

# Corporate Documents

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# Articles of Incorporation

## **ARTICLE I: NAME, DURATION, REGISTERED OFFICE, AND AGENT**

- (a) The name of this corporation shall be LUTHERAN WOMEN'S MISSIONARY LEAGUE (hereinafter referred to as LWML).
- (b) The period of duration of the corporation is perpetual.
- (c) The address of the registered office of the corporation is 3558 South Jefferson Avenue, St. Louis, Missouri 63118-3910.
- (d) The name of the registered agent of this corporation is the president of this corporation.

## **ARTICLE II: OBJECT**

The object of this corporation, an auxiliary of The Lutheran Church—Missouri Synod, shall be:

- (a) to develop and to maintain a greater mission consciousness among the women of the Synod through MISSION EDUCATION, MISSION INSPIRATION, and MISSION SERVICE;
- (b) to gather funds for mission grants either directly sponsored or approved by LCMS boards or LCMS district presidents, especially those for which no adequate provision has been made in LCMS or LCMS district budgets;
- (c) to take charge of, hold, and manage all property, personal and real, that may at any time or in any manner come to or vest in this corporation for any purpose within the powers granted by the constitution and statutes of the State of Missouri.

## **ARTICLE III: MEMBERS**

The membership of the corporation shall be composed of individual women and women's groups within congregations of The Lutheran Church—Missouri Synod, on campuses, in resident homes, or in other settings, who have expressed their desire to join, have followed the procedure set forth in the Bylaws, and have made the object of the LWML their own.

## **ARTICLE IV: MEETINGS**

The corporation shall have general LWML meetings once every two (2) years or as often as may be determined by resolution of the corporation. Special meetings may be called in such manner as may be provided by the Bylaws of this corporation. The meetings shall consist of delegates, the number and qualifications of which are to be provided for in the Bylaws.

## **ARTICLE V: OFFICERS**

The officers of the LWML shall be as provided in the Bylaws, and shall be elected by ballot at the convention. The corporation shall have power to create or abolish such offices, boards, and committees from time to time as its Bylaws will direct.

## **ARTICLE VI: DISSOLUTION**

It is expressly declared that this corporation is not organized for business purposes and that no dividend or pecuniary profits shall ever be shared by its members.

In the event of this corporation's dissolution, its assets shall be conveyed to an organization exempt from federal tax under the provisions of Section 501(c)(3) Internal Revenue Code of 1986, as amended.

## **ARTICLE VII: AMENDMENTS**

These Articles of Incorporation may be amended at any time by the voting members at any duly called regular meeting of the members, upon resolution adopted by the Board of Directors.

MRS. WILLIAM E. (HELEN) MORRIS, *President*

MRS. THEO. (ELEANORE) ZEILE, *Secretary*

MRS. ALBERT (LILY) THINGSTAD, *Treasurer*

Approved by

The Circuit Court of the City of St. Louis

State of Missouri

Wednesday, December 17, 1975

Amended 1999

# **BYLAWS**

## **Lutheran Women's Missionary League**

### **ARTICLE I—STRUCTURE**

The Lutheran Women's Missionary League (hereinafter referred to as LWML) is composed of individual women and women's societies within congregations of The Lutheran Church—Missouri Synod (hereinafter referred to as LCMS), on campuses, in resident homes, or in other settings.

The LWML is organized into districts which are organized into zones which consist of individual women and women's societies from LCMS congregations in their geographical areas. Districts and zones shall conform to LCMS district and circuit lines where possible.

### **ARTICLE II—MEMBERS**

#### **Section 1**

- a. A woman who is a communicant member of an LCMS congregation is eligible for membership as an individual or in a society.
- b. Women's organizations within congregations of the LCMS, on campuses, in resident homes, or in other settings shall be eligible for membership as societies.
- c. One (1) or more societies affiliated with the LWML from the same congregation, campus, resident home, or other single setting shall be considered one (1) unit.
- d. Societies formed in a setting other than a congregation, a campus, or a resident home by women who hold membership in an LCMS congregation shall be eligible for membership upon acceptance by the respective LWML district.
- e. Individual membership is available to a woman in an LCMS congregation with or without a society affiliated with the LWML. Individual membership is not considered a society or a unit, nor does it confer voting privileges at the national level.
- f. Requests for recognition of membership shall be processed by the LWML district in which the individual or society resides.

#### **Section 2**

Application for membership as a district shall be made to the LWML Executive Committee for approval and is subject to ratification by the LWML Board of Directors.

#### **Section 3**

- a. Women's organizations in a church body that is in a partner relationship\* with the LCMS shall have partner status with the LWML upon fulfillment of the following:
  - (1) The women of the organization shall be members of a church in current partner relationship with the LCMS.
  - (2) Application shall be made to the LWML Executive Committee for approval and is subject to ratification by the LWML Board of Directors.
  - (3) The governing rules of the organization shall be in harmony with the object and the basic principles of the LWML, and a copy of these rules shall be submitted to the LWML Executive Committee for approval.

\* A partner church designates a church body that is (i) in confession with the LCMS and (ii) has achieved independent status.

- b. Representation at LWML conventions shall be at the discretion and the expense of the partner women's organization and shall include the privilege of voice.

## **ARTICLE III—DISTRICT ORGANIZATION**

### **Section 1**

Each district shall organize into zones its member societies within congregations of the LCMS, on campuses, in resident homes, and those formed in settings other than these. The zones shall:

- a. promote the object of the LWML: Mission Education, Mission Inspiration, and Mission Service;
- b. elect delegates for the purpose of representation at the biennial convention of the LWML.

### **Section 2**

Each LWML district shall be under the guidance of its respective LCMS district(s).

### **Section 3**

- a. Each district shall write its own bylaws.
- b. The articles on Name (of the organization), Object, Members, Representation (at national conventions), and Parliamentary Authority shall conform to the respective articles in the Articles of Incorporation and Bylaws of the LWML.
- c. When reference is made in district bylaws to national officers, personnel, committees, and programs, the correct official title shall be used.
- d. The bylaws and any subsequent proposed amendments shall be submitted in the required number of copies to the LWML Structure Committee chairman for approval by the LWML Structure Committee before being presented to the district LWML membership for adoption.

### **Section 4**

The request for LWML representation at district conventions shall be made through the LWML President. Any member of the Executive Committee may serve as the representative.

## **ARTICLE IV—CONVENTIONS AND REPRESENTATION**

### **Section 1**

- a. A convention for the purpose of transacting the business of the LWML shall be held biennially in the odd-numbered years at a place determined by the LWML Board of Directors.
- b. Districts shall extend invitations for hosting LWML conventions. Invitations shall be sent to the LWML President by October 15 in the even-numbered years, nine (9) years prior to the proposed date of the convention. The Convention Site Committee shall review the invitations from districts and make recommendations to the LWML Executive Committee (Article XIV, Section 2), no later than March 1 of odd-numbered years.
- c. The Convention Site Committee shall review the invitations from districts and make recommendations to the LWML Executive Committee (Article XIV, Section 2), no later than March 1 of odd-numbered years.
- d. The LWML Executive Committee shall approve the invitations from districts with adequate facilities and personnel to host the convention based upon the recommendations of the Convention Site Committee as set forth in Article XIV, Section 2, "Special Committees."

- e. The LWML Executive Committee shall present no more than three (3) invitations of approved host sites for the LWML convention to the pre-convention Board of Directors' meeting for selection, eight (8) years prior to the proposed date of the convention. A majority vote shall elect. In the event a majority vote has not been reached after two (2) ballots have been cast, the site receiving the lowest number of votes shall be removed from each successive ballot.
- f. The LWML Executive Committee shall determine the dates of the convention.
- g. The official call to convention shall appear in the winter issue of the official publication prior to convention.

## **Section 2**

The voting assembly of the convention shall be:

- a. one (1) certified delegate from each zone having ten (10) or fewer units and one (1) certified delegate for each additional ten (10) units or major fraction thereof,\* as of January 1 preceding the convention;
- b. voting members of the Board of Directors;
- c. past presidents of the LWML who are currently members of LWML.

## **Section 3**

A member of the voting assembly shall vote in one (1) capacity only. Proxy votes are prohibited.

## **Section 4**

- a. Each certified delegate shall have a certified alternate.
- b. The names of the delegates and the alternates shall be presented to their respective district president for certification.
- c. The names of the certified delegates and alternates shall be received by the LWML Recording Secretary prior to the convention.
- d. In the event neither the delegate nor the alternate is able to serve, a member of the same zone may serve as delegate upon certification in writing by her LWML district president and presentation to the LWML Recording Secretary.

## **Section 5**

A majority of the registered voting assembly shall constitute a quorum.

# **ARTICLE V—OFFICERS AND ELECTIONS**

## **Section 1**

The elected officers shall be as follows:

- President
- Vice President of Christian Life
- Vice President of Communication
- Vice President of Gospel Outreach
- Vice President of Human Care

\* A major fraction of ten (10) is defined as six (6) or more.

- Vice President of Servant Resources
- Recording Secretary
- Treasurer

## **Section 2**

- a. The elected officers shall be elected by ballot at the convention to serve a term of four (4) years or until their successors are elected and shall not be eligible for reelection to the same office. Newly elected officers shall assume their duties at the close of the convention in which they are elected.
- b. The election of officers shall be as follows:
  - (1) The President, the Vice President of Human Care, the Vice President of Servant Resources, and the Treasurer shall be elected in one convention.
  - (2) The Vice President of Christian Life, the Vice President of Communication, the Vice President of Gospel Outreach, and the Recording Secretary shall be elected in the following convention.
  - (3) A majority vote shall elect.
  - (4) In the event that there are three (3) or more candidates for office and a majority vote has not been reached after two (2) ballots have been cast, the candidate with the lowest number of votes shall be removed from each successive ballot.
- c. The retiring Treasurer shall, within sixty (60) days following the election, turn over to her successor all materials pertaining to the office. All other retiring officers shall, within thirty (30) days following the election, turn over to their successors all material pertaining to their offices.

## **Section 3**

- a. In the event of incapacity or other situation creating a vacancy in the office of President, the Vice President of Servant Resources shall fill the temporary vacancy until the President is able to resume her duties or until the Board of Directors meets to elect a new President (see Article VI, Section 6a).
- b. The Board of Directors shall fill any permanent vacancy occurring in the office of President (see Article X, Section 4b).
  - (1) The election shall be by ballot vote.
  - (2) The candidates eligible to fill the vacancy shall be the Vice Presidents who are serving in the third or fourth year of their terms of office.
- c. If there is no regularly scheduled meeting of the Board within thirty (30) days of a permanent vacancy in the office of President, a special meeting shall be called by the Vice President of Servant Resources within thirty (30) days of such vacancy for the express purpose of electing a new President.
- d. In the event a vacancy occurs in any other elective position, such vacancy shall be filled by the Executive Committee (see Article XI, Section 3i).

## **Section 4**

Any officer may be removed from office prior to the expiration of her term of office by the Board of Directors by a vote of three-fourths (3/4) of all members of the Board; provided that the members of the Board (including the individual officer involved) shall be notified at least

\* Missouri law requires that this statement be included in the LWML Bylaws.

two (2) days prior to the Board meeting in the event any such action is contemplated and the individual officer involved shall be afforded the opportunity to be heard at such meeting.\*

## **ARTICLE VI—DUTIES OF OFFICERS**

### **Section 1**

The President shall:

- a. preside at conventions of the LWML and at all meetings of the Board of Directors and the Executive Committee;
- b. be responsible for appointing standing committees, appointed officers, special appointed personnel, and special committees, with the approval of the Executive Committee;
- c. be responsible for supervising the Business Administrator;
- d. receive and approve vouchers for payment of legitimately incurred expenditures and forward vouchers to the Accounting Department for issuance of checks;
- e. be an ex-officio member of all departments and committees except the Nominating Committee;
- f. be responsible for the execution of resolutions passed by the convention body, Board of Directors, and Executive Committee;
- g. send a résumé of Executive Committee meetings to members of the Board of Directors, including cost and source of funding for new programs;
- h. report to the Executive Committee and the Board of Directors;
- i. prepare a report for the convention, including activities of the Board of Directors;
- j. perform other duties as set forth in the Procedures section of the *Leaders Manual*.

### **Section 2**

The Vice President of Christian Life may perform the duties of the office of the President in the absence of, or at the request of, the President and shall:

- a. be coordinator of the Christian Life Department;
- b. report to the Executive Committee and the Board of Directors;
- c. prepare a report for the convention, including department activities;
- d. perform other duties as set forth in the Procedures section of the *Leaders Manual*, and as requested by the President.

### **Section 3**

The Vice President of Communication may perform the duties of the office of the President in the absence of, or at the request of, the President and shall:

- a. be coordinator of the Communication Department;
- b. report to the Executive Committee and the Board of Directors;
- c. prepare a report for the convention, including department activities;
- d. perform other duties as set forth in the Procedures section of the *Leaders Manual*, and as requested by the President.

### **Section 4**

The Vice President of Gospel Outreach may perform the duties of the office of the President in the absence of, or at the request of, the President and shall:

- a. be coordinator of the Gospel Outreach Department;
- b. receive mission grant proposals;
- c. chair the Grant Evaluation and Selection Meeting;
- d. present to the Executive Committee for consideration and approval the proposals selected for the mission grants ballot;
- e. prepare the mission grants ballot for the convention;
- f. prepare an impartial presentation of the approved proposed grants for the convention;
- g. requisition and disburse mission grant funds and monitor the progress of each recipient until completion;
- h. report to the Executive Committee and the Board of Directors, including a report on the progress of each adopted mission grant until its completion;
- i. prepare a report for the convention, including department activities;
- j. perform other duties as set forth in the Procedures section of the *Leaders Manual*, and as requested by the President.

### **Section 5**

The Vice President of Human Care may perform the duties of the office of the President in the absence of, or at the request of, the President and shall:

- a. be coordinator of the Human Care Department;
- b. report to the Executive Committee and the Board of Directors;
- c. prepare a report for the convention, including department activities;
- d. perform other duties as set forth in the Procedures section of the *Leaders Manual*, and as requested by the President.

### **Section 6**

The Vice President of Servant Resources may perform the duties of the office of the President in the absence of, or at the request of, the President and shall:

- a. in the event of an emergency or unexpected vacancy in the office of the President, fill the temporary vacancy until an election is held by the Board of Directors (see Article V, Section 3a);
- b. be coordinator of the Servant Resources Department;
- c. report to the Executive Committee and the Board of Directors;
- d. prepare a report for the convention, including department activities;
- e. perform other duties as set forth in the Procedures section of the *Leaders Manual*, and as requested by the President.

### **Section 7**

The Recording Secretary shall:

- a. record the convention proceedings and meetings of the Board of Directors and the Executive

Committee;

- b. provide each member of the Board of Directors with a copy of the minutes of its meetings;
- c. provide each member of the Executive Committee with a copy of the minutes of its meetings;
- d. report to the Executive Committee and the Board of Directors;
- e. receive credentials of certified delegates and alternates prior to the convention;
- f. compile the convention manual;
- g. provide a copy of the convention minutes to each member of the Board of Directors and to the LWML Office for distribution upon request;
- h. prepare a report for the convention;
- i. perform other duties as set forth in the Procedures section of the *Leaders Manual*, and as requested by the President.

## **Section 8**

The Treasurer shall:

- a. chair the Finance Committee;
- b. prepare the budget of the organization with the Finance Committee;
- c. review with the Finance Committee the proposed convention budget as prepared by the Convention Manager;
- d. supervise convention finances;
- e. be authorized to sign checks in an emergency;
- f. prepare a report for the convention;
- g. perform other duties as set forth in the Procedures section of the *Leaders Manual*, and as requested by the President.

## **ARTICLE VII—NOMINATIONS**

### **Section 1**

- a. A Nominating Committee of five (5) members shall be elected by ballot at each convention from a slate of nine (9) candidates from as many districts. A member is not eligible to serve consecutive terms. Plurality vote shall elect.
- b. The candidate receiving the highest number of votes shall be the chairman.
- c. The chairman shall attend Board of Directors meetings at the request of the President.
- d. A vacancy on the committee shall be filled by the candidate receiving the next highest number of votes.

### **Section 2**

The Nominating Committee shall:

- a. submit the names of at least two (2) candidates, if possible, for each elective office to be filled;
- b. with the exception of Pastoral Counselors, select candidates who are members of the LWML and have served on an LWML district Board of Directors;
- c. select candidates for President who have served as a district president or a member of the LWML Executive Committee;
- d. submit nine (9) candidates for the Nominating Committee;

- e. submit two (2) candidates for Pastoral Counselor from the nominees selected by the Board of Directors;
- f. obtain written consent of all nominees to serve if elected;
- g. submit report to be published in the official publication prior to convention;
- h. submit for publication in the convention manual a résumé of each nominee;
- i. prepare ballots with the names listed in alphabetical order for each office.

### **Section 3**

- a. Suggestions for nominations for elective office shall be made by submitting completed nomination and consent forms to the chairman of the Nominating Committee by August 15 in the even-numbered years.
- b. Nominations for elected officers may be made from the floor of the convention provided written consent of the nominee has been secured and she meets the stipulated qualifications for office.

### **Section 4**

The Nominating Committee shall present to the President names of qualified persons for appointment.

## **ARTICLE VIII—APPOINTED OFFICERS**

### **Section 1**

The appointed officers shall be Meeting Manager, Planner, and Public Relations Director, appointed by the President, and shall:

- a. be members of the LWML;
- b. serve a term of two (2) years or until their successors are appointed, and be eligible for reappointment;
- c. be advisory members of the Executive Committee;
- d. be voting members of the Board of Directors;
- e. be responsible to the President;
- f. report to each regular meeting of the Board of Directors and to the convention.

### **Section 2**

The Meeting Manager shall:

- a. develop and administer meeting service support for all LWML events as directed by the President;
- b. serve as chairman of the Convention Site Committee (see Article XIV, Section 2).

### **Section 3**

The Planner shall:

- a. be responsible for focusing the LWML vision through the planning process;
- b. serve as planning liaison and networker with the LCMS and other entities.

### **Section 4**

The Public Relations Director shall:

- a. interact with LCMS entities to inform them of the mission and ministry of the LWML and to develop partner relationships;

- b. interact with the church and the world-at-large to influence perceptions and attitudes toward Lutheran women in mission;
- c. be coordinator of convention publicity.

## **ARTICLE IX—SPECIAL APPOINTED PERSONNEL**

### **Section 1**

The special appointed personnel shall be the Archivist-Historian, Contracts Administrator, Convention Manager, and the Parliamentarian, appointed by the President, and shall:

- a. be members of the LWML;
- b. serve a term of two (2) years or until their successors are appointed, and be eligible for reappointment;
- c. attend meetings as advisory members at the request of the President;
- d. be responsible to the President.

### **Section 2**

The Archivist-Historian shall:

- a. write a history of the activities of the LWML for the biennium;
- b. gather and preserve records and other materials of historical significance to the LWML.

### **Section 3**

The Contracts Administrator shall:

- a. review and negotiate all contracts as requested by the President;
- b. report to the Board of Directors as requested by the President.

### **Section 4**

The Convention Manager shall:

- a. serve as liaison between the Convention Programming Committee and Convention Host Committee;
- b. prepare the convention budget;
- c. report to the Board of Directors as requested by the President.

### **Section 5**

The Parliamentarian shall:

- a. serve as adviser on parliamentary procedure upon request;
- b. be an ex-officio member of the Structure Committee (see Article XIII, Section 6c).

## **ARTICLE X—BOARD OF DIRECTORS**

### **Section 1**

- a. The Board of Directors shall be composed of the elected officers, appointed officers, district presidents, and chairmen of standing committees. A member of the Board shall vote in only one capacity on the Board of Directors. The Pastoral Counselors, special appointed personnel, and Business Administrator shall be advisory members.

\* Missouri law requires that this statement be included in the LWML Bylaws.

- b. When a district president is unable to attend a Board of Directors meeting or a convention, any elected district officer shall be authorized to attend as the district's representative and shall have voice but not a vote. Such substitutes shall not be considered when determining whether a quorum exists. Notification of the substitute's name and address shall be given to the LWML President.\*

## **Section 2**

- a. Regular meetings of the Board of Directors shall be held annually.
- b. A pre-convention meeting shall be held in the convention city.
- c. Special meetings of the Board of Directors may be called by written request of nine (9) voting members of the Board of Directors. Time and place for holding such meetings shall be determined by the President with the approval of the Executive Committee.
- d. In case of emergency (as defined in the Missouri Nonprofit Corporation Act),\* action may be taken by mail or by telephone.\*\*

## **Section 3**

Representation consisting of district presidents from a majority of LWML districts shall constitute a quorum.

## **Section 4**

The Board of Directors shall:

- a. transact the business of the LWML between conventions;
- b. elect a President in the event a permanent vacancy occurs in that office;
- c. consider and approve proposed bylaw amendments before presentation to the convention;
- d. receive and take action on recommendations, resolutions, and special appeals presented by the Executive Committee, members of the Board of Directors, or the membership for possible presentation to the convention;
- e. carry out the business of the LWML approved in convention;
- f. determine the place of the convention when such selection has not been made at a convention;
- g. select six (6) nominees for Pastoral Counselor, if possible, to be submitted to the Nominating Committee (see Article XII, Section 2);
- h. determine the subscription rate of the official publication;
- i. consider and approve programs that require financial support from the districts;
- j. consider and take action on recommendations and resolutions of the Executive Committee;
- k. consider and ratify the membership of new LWML districts and approve partner status with women's organizations of church bodies in partner relationship with the LCMS;
- l. consider and approve the mission goal for presentation to the convention voting body for consideration and adoption;
- m. consider and approve, either in session or by other means in accord with Missouri law,\*\*\* changes that occur in mission grant plans after the recipients have been selected in convention (see Article XVII, Section 3b).

\* An emergency exists if a quorum of the corporation's directors cannot readily be assembled because of some catastrophic event.

\*\* Missouri law permits a board of directors to act other than in person only (i) by unanimous written consent or (ii) by telephonic means by which all participants can hear each other.

\*\*\* Missouri law permits a board of directors to act other than in person only (i) by unanimous written consent or (ii) by telephonic means by which all participants can hear each other.

## **Section 5**

Any Board member who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless her/his dissent shall be entered in the minutes of the meeting or unless she/he shall file her/his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Board member who voted in favor of such action.\*

## **Section 6**

Any action required by the Revised Statutes of Missouri, with respect to nonprofit corporations, to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by all the Board members. Such consents shall have the same force and effect as a unanimous vote of the Board of Directors at a meeting duly held and may be stated as such in any certificate or document filed under the Revised Statutes of Missouri. The Secretary shall file such consents with the minutes of the meetings of the Board of Directors.\*

# **ARTICLE XI—EXECUTIVE COMMITTEE**

## **Section 1**

The Executive Committee shall be composed of the elected officers. The Pastoral Counselors and the appointed officers shall be advisory members. The Business Administrator shall attend meetings in an advisory capacity.

## **Section 2**

- a. The Executive Committee shall meet at the call of the President. In case of an emergency, the Executive Committee may take action by mail or electronic messaging.
- b. Special meetings of the Executive Committee may be called by written request of five (5) voting members of the committee.
- c. Five (5) voting members shall constitute a quorum of the Executive Committee.

## **Section 3**

The Executive Committee shall:

- a. transact necessary business between meetings of the Board of Directors;
- b. evaluate, promote, and coordinate the activities of the LWML in relation to its object and initiate programs to meet the needs of the membership;
- c. present to the Board of Directors for consideration and approval all programs requiring financial support from the districts;
- d. plan and supervise the program of the convention and approve the convention budget;
- e. consider and approve the job descriptions of and employ the LWML Business Administrator and the LWML Office staff;
- f. determine the amounts of bonds of those who are authorized to receive or disburse funds;

\* Missouri law requires that this statement be included in the LWML Bylaws.

- g. approve financial institutions for deposit of funds;
- h. arrange for insurance coverage for the benefit of the organization in such amount as the Executive Committee deems advisable;
- i. fill vacancies occurring in elective offices, except the office of President (see Article V, Section 3b);
- j. approve appointed officers, committee appointments, and special appointed personnel;
- k. receive and take appropriate action on applications for partner status from women's organizations of church bodies that are in partnership with the LCMS (see Article II, Section 3);
- l. consider and approve proposed mission grants for the convention ballot.

## **ARTICLE XII—PASTORAL COUNSELORS**

### **Section 1**

The Pastoral Counselors shall be two (2) pastors of the LCMS who are serving in the parish ministry and have served as district pastoral counselors. They shall serve a term of four (4) years and be ineligible for reelection. One (1) counselor shall be elected at each convention. A newly elected counselor shall assume his duties at the close of the convention in which he is elected.

### **Section 2**

The Nominating Committee shall:

- a. obtain nominations for pastoral counselors from LWML district presidents by October 31 in the odd-numbered years;
- b. submit names of these nominees to the LCMS President for review;
- c. submit names of approved nominees to the Board of Directors, who shall select six (6), if possible, by plurality vote;
- d. obtain the written consent of the nominees to serve if elected;
- e. select two (2) candidates from the six (6) selected nominees.

### **Section 3**

Pastoral Counselors shall:

- a. serve the LWML in an advisory capacity;
- b. serve as spiritual leaders to the officers and members of LWML;
- c. prepare devotions and worship services as requested;
- d. serve as doctrinal advisers to committees as assigned by the President;
- e. attend LWML conventions and meetings of the Board of Directors and of the Executive Committee as advisory members.

## **ARTICLE XIII—DEPARTMENTS AND STANDING COMMITTEES**

### **Section 1**

- a. The departments may include Christian Life, Communication, Gospel Outreach, Human Care, and Servant Resources, with a Vice President serving as coordinator of each department. The coordinator shall be an ex-officio member of the committees in the department.

- b. The standing committees shall be Christian Life, Christian Resources Editors, Media and Marketing, Official Publication Staff, Gospel Outreach, Mission Advocacy and Grants, Human Care, Helping Organizations Participate Effectively (hereinafter referred to as the HOPE Committee), Leader Development, and Structure. The President shall assign a Pastoral Counselor to each committee.
- c. Committees shall be appointed by the President with the approval of the Executive Committee. Chairmen shall be voting members of the Board of Directors.
- d. Standing committee members shall serve a term of two (2) years or until their successors are appointed, and shall be eligible for one (1) reappointment.
- e. The Editor-in-Chief shall serve a term of two (2) years or until her successor is appointed, and shall be eligible for reappointment.

## **Section 2**

The Christian Life Department may include the Christian Life Committee and the Christian Resources Editors. The Vice President of Christian Life shall be coordinator of the department.

- a. The Christian Life Committee, consisting of three (3) or more members, shall:
  - (1) develop programs and materials to nurture women's spiritual lives;
  - (2) have its chairman report to each regular meeting of the Board of Directors and to the convention.
- b. The Christian Resources Editors, consisting of three (3) or more members, shall:
  - (1) solicit, edit, and provide for publication a variety of resources suitable for individual members and for use at women's activities and events;
  - (2) have its chairman report to each regular meeting of the Board of Directors and to the convention.

## **Section 3**

The Communication Department may include the Media and Marketing Committee and the Official Publication Staff. The Vice President of Communication shall be coordinator of the department.

- a. The Media and Marketing Committee, consisting of three (3) or more members, shall:
  - (1) produce, for use within the organization, publicity and promotional materials related to the program and work of the LWML;
  - (2) promote and market LWML products;
  - (3) encourage and assist LWML districts to publicize and promote their programs and events;
  - (4) have its chairman report to each regular meeting of the Board of Directors and to the convention.
- b. The Official Publication Staff shall consist of the Editor-in-Chief and four (4) additional editors: Bible Study, Christian Living, Features, and News. The Editor-in-Chief shall be the chairman. The Staff shall:
  - (1) edit and produce the official LWML publication;
  - (2) have its chairman report to each regular meeting of the Board of Directors and to the convention.

## **Section 4**

The Gospel Outreach Department may include the Gospel Outreach Committee and the Mission Advocacy and Grants Committee. The Vice President of Gospel Outreach shall be coordinator of the department.

- a. The Gospel Outreach Committee, consisting of three (3) or more members, shall:
  - (1) encourage and equip women to share the Gospel with all people;
  - (2) provide materials that will help Christians proclaim the Good News;
  - (3) have its chairman report to each regular meeting of the Board of Directors and to the convention.
- b. The Mission Advocacy and Grants Committee, consisting of three (3) or more members, shall:
  - (1) promote mission awareness, participation, and support, especially for LWML mission grants;
  - (2) evaluate and select proposed mission grants for the national convention ballot (see Article XVII, Section 2b);
  - (3) develop and compile a list of worthy grant proposals from which districts may make selections for their convention ballots;
  - (4) have its chairman report to each regular meeting of the Board of Directors and to the convention.

## **Section 5**

The Human Care Department may include the Human Care Committee. The Vice President of Human Care shall be coordinator of the department. The Human Care Committee, consisting of three (3) or more members, shall:

- a. encourage sensitivity in women toward those who are hurting and in need;
- b. provide resources and encouragement to enable knowledgeable and Biblical comfort to themselves and others;
- c. have its chairman report to each regular meeting of the Board of Directors and to the convention.

## **Section 6**

The Servant Resources Department may include the HOPE Committee, the Leader Development Committee, and the Structure Committee. The Vice President of Servant Resources shall be coordinator of the department.

- a. The HOPE Committee, consisting of three (3) or more members, shall:
  - (1) promote programs and consultation resources to help develop new LWML organizations;
  - (2) develop resources and training to assist existing societies in designing viable LWML organizations;
  - (3) have its chairman report to each regular meeting of the Board of Directors and to the convention.
- b. The Leader Development Committee, consisting of three (3) or more members, shall:
  - (1) identify women with special abilities and talents to serve in leadership positions in the LWML;

- (2) equip and encourage women by creating and developing ideas, techniques, and resources which will stimulate them to serve in leadership positions where God has placed them;
  - (3) have its chairman report to each regular meeting of the Board of Directors and to the convention.
- c. The Structure Committee, consisting of three (3) or more members, plus the Parliamentarian as ex-officio member, shall:
- (1) examine and evaluate the Bylaws of the LWML;
  - (2) submit to the Board of Directors for consideration and approval such amendments as it deems advisable;
  - (3) submit approved proposed amendments to the convention;
  - (4) receive and examine district bylaws and proposed amendments and approve those not in conflict with the Bylaws of the LWML;
  - (5) be responsible for keeping the *LWML Handbook* current;
  - (6) have its chairman report to each regular meeting of the Board of Directors and to the convention.

## **Section 7**

- a. At least one (1) Interdepartmental Meeting shall be held during a biennium.
- b. Department meetings may be called by the coordinator with the approval of the Executive Committee.
- c. Committee meetings may be called by the chairman with the approval of the Executive Committee.

## **ARTICLE XIV—SPECIAL COMMITTEES**

### **Section 1**

The Special Committees shall be Convention Site and Finance.

### **Section 2**

The Convention Site Committee, consisting of the Meeting Manager as chairman, the Convention Manager, and one (1) additional member, with a Pastoral Counselor as adviser, shall:

- a. evaluate the facilities and personnel of each district extending an invitation to host LWML convention;
- b. make recommendations to the Executive Committee by March 1 of odd-numbered years.

### **Section 3**

The Finance Committee, consisting of the Treasurer as chairman and three (3) or more additional members, with a Pastoral Counselor as adviser, shall:

- a. review and evaluate the financial practices of the organization;
- b. prepare and recommend the organizational budgets.
- c. review and recommend the proposed convention budget as prepared by the Convention Manager.

#### **Section 4**

There may be additional committees as the Board of Directors, the Executive Committee, or the convention deem necessary to carry on the work of the LWML. The assembly authorizing the committee shall determine the authority and responsibility of the committee.

### **ARTICLE XV—OFFICIAL PUBLICATION**

#### **Section 1**

The official publication of the LWML shall be edited and produced by the Official Publication Staff, a standing committee.

#### **Section 2**

The purpose of the official publication shall be to:

- a. promote the object of the LWML;
- b. provide information about the programs and activities of the LWML;
- c. provide topics for study and discussion.

#### **Section 3**

The Official Publication Staff shall have editorial privileges.

#### **Section 4**

The subscription rate shall be determined by the Board of Directors.

#### **Section 5**

Districts shall order the desired number of copies of the official publication from the LWML Office. Payment for same shall be remitted to the LWML Office.

#### **Section 6**

Individual subscriptions shall be ordered directly from the LWML Office.

### **ARTICLE XVI—LWML OFFICE**

#### **Section 1**

A Business Administrator shall be employed to oversee the business operations of the organization, including the LWML Office. The job description for the Business Administrator shall be prepared and approved by the Executive Committee. The Business Administrator shall:

- a. be an employee of the LWML;
- b. be responsible to the President;
- c. prepare monthly reports for the President and submit reports to the Executive Committee and the Board of Directors at each of their called meetings;
- d. attend meetings of the Executive Committee and the Board of Directors in an advisory capacity.

#### **Section 2**

The LWML Office Staff shall be employed by the LWML and be directly responsible to the Business Administrator.

- a. The job description for the LWML Office Manager shall be prepared and approved by the Executive Committee.
- b. Job descriptions for the office staff shall be prepared by the Business Administrator for approval by the Executive Committee.

## **ARTICLE XVII—MISSION GRANTS**

### **Section 1**

- a. Mission grant proposals may be submitted by LWML members, societies, zones, districts, and LCMS boards.
- b. The required number of copies of proposals must be submitted.
- c. Proposals for all mission grants shall be submitted to the Vice President of Gospel Outreach by September 30 in the even-numbered years.
- d. Proposals for all mission grants, except those submitted by LCMS boards, shall:
  - (1) have the approval of the Executive Committee or the Board of Directors of the LWML district in which they originate;
  - (2) have the approval of the President of the LCMS district or partner church in which the proposed grant recipient is located.

### **Section 2**

- a. The Vice President of Gospel Outreach shall present the mission grant proposals to the President of the LCMS or his representative and to the Executive Directors of LCMS boards for evaluation.
- b. After consultation with LCMS officers, the Mission Advocacy and Grants Committee shall select the mission grant proposals to appear on the convention ballot subsequent to approval by the Executive Committee.

### **Section 3**

- a. Funds voted for a mission grant must be disbursed or put into use within two (2) fiscal biennia—the biennium in which they were voted upon and the one following—or be reallocated. The convention may extend the time for one (1) biennium in case of extenuating circumstances.
- b. In the event that changes in mission grant plans occur after the recipients have been selected in convention, the Board of Directors shall be authorized to approve the amended grant or reallocate the funds, either in session or by other means in accord with Missouri law.\*

## **ARTICLE XVIII—RESOLUTIONS**

### **Section 1**

Miscellaneous resolutions and appeals by societies, zones, or districts, other than for mission grants, may be presented to a convention upon approval by the Board of Directors. Such resolutions shall be in triplicate form and sent to the LWML President by January 1 of the convention year.

\* Missouri law permits a board of directors to act other than in person only (i) by unanimous written consent or (ii) by telephonic means by which all participants can hear each other.

## **Section 2**

Resolutions not received in the prescribed time may, by a two-thirds (2/3) vote of the Board of Directors, be presented to the convention for consideration.

## **ARTICLE XIX—FINANCES**

### **Section 1**

- a. Mite offerings shall be gathered using Mite Boxes or other means.
- b. Mite offerings shall be remitted to the designated district financial officer.
- c. The district financial officer shall remit twenty-five (25) percent or more of the mite offerings to the LWML at least quarterly for funding mission grants and administration of the LWML.
- d. The district shall retain seventy-five (75) percent or less of the mite offerings in its treasury for funding district mission grants and administration of the district LWML.

### **Section 2**

Expenses of meetings of the Board of Directors, Executive Committee and departments, and other routine administration expenses incurred in the management of the LWML shall be paid from the LWML treasury.

### **Section 3**

- a. The financial records shall be kept in accordance with GAAP (Generally Accepted Accounting Principles) standards.
- b. A review of the financial statements shall be conducted by a certified public accountant at the end of each biennium.

## **ARTICLE XX—FISCAL YEAR**

The fiscal year of the LWML shall be from April 1 to March 31 inclusive. The LWML shall adhere to these dates in closing its books.

## **ARTICLE XXI—EMERGENCY ACTION**

In the event of any great emergency such as war, epidemic, disaster, or other prevailing conditions making the holding of a convention inadvisable, the Executive Committee shall have the authority to determine whether the convention shall or shall not be held; a two-thirds (2/3) vote of the Executive Committee shall decide, and vote may be taken by mail or electronic messaging. In the event the convention is not held, the Executive Committee shall have the authority to plan procedure for conducting the routine convention business. Such procedure shall have the approval of the Board of Directors.

## **ARTICLE XXII—PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of the LWML in all cases to which they are applicable and in which they are not inconsistent with the LWML Bylaws, and Standing Rules, guidelines, applicable law, or Christian principles.

## **ARTICLE XXIII—AMENDMENTS**

These bylaws may be amended by a two-thirds (2/3) vote at the convention. The proposed amendments shall have been presented for approval to the Board of Directors and published in the official publication in an issue previous to the convention or in a mailing to the delegates postmarked no later than forty-five (45) days prior to the convention. By unanimous vote a proposed amendment may be presented to the convention without prior notice. A three-fourths (3/4) vote shall be required for adoption.

Adopted July 1999  
Amended July 2001  
Amended June 2007

## Standing Rules

1. Since the English and SELC Districts operate within structures different from other districts, it is permissible for the English and SELC Districts to continue with zone grants.
2. The offering received at the convention Communion Service shall be designated as a contribution to the mission goal of the LWML.
3. The LWML shall have a *Procedures Manual* that is maintained by the Vice President of Servant Resources and reviewed each biennium. The manual shall include guidelines and policies pertaining to the administration of the LWML through its officers and committees.
4. The LWML shall hold its biennial convention on a rotation basis of four (4) geographical regions.
5. If there is a tie vote for the last chosen grant at a convention, the tie shall be broken by the voting assembly of the convention.
6. The LWML shall have a mission statement and related goals and objectives. These goals and objectives shall be frequently measured and evaluated.
7. The meeting to remove any officer from office shall be a closed meeting (see Article V, Section 4).
8. The list of certified delegates and alternates shall be submitted to the LWML Recording Secretary by March 1 of the convention year (see Article IV, Section 4c).