as needing someone with financial, legal, or similar experience).
- LHM currently equips thousands of individuals each year through both in-person and online activities. By eliminating references to biennial Regional Outreach Conferences, which have been replaced by these new offerings, the ministry will further expand its efforts by implementing the most impactful ways for training the most people possible about sharing their faith rather than just through the one equipping model noted in the Bylaws.

Proposed Bylaws Change #2

Thematic Description:

In addition, **several proposed revisions are aimed at simplifying language throughout the Bylaws and/or moving items to the Board Policy Manual** for continual oversight by your elected Board of Directors. This would allow for important policy changes to be made in real time to adapt to current ministry needs most effectively. **These changes are indicated in red.**

Proposed Bylaws Change #3

Thematic Description:

The Bylaws currently state that only men can serve in the officer positions of chairman and vice chairman. As Lutheran Hour Ministries enters its second century, the organization has evolved into a global Gospel proclamation ministry supported by a dynamic membership consisting of as many women as men. In addition, this gender-specific language could potentially threaten LHM's status as a tax-exempt nonprofit organization in the future. **This Bylaws revision would eliminate the gender-specific requirement for the officer positions of chairman and vice chairman and allow the Board of Directors to appoint any of its current members into these positions in a given fiscal year. These changes are indicated in green.**

AMENDED AND RESTATED BYLAWS

** Any proposed change that impacts numbering within the Bylaws will result in subsequent items being renumbered should that change be approved by the membership.*

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.

~~**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 League.

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.

~~**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 Affiliated groups**, such as LLL Districts, Zones, and other potential formations, based on geographic areas, culture, and current needs may be established by the Board and be included in Policy in order to meet the goals of the Organization. In such cases, all operational documents for these areas groups 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 these LHM Affiliated Ggroups 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. 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. 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)~~ not less than thirteen (13) nor more than fifteen (15) ~~elected~~ individuals. 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.

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. ~~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~~ three standing committees: ~~the Executive Committee;~~ 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 authority and functions defined in Board Policy. 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 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 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.~~ may exercise authorities and responsibilities as indicated in Board 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 proposing nominees to the Board of Directors.~~
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 Board also has final approval on the slate of Board candidates presented by the Nominations Committee.~~ The Nominations Committee may exercise authorities and responsibilities as indicated in Board Policy.

Section F— Elections and Appointments

1. **Voting** - Eligible members of the League 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 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. **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.

23. 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 ~~the 14 positions of the~~ Board Members shall be three years, and an individual may run for consecutive re-election only once. ~~Terms are on a staggered basis, so that in two out of three years five people are elected, and in one out of three years four people are 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.~~
- ii. **Additional Standards** - After one or more intervening years off the Board, a candidate may be eligible for election to the Board for an additional three-year term. 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 ~~is to coincide shall~~ commence with the ~~League's fiscal year~~ 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** - ~~Vacancies~~ Any vacancy occurring in ~~on~~ the Board ~~for occasioned by~~ any reason ~~other than normal expiration of term of office shall~~ may be filled by ~~election by the Board.~~ 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 ~~person~~ Director elected to fill a vacancy shall ~~serve~~ be elected for the unexpired ~~portion of the~~ term of office to which he has been elected and qualified 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 League. Such election shall take place at a duly called and convened meeting of the Board of Directors. The officers of the League 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. ~~The positions of Chairman and Vice Chairman must be filled by male members of the Board.~~ No person may simultaneously hold more than one office at a time. In case any office of the League 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 ~~his or her~~ the officer's successor shall be elected and qualified.

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 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 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 League will be served thereby by the vote of two-thirds of the directors then in office.

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 that individual~~ and expense reasonably incurred by ~~him the individual~~ in connection with any action, suit or proceeding to which ~~he that individual~~ 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 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 ~~he that individual~~ 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.