

# Proposed Changes to Missouri District LLL By-laws

## ARTICLE I - DISTRICT CONVENTIONS

Section A. District conventions shall be held annually at such time and place as may be determined by the previous convention or, in the absence of such action, by the Board of Governors.

Section B. All **affiliated** groups and all members within the district shall make every reasonable effort to be represented or present at the annual convention of the district.

Section C. The following rules shall determine voting procedures at a convention:

1. Right to vote. All members of the League registered at the convention shall have the right to vote.
2. Quorum. The registered members present at any convention business session shall constitute a quorum.
3. Manner of Voting. The following shall be voted upon by written ballot:
  - a. The election of district officers;
  - b. Any resolution involving a major policy matter;
  - c. The selection of a convention site only if more than one invitation is presented at or prior to the convention voting on the selection of a convention site;
  - d. Any other matter which the Resolutions Committee decides should be voted upon by ballot;
  - e. All other matters shall be voted upon by voice vote or show of hands as the convention's presiding officer shall determine.
4. **Votes Required. Proposed changes in the Bylaws shall be decided by a two-thirds vote of members voting, and all other matters, including election of district officers, shall be decided by a majority vote of members voting.**

Section D. The program and all other arrangements for the district convention shall be subject to the approval of the Board of Governors of the District.

Section E. The convention procedures shall be governed by Robert's Rules of Order Revised, insofar as these do not conflict with the Constitution and Bylaws of the Missouri District of the Int'l LLL.

## ARTICLE II - BOARD OF GOVERNORS

Section A. The management of the affairs of the district shall be vested in a District Board of Governors. The Board of Governors shall consist of the officers, Pastoral Advisor, District Facilitators, the immediate past president of the district, the presidents of all zones within the district (or their representatives) and the chairmen of all standing committees. For the immediate past district president there shall be a two-year limit after leaving the district presidency. The District Board of Governors shall meet, not less than twice each year at such times and places and upon such call as the District Board of Governors shall from time-to-time determine. A majority of the members of the District Board of Governors shall constitute a quorum and any action taken by a majority vote at a meeting at which a quorum is present shall be the act of the District Board of Governors.

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Section B. The District Board of Governors shall exercise general supervision and control over and conduct the affairs and business of the district. Without limiting the generality of the foregoing, it shall have the following powers and duties:

1. It shall fill vacancies in the office of the President, Vice-president, Secretary and Treasurer;
2. It shall submit an annual report of its activities to the District Convention;
3. It may appoint such committees as may be needed from time-to-time and which are not otherwise provided for in the Bylaws;
4. It shall establish the number and boundary lines of zones;
5. Wherever and whenever a zone has perfected its own organization it shall elect its member of the Board of Governors. However, until such time, the Board of Governors shall have the authority to appoint such members of the Board within the zones;
6. It shall approve or disapprove all basic documents (and amendments thereto) of the zones and all major programs and activities of the zones;
7. **It shall appoint a Nominating Committee to propose to the annual district convention a slate of candidates for each office to be elected at such convention provided that such slate may be changed or added to by members of the district assembled in convention.**
8. **A Board member may be removed by a 2/3<sup>rds</sup> vote of the Board.**

Section C. Executive Committee. If urgent matters on which the District Board of Governors would ordinarily act should arise between meetings of the Board, such matters may be acted upon by the Executive Committee of the Board. The Executive Committee shall consist of the four elected officers of the district, the immediate past president (while he is on the District Board of Governors) and the Pastoral Advisor. Any action by the Executive Committee on such matters shall be as valid and effective as if taken by the Board of Governors. The Executive Committee shall promptly report all of its actions to the District Board of Governors.

### ARTICLE III - OFFICERS

Section A. The officers of this district shall be a President, Vice-president, Secretary and Treasurer.

Section B. Officers shall be elected at the district convention. Only male members of the district shall be eligible to serve as President and Vice-president of the district. All other officers may be male or female. The Nominating Committee shall present a slate of candidates. Additional nominations may be made from the floor of the convention. Nominations from the floor shall have the consent from the nominee. Newly elected officers shall be installed in person or by proxy, immediately prior to the close of the convention.

Section C. Officers shall serve for terms of two years or until their successors have been appointed. A person appointed to fill a vacancy shall serve for the unexpired portion of the term of the office to which he has been appointed or until his successor has been elected. An individual may not be elected to the same office for more than two consecutive terms, but may be reelected to such office after one intervening election. The time served by an officer appointed to fill a vacancy shall be disregarded in determining the number of terms to which an individual

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may be elected to such office at an annual convention of the district.

Section D. The duties of the officers shall be as follows:

1. The President shall be the chief executive of the district, shall preside at convention and other district meetings and shall perform such duties as normally pertain to the office of the president. He shall have general charge of the activities of the district and shall keep the District Board of Governors fully informed concerning the activities of the district. He shall have the authority to execute contracts and other documents in the name of the district and shall perform such other duties as may be assigned to him from time to time by the District Board of Governors. He or his designated representative shall visit each zone within the district at least once a year at a zone rally. The President shall be an ex-officio member of all committees. The President shall have the duty of submitting to the **Executive Director of the International Lutheran Laymen's League**:
  - a. All amendments to the District Constitution or Bylaws;
  - b. Every district program and activity which is not part of a program or activity of the League.
2. The Vice-president shall assist the President in his official duties and perform the duties of the President in the President's absence. The Vice-president shall serve as the Chairman of the District Board of Governors and preside at the District Board of Governor's meetings.
3. The Secretary shall record and preserve the minutes of all of the convention and other meetings of the district and serve as secretary of the District Board of Governors. The Secretary shall have the responsibility of regularly submitting copies of all minutes of conventions and other meetings of the district and of meetings of the District Board of Governors to the **Executive Director of the International Lutheran Laymen's League**. He shall perform other functions as the Secretary of a corporation usually performs.
4. The Treasurer shall have charge of the financial affairs of the district, subject in all matters relative thereto to the control of the District Board of Governors. He is authorized to receive and receipt **all moneys received** and to make disbursements from any funds of the district on vouchers duly authorized by the District Board of Governors. He shall keep or cause to be kept regular and faithful accounts of all money received and disbursed, shall report regularly to the District Board of Governors and shall submit an annual report to the convention. He shall promptly deposit all funds in such institution as shall be designated by the District Board of Governors. Districts shall submit a copy of their budget to the International office.

### ARTICLE IV - CHAIRMEN

Section A. All chairmen and assistants shall be appointed for terms of one year by the President of the district, subject to the approval of the District Board of Governors. The number of appointed chairmen and the duties of appointed chairmen shall be determined by the tasks to be accomplished in the district and organizational structure of the district. **The number of terms of the appointment of chairmen and assistants shall not be limited.**

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Section B. There shall be an Ambassador Coordinator and a District Outreach Chairman. Additional chairmen may be appointed to perform tasks deemed necessary for the Missouri District of the Int'l LLL.

1. **Ambassador Coordinator.** The Ambassador Coordinator shall work in conjunction with the Ambassador Program Staff at the Int'l LLL, Zone Presidents, and local congregations to identify, enlist, train, and encourage Ambassadors in congregations of the Missouri District.
2. **District Outreach Chairman.** The District Outreach Chairman shall promote the affiliation of local groups with the Int'l LLL and shall encourage affiliated groups to participate in LLL Programs and to use its materials. He shall work with the Int'l LLL to support the annual Seminarian Banquet and to provide gifts to recognize Seminary graduates who are called to serve in the Missouri District. Other special outreach project chairmen as needed, such as fair booth, retreat, etc., shall work under the direction of the District Outreach Chairman.
3. **Additional chairmen may include the following:**
  - a. **District Editor.** The District Editor shall utilize available print and electronic media to communicate news about programs of the Int'l LLL and Lutheran Hour Ministries, the District LLL, Zones, and Affiliated Groups.
  - b. **Student Assistance Chairman.** The Student Assistance Chairman shall distribute applications for Student Financial Aid to St. Paul Lutheran High School of Concordia, LCMS-affiliated colleges and universities, and students who are planning to enter into full-time church work. He shall receive and process completed applications to ensure that eligible students receive financial assistance. He shall provide an annual report to the District that identifies financial aid recipients.
  - c. **Special Projects Chairman.** The Special Projects Chairman shall promote and encourage support of ministries that have been selected as special projects of the Missouri District LLL. He shall provide an annual report to the District that summarizes all contributions to these projects.
  - d. **Achievement Awards Chairman.** The Achievement Awards Chairman shall annually communicate to affiliated groups within the District information and forms regarding the Achievement Awards Program. He shall tabulate completed forms, determine groups to be recognized, and provide recognition forms and awards to be presented at the District convention.

Section C. The District Facilitators shall be appointed for terms of one year by the president of the district, subject to the approval of the District Board of Governors. The number and duties of appointed District Facilitators shall be determined by the task to be accomplished in the district and organizational structure of the district. The number of terms of the appointment of Facilitators shall not be limited.

**The District Facilitator is to work with Zones and Congregational Ambassadors within his or her geographical area to accomplish the following responsibilities:**

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- 1. To identify potential new Congregational Ambassadors and provide contact information to the District Ambassador Coordinator;**
- 2. To encourage and show how the Congregational Ambassador is to work and support the pastor and congregation by working with our ministry programs;**
- 3. To assist and work with affiliated groups encouraging them to support their congregation and to participate actively in the programs and projects of Lutheran Hour Ministries and to use their materials and resources;**
- 4. To promote participation in Lutheran Hour Ministries Sunday and other activities for Lutheran Hour Ministries;**
- 5. To support efforts of Lutheran Hour Ministries in solicitation of larger gifts from district members.**

### ARTICLE V - PASTORAL ADVISOR(S)

The district shall have a Pastoral Advisor(s) who shall be appointed by the League's District President subject to the approval of the District Board of Governors. The Pastoral Advisor(s) shall be (a) pastor(s) of the Lutheran Church-Missouri Synod who shall have been approved by the President of the Synodical District in which this LLL District is geographically situated. The term of office of (the) Pastoral Advisor(s) shall be two years, but he (they) shall be eligible to succeed himself (themselves) for one additional two-year term.

The Pastoral Advisor(s) shall be present at meetings of the District Board of Governors and shall have a vote on the Board. The Pastoral Advisor(s) shall give spiritual counsel and guidance to the district, particularly at meetings of the District Board of Governors and at district conventions. He (they) shall promote the cause of the Int'l LLL among fellow clergy.

The District President may recommend to the Board of Governors the appointment of an Assistant Pastoral Advisor.

### ARTICLE VI - COMMITTEES

The President of the District shall annually appoint the following committees, subject to the approval, of the District Board of Governors:

- A. Financial Review Committee. A committee of two members shall *review* the treasurer's financial statements and shall report to the District Board of Governors and convention. In lieu of appointing a Financial Review Committee, the President of the District may authorize a disinterested professional accountant or auditing firm to audit the Treasurer's financial statements and shall provide a copy of the audit to the District Board of Governors and the convention.**
- B. Election Committee. A committee of not less than three members shall:**
  - 1. Prepare printed ballots for the election;**
  - 2. Conduct the election at the convention, including counting the ballots and reporting the results to the convention.**

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- C. Resolutions Committee of the Convention. The Board of Governors shall serve as the Resolutions Committee under a chairman appointed by the President. Resolutions are to be completed prior to the convention at the Board's discretion.
1. Procedure. Before any resolution may be presented to the convention of the district; it shall first be submitted to the Resolutions Committee. Subject to certain qualifications hereinafter set forth with respect to resolutions involving major policy matters, the Resolution Committee may, with respect to each resolution submitted to it;
    - (a). Present such resolution to the convention with:
      - (1) no recommendation
      - (2) a recommendation that the convention adopt the resolution or
      - (3) a recommendation that the resolution be defeated;
    - (b). Revise the proposed resolution by either broadening or narrowing its scope and present it as revised to the convention either without Committee recommendation for the passage or defeat of the resolution provided, however, that in such event an explanation of the nature of the revision made by the Committee shall be presented to the convention;
    - (c). Quash the proposed resolution, in which event it shall be presented to the convention, provided, however that the proponent of any resolution which shall have been submitted to and quashed by the Resolutions Committee shall have the right to present such resolutions directly to the convention.
  2. Major Policy Matters. With a view toward affording an opportunity for adequate consideration of any resolution involving a major policy matter (including in the term "major policy matter" any proposed amendment the Constitution or Bylaws of the district), the following qualifications of the procedures set forth in the preceding paragraph shall apply with respect to any resolution involving a major policy matter:
    - (a). No resolution involving a major policy matter shall be presented to a convention by the Resolutions Committee unless it shall be first given favorable recommendation of the Resolutions Committee;
    - (b). The determination of whether a resolution involves a major policy matter and, if so, whether the proper procedures have been complied with shall be made by the Resolutions Committee, and its decision in the matter shall be final;
    - (c). The convention chairman may refer any resolution or motion made from the floor to the Resolutions Committee for its consideration first, before action is taken by the convention.
  3. Participation in Resolutions Committee Meeting. Any LLL member of the district may attend and participate in the discussions of the Resolution Committee unless the Resolutions Committee decides to meet in executive session or otherwise limits discussion on any matter.

### ARTICLE VII - LIMITATION ON HOLDING OFFICE

No individual may hold more than one elective office and one appointive office in the Int'l Lutheran Laymen's League and in the district at the same time, provided that an individual may hold two offices or two appointive offices for a limited period, not to exceed ninety (90) days, in order to provide time for his successor to assume the duties of one of such offices. For this

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purpose the following rule of construction shall apply:

A. Serving on the Board or a committee of the Int'l Lutheran Laymen's League or of the district shall be considered as holding an office;

B. The immediate past president of the Int'l Lutheran Laymen's League shall be considered as holding an elective office, but an immediate past president of a district shall not be considered as holding either an elective or appointive office.

### ARTICLE VIII - ZONES AND AFFILIATED GROUPS

Section A. Zones. The district shall be divided geographically into such number of zones as the District Board of Governors shall determine. Zones are created by and shall be integral parts of the district. The Constitution and Bylaws of each zone (and any amendments) shall be in harmony with the purposes and objectives of the Int'l LLL and shall become effective only upon approval by the District Board of Governors.

Qualifications for holding office in the zone shall be approved by the District Board of Governors.

The programs and activities of the zones shall in all respects be in harmony with the purposes and objectives of the Int'l LLL and shall become effective only upon approval by the District Board of Governors.

In the event the District Board should fail or refuse to approve a zone's Constitution or Bylaws (or any amendment), or should fail or refuse to approve a proposed program or activity of a zone, the zone shall have a right to appeal such action of the District Board to an annual convention of the district by submitting an appropriate resolution to the convention.

Zones shall regularly submit to the District Board of Governors minutes of all meetings of the Board of Governors of the zone and also minutes of each zone rally.

Section B. Affiliated Groups. Any organized group of communicant members within a congregation, upon approval by the congregation, may apply for a charter as a group affiliated with the Int'l LLL and upon approval of its application shall be affiliated with the League.

### ARTICLE IX - AMENDMENTS

Amendments to these Bylaws may be adopted by a majority vote of the members present at any convention of the district, provided that notice of the proposed changes has been previously published and provided that such amendments, before becoming effective, shall also be approved by the **Executive Director** of the Int'l LLL after its adoption by the district.