

Proposed Amendments to LWML Bylaws for 2019 Convention

Proposed Amendment #1: ARTICLE I—STRUCTURE

Current text

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.

Amendment

Strike “societies” and insert “groups”

Rationale

To recognize flexibility in the names of local organizations. Many different names are used for LWML groups nationwide such as circles, guilds, and societies. All are acceptable. This amendment will recognize all as groups of Lutheran Women in Mission.

If adopted will read

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

Conforming amendments

If the amendment is adopted, the same change will be made in Article I— Structure; Article II— Members, Sections 1a, b, c, d, e, f; Article III—District Organization, Section 1; Article XIII— Departments and Standing Committees, Section 5a2; Section 6b2; Article XVII—Mission Grants, Section 1a; Article XVIII—Resolutions, Section 1.

Proposed Amendment #2: ARTICLE IV—CONVENTIONS AND REPRESENTATION, SECTION 1

Current text

- 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, the number of years prior to the proposed date of the convention designated in the Standing Policies of the LWML Board of Directors.
- 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, the number of years prior to the proposed date of the convention

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designated in the Standing Policies of the LWML Board of Directors. 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.
- h. In the event that the convention site selected by the Board of Directors becomes unfeasible, the Executive Committee shall have the authority to select another site within the same region. A two-thirds (2/3) vote of the Executive Committee shall decide, and vote may be taken by mail or electronic messaging.

Amendment

For Article IV substitute the following:

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.
- b. Convention sites and dates shall be determined as outlined in the *Procedures Manual*.
- c. The official call to convention shall appear in the winter issue of the official publication prior to convention.

Rationale

To recognize current practices of convention planning. The LWML must have the flexibility to negotiate within current economic environments. This proposal removes limitations imposed by details in current bylaws.

The *Procedures Manual* (currently the *Leaders Manual*), renamed because it will include procedures, will continue to be maintained and updated with Executive Committee approval by the Vice President of Organizational Resources as is the current practice.

If adopted will read

As above

Conforming Amendments

Article XIV—Special Committees, Section 2 [Convention Site Committee] a, strike “extending an invitation to host LWML convention” and insert “for hosting an LWML convention as outlined in the *Procedures Manual*”.

Proposed Amendment #3: ARTICLE VI—DUTIES OF OFFICERS, Section 1

Current text

- j. perform other duties as set forth in the Procedures section of the *Leaders Manual*.

Amendment

Strike “section of the Leaders”

Rationale

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To update terminology and conform with current practices. The new manual will be titled *Procedures Manual* because it includes procedures.

If adopted, will read:

j. Perform other duties as set forth in the *Procedures Manual*.

Conforming Amendments

Article VI—Duties of Officers, Section 2d, 3d, 4j, 5e, 6d, 7i, 8h; Article VIII—Appointed Officers, Section 1h; Article IX—Appointed Personnel, Section 1f; Article XII—Pastoral Counselors, Section 3f.

Proposed Amendment #4: ARTICLE IX—SPECIAL APPOINTED PERSONNEL, Section 1

Current text

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

Amendment

Strike “Contracts Administrator”

Rationale

To conform with current practices. These duties are best completed by an organization or person with legal expertise.

If adopted will read

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

Conforming amendment

If the amendment is adopted, Article IX—Special Appointed Personnel, Section 3, related to duties of the Contracts Administrator will be struck.

Proposed Amendment #5: ARTICLE IX—Special Appointed Personnel, Section 1

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

Amendment

Strike “Special”

Rationale

To eliminate unnecessary words from bylaws.

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If adopted will read

Article IX—Appointed Personnel, Section 1

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

Conforming amendments

If the amendment is adopted the same change will be made in Article VI—Duties of Officers, Section 1b; Article X—Board of Directors, Section 1a; Article XI—Executive Committee, Section 3j.

Proposed Amendment #6: ARTICLE XVI—LWML OFFICE

Current text

Section 1

A Director of Finance & Administration shall be employed to oversee the business operations of the organization. The job description for the Director of Finance & Administration shall be prepared by the Finance Committee and approved by the Executive Committee. The Director of Finance & Administration 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. prepare the budgets of the organization, with assistance from the Treasurer, Convention Manager, and Finance Committee;
- e. attend meetings of the Executive Committee and the Board of Directors in an advisory capacity at the request of the President.

Section 2

The LWML Office staff shall be employed by the LWML and be responsible to the Director of Finance & Administration. Position descriptions for the Office staff shall be prepared by the Finance Committee for approval by the Executive Committee.

Amendment

For current Article XVI substitute the following:

ARTICLE XVI—LWML OFFICE

The LWML Office staff shall be employed by the LWML and be responsible to the President. Job descriptions for the office staff shall be prepared by the Finance and Operations Committee for approval by the Executive Committee.

Rationale

To allow for flexibility to employ appropriate staff to fulfill the current needs of the LWML.

If adopted will read

As above

Conforming amendments

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Article VI—Duties of Officers, Section 1c, strike “Director of Finance and Administration” and insert “LWML Office”

Article VI—Duties of Officers, Section 1d, substitute “approve payments for legitimately incurred expenditures;”

Article VI—Duties of Officers, Section 8b, strike “as prepared by the Director of Finance & Administration”

Article IX—Appointed Personnel, Section 4b, strike “with the Director of Finance & Administration” (if Proposed Amendment #4 passes, Section 4b will be Section 3b) “Director of Finance and Administration” will be struck in Article X—Board of Directors, Section 1b; Article XI—Executive Committee, Section 1; Article XIV Special Committees, Section 3

Article XIV—Special Committees, Section 3c, Strike “Director of Finance & Administration” and insert “Convention Manager”.

Proposed Amendment #7: ARTICLE XIII—DEPARTMENTS AND STANDING COMMITTEES

Current text

Section 1

- a. The departments shall include Christian Life, Communication, Gospel Outreach, Organizational Resources, and Special Focus Ministries, 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 may include Christian Life, Christian Resources Editors, Information Technology, Official Publication Staff, Gospel Outreach, Mission Grants, Mission Servants, Helping Organizations Participate Effectively (hereinafter referred to as the HOPE Committee), Leader Development, Structure, Young Women, and Heart to Heart Sisters. 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.
- 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. Exceptions may be made at the discretion of the Executive Committee if special expertise is required.
- e. Standing committee chairmen shall have voice and vote at convention.
- f. 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;

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- (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 Information Technology Committee and the Official Publication Staff. The Vice President of Communication shall be coordinator of the department.

- a. The Information Technology Committee, consisting of three (3) or more members, shall:
 - (1) encourage use of the LWML website;
 - (2) maintain the LWML website;
 - (3) assist with other technical needs of the organization;
 - (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 additional editors as needs of the publication and organization may determine. 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, the Mission Grants Committee, and the Mission Servants 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 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.
- c. The Mission Servants Committee, consisting of three (3) or more members, shall:
 - (1) encourage sensitivity in women toward those who are hurting and in need;
 - (2) provide resources and encouragement to enable knowledgeable and biblical comfort to themselves and others;
 - (3) have its chairman report to each regular meeting of the Board of Directors and to the convention.

Section 5

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

- a. The HOPE Committee, consisting of three (3) or more members, shall:

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- (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) create and develop ideas, techniques, and resources that will equip and encourage women 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 6

The Special Focus Ministries Department may include the Committee on Young Women and the Heart to Heart Sisters Committee. The Vice President of Special Focus Ministries shall be coordinator of the department.

- a. The Committee on Young Women, consisting of three (3) or more members, shall:
- (1) intentionally identify, encourage, and provide opportunities for young women to affirm their faith and develop their gifts in service to the Lord through learning about and participating in the mission of LWML at every level;
 - (2) seek, develop, and support young women leaders in the LWML;
 - (3) direct and promote the Young Woman Representative program;
 - (4) have its chairman report to each regular meeting of the Board of Directors and to the convention.
- b. The Heart to Heart Sisters Committee, consisting of three (3) or more members, shall:
- (1) identify, develop, support, and encourage women leaders in ethnic ministries, thus celebrating the gifts God has given the church;
 - (2) be intentional about giving these women, through networking, training, support, and resources the opportunity to learn about and participate in the mission of LWML at every level – society, zone, district, national;
 - (3) identify and encourage cross-cultural opportunities within LWML, thus emphasizing the church's rich diversity;
 - (4) 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.

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- 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.

Amendment

For current Article XIII substitute the following:

ARTICLE XIII—DEPARTMENTAL COMMITTEES

Section 1

Departmental committees shall be appointed to carry out the object of the LWML. The departments shall include Christian Life, Communication, Gospel Outreach, Organizational Resources, and Special Focus Ministries, with a Vice President serving as coordinator of each department. The coordinator shall be an ex officio member of the committees in the department. The purpose and duties of each committee shall be set forth in the *Procedures Manual*.

Section 2

Departmental committees shall be appointed by the President with the approval of the Executive Committee.

Section 3

Departmental committee members shall serve a term of two (2) years or until their successors are appointed, and shall be eligible for one (1) reappointment. Exceptions may be made at the discretion of the Executive Committee if special expertise is required.

Section 4

The President shall assign a Pastoral Counselor to each committee.

Section 5

Departmental committee chairmen shall have voice and vote at convention.

Section 6

- a. At least one (1) Interdepartmental Meeting shall be held during a biennium.
- b. Department meetings may be called by the coordinator. Approval of the President is required if meeting expenses may be incurred.
- c. Committee meetings may be called by the chairman. Approval of the President is required if meeting expenses may be incurred.

Rationale

To allow for flexibility in committee appointments according to current needs of the LWML. The word “standing” will be eliminated because it is no longer necessary. All committees and their responsibilities will still be outlined in the *Procedures Manual*.

If adopted will read

As above

Conforming amendments

If the amendment is adopted “Standing Committee” will be struck and “Departmental Committee” will be inserted in Article IV—Conventions and Representation, Section 2c; Article VI—Duties of Officers, Section 1b, Article XV—Official Publication.

ARTICLE III, Section 3d

Current

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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.

Amendment

Strike “in the required number of copies to the LMWL Structure Committee chairman for approval by the LWML Structure Committee” and insert “as outlined in the *Procedures Manual*”
If adopted will read:

The bylaws and any subsequent proposed amendments shall be submitted as outlined in the *Procedures Manual* before being presented to the district LWML membership for adoption.

Rationale

This is a conforming amendment. Because the Structure Committee is no longer listed in the LWML Bylaws it cannot be listed in this section. The committee members will be outlined in detail in the *Procedures Manual*.

Article IX—Appointed Personnel, Section 5, strike b “be an ex officio member of the Structure Committee.

ARTICLE XIV—SPECIAL COMMITTEES, Section 4

Current text

The Mission Grants Selection Committee, consisting of the Vice President of Gospel Outreach as chairman, the members of the Mission Grants Committee, the two Pastoral Counselors, and the President shall select the mission grant proposals, which will appear on the convention ballot subsequent to approval by the Executive Committee and the Board of Directors.

Amendment

For current Article XIV, Section 4, substitute the following:

The Mission Grants Selection Committee shall select the mission grant proposals, which will appear on the convention ballot subsequent to approval by the Executive Committee and the Board of Directors. This committee will consist of the Vice President of Gospel Outreach as chairman, at least two (2) committee members as outlined in the *Procedures Manual*, the two Pastoral Counselors, and the President.

Rationale

This is a conforming amendment. Because the Mission Grants Committee is no longer listed in the LWML Bylaws it cannot be listed in this section. The committee members will be outlined in detail in the *Procedures Manual*.

Proposed Amendment #8: ARTICLE X—BOARD OF DIRECTORS AND ARTICLE XI—EXECUTIVE COMMITTEE

Current text

ARTICLE X—BOARD OF DIRECTORS

Section 1

- a. The Board of Directors shall be composed of the elected officers, appointed officers, and district presidents. A member of the Board shall vote in only one capacity on the Board of Directors. The Pastoral Counselors, special appointed personnel, and Director of Finance & Administration shall be advisory members.
- 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

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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.*

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

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 Law), action may be taken by mail, by telephone, or by electronic messaging.**

** 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 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. approve the budget of the LWML;
- c. elect a President in the event a permanent vacancy occurs in that office;
- d. consider and approve proposed bylaw amendments before presentation to the convention;
- e. 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;
- f. carry out the business of the LWML approved in convention;
- g. select convention site;
- h. select six (6) nominees for Pastoral Counselor, if possible, to be submitted to the Nominating Committee; (see Article XII, Section 2);
- i. determine the subscription rate of the official publication;
- j. consider and approve programs that require financial support from the districts;
- k. consider and take action on recommendations and resolutions of the Executive Committee;
- l. 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;
- m. consider and approve the mission goal for presentation to the convention voting body for consideration and adoption;
- n. approve mission grant proposals for the convention ballot;
- o. 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).

** 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

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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.*

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

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.*

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

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 Director of Finance & Administration shall attend meetings in an advisory capacity at the request of the President.

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 Office staff;
- f. determine the amounts of bonds of those who are authorized to receive or disburse funds;
- 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 members, 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 mission grant proposals subsequent to approval by the Mission Grants Selection Committee.

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Proposed amendment

For current Articles X and XI substitute the following:

ARTICLE X BOARD OF DIRECTORS

Section 1

The Board of Directors shall be composed of the elected officers. The Pastoral Counselors and the appointed officers shall be advisory members.

Section 2

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

Section 3

The Board of Directors shall:

- a. transact business between LWML conventions;
- b. approve the budget of the LWML;
- c. evaluate, promote, and coordinate the activities of the LWML in relation to its object, initiating programs to meet the needs of the membership that includes strategy, goals, and measurable objectives;
- d. present to the Presidents Assembly for consideration and approval all programs/activities requiring financial support from the districts;
- e. along with the Presidents Assembly, fill any permanent vacancy occurring in the office of President;
- f. along with the Presidents Assembly, select a maximum of six (6) nominees for Pastoral Counselor from the list of possible nominees submitted by the Nominating Committee;
- g. approve and present to Presidents Assembly for their consideration and approval proposed mission grants for the convention ballot as recommended by the Mission Grants Selection Committee;
- h. determine and present to the Presidents Assembly the proposed mission goal for convention;
- i. determine and present to the Presidents Assembly proposed convention offering recipients for approval;
- j. present to the Presidents Assembly proposed bylaw amendments for convention;
- k. carry out the business of the LWML approved in convention;
- l. consider and approve changes that occur in mission grant plans after the recipients have been selected in convention;
- m. plan and supervise the program of the convention and approve the convention budget;
- n. approve appointed officers, committee members, and appointed personnel;
- o. fill vacancies occurring in elective office, except the office of LWML President;
- p. consider and approve the job descriptions of and employ the LWML Office staff;
- q. approve the amounts of bonds of those who are authorized to receive or disburse funds;
- r. approve financial institutions for deposit of funds;
- s. approve and implement the investment decisions of the LWML;
- t. approve and implement policies of the LWML;
- u. approve the *Procedures Manual* and any updates;
- v. determine the subscription rate of the official publication;
- w. arrange for insurance coverage for the benefit of the organization;

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- x. receive and take appropriate action on applications for partner status from women's organizations of church bodies that are in partnership with the LCMS.

ARTICLE XI PRESIDENTS ASSEMBLY

Section 1

- a. The Presidents Assembly shall be composed of the President and the district presidents. The other members of the Board of Directors shall be advisory members, attending at the request of the President.
- b. When a district president is unable to attend a Presidents Assembly meeting or a convention, any elected district officer from that district shall be substituted to attend as the district's representative and shall have voice and vote. Notice of the substitute's name and address shall be given to the LWML President.

Section 2

- a. Regular meetings of the Presidents Assembly shall be held annually.
- b. A preconvention meeting shall be held in the convention city.
- c. Special meetings of the Presidents Assembly may be called by request of nine (9) district presidents. Time and place for holding such meetings shall be determined by the President with the approval of the Board of Directors.
- d. In case of emergency, action may be taken by mail, by telephone, or by electronic messaging.

Section 3

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

Section 4

The Presidents Assembly shall:

- a. evaluate, promote, and coordinate the activities of the LWML in relation to its object, initiating programs to meet the needs of the membership that includes strategy, goals, and measurable objectives;
- b. consider and approve programs/activities that require financial support from the districts;
- c. consider and approve proposed bylaw amendments before presentation to the convention;
- d. consider and approve the mission goal for presentation to the convention voting body for consideration and adoption;
- e. consider and approve proposed mission grants for the convention ballot;
- f. along with the voting members of the Board of Directors, fill any permanent vacancy occurring in the office of President;
- g. along with the voting members of the Board of Directors, select a maximum of six (6) nominees for Pastoral Counselor from the list of possible nominees submitted by the Nominating Committee;
- h. consider and ratify the membership of new or reorganized LWML districts;
- i. approve partner status with women's organizations of church bodies in partner relationship with the LCMS.

Rationale

To implement the recommendations of the 2017 Restructure Task Force and to simplify compliance with Missouri law. In general, the Executive Committee will be renamed the Board of Directors and assume the day to day duties of operating the organization.

The district presidents would constitute the Presidents Assembly. They will continue to make decisions that call for financial contributions from the districts. The district presidents will have more time for spiritual growth, networking, and leadership training. This allows them the

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opportunity to concentrate on carrying out the mission and ministry of the LWML, especially in their districts.

If adopted will read

As above

Conforming amendments

Strike “Executive Committee” and insert “Board of Directors” in the following places:

Article II—Members, Section 2, Section 3a(2) and a(3); Article III—District Organization, Section 4; Article V—Officers and Elections, Section 3d; Article VI—Duties of Officers, Section 1b and g; Article VII—Nominations, Section 2c; Article XIV—Special Committees, Section 2b, 3d; Article XVI—LWML Office; Article XXI—Emergency Action.

Strike “Board of Directors” and insert “Presidents Assembly” in the following places:

Article II—Members, Section 2, Section 3a(2); Article V—Officers and Elections, Section 3 c; Article VI—Duties of Officers, Section 1g, 5a, Article VII—Nominations, Section 1c, 2e; Article XII—Pastoral Counselors, Section 2c.

Strike “Executive Committee and Board of Directors” and insert “Board of Directors and Presidents Assembly” in the following places:

Article VI—Duties of Officers, Section 1a, f, h, Section 2b, Section 3b, Section 4h, Section 5c, Section 6b, Section 7a, 7d, Section 8f; Article VIII—Appointed Officers, Section 1f; Article XII—Pastoral Counselors, Section 3e; Article XIV—Special Committees, Section 4, Section 5; Article XVII—Mission Grants Section 2b.

Article IV—Conventions and Representation, Section 2, insert new “c. district presidents;” and new “d. appointed officers” [re-letter following items]

Article V—Officers and Elections, Section 3a, strike “Board of Directors meets” and insert “Presidents Assembly and Board of Directors meet”; Section 3b, insert “Presidents Assembly, along with voting members of the” before “Board of Directors”

Article VI—Duties of Officers, Section 1i, add “and the Presidents Assembly”

Article VI—Duties of Officers, Section 4d, strike “Executive Committee” and insert “Board of Directors and Presidents Assembly”

Article VI—Duties of Officers, Section 7c, strike “Executive Committee” and insert “Presidents Assembly”

Article VI—Duties of Officers, Section 7g, insert “and the Presidents Assembly” after “Board of Directors”

Article VIII -Appointed Officers, Section 1d, strike “of the Board of Directors” and insert “at the convention”

Article XXI—Emergency Action, strike “Such procedures shall have the approval of the Board of Directors”

Proposed Amendments to LWML Bylaws for 2019 Convention

Article IX—Appointed Personnel Section, 1e, strike “to the Board of Directors and to the convention” and insert “as directed by the President”

Article XVII—Mission Grants, Section 3b, Strike “either in session or by other means in accord with Missouri law.*”

Article XXIII—Amendments, insert “and the Presidents Assembly” after “Board of Directors”