

**BYLAWS OF
LUTHERAN MEN IN MISSION**

*This instrument constitutes the Bylaws of **LUTHERAN MEN IN MISSION (LMM)**, proposed for adoption by the Delegates at the July20-21, 2017 LMM Triennial Assembly for the purpose of regulating and managing the internal affairs of the corporation.*

**ARTICLE SECTION 1
CORPORATE SEAL**

Section 1 This corporation shall not have a seal.

**ARTICLE SECTION 2
PARTICIPANTS**

Section 2.1 A participant in Lutheran Men in Mission shall be any male Christian who belongs to a Lutheran congregation that subscribes to the Unaltered Augsburg Confession and accepts the confessional writings in the Book of Concord.

~~**Section 2.2** For the purposes of these Bylaws, Region is to be defined as the geographical grouping of Synods as determined by the ELCA, and Synods shall be those states or portions of states as determined by the ELCA.~~

Section 2.3 **2.2** Any action or approval of the members of a corporation which would otherwise be required by the terms of any agreement to which this corporation is party, or by which this corporation is bound, or by the provisions of any law, rule or regulation to which this corporation is subject, requires only action or approval of the Board of Directors subject to the ~~ratification~~ notification of such actions to the voting delegates at the Annual Meeting.

**ARTICLE SECTION 3
ANNUAL MEETING**

Section 3.1 The triennial LMM Assembly Annual Meeting shall be the highest legislative authority and shall deal with all matters necessary to implement the mission and vision of this organization.

Section 3.2 LMM shall ~~meet in Assembly every three years~~ conduct the Annual Meeting either electronically or in-person meetings during the fiscal second quarter of the year (May-July). The Annual Meeting shall be conducted using protocols for discussion and voting ensuring equal access and participation by all delegates as defined in Sections 3.5 and 3.6.

Section 3.3 The date, time, and place of each LMM Assembly Annual Meeting shall be determined by the Board of Directors.

Section 3.4 The Secretary shall give notice of the date, time and place of the Annual Meeting by publication at least 60 days in advance in LMM's periodical(s) and by written notice and/or electronic communication ~~at least 60 days in advance~~ to all active synod units and Bishops of all synods.

Section 3.5 The delegates to the Annual Meeting shall consist of the current LMM officers, Board of Directors, and not more than six (6) delegates from each synod. ~~An additional 18 delegates, consisting of up to 2 delegates from each of the geographic Regions, may be appointed by the Executive Committee to represent other Lutheran Church bodies. and any participant as defined in Section 2.1 above and who is a donor of \$100 dollars or more of record in the preceding calendar year.~~ Delegates will continue to serve as a delegate until the next Annual Meeting.

Section 3.6 ~~Each Synod Unit of LMM, according to its protocol, shall determine synod delegates. Should there not be an active unit in a synod, the Bishop of that synod or his or her representative shall be requested to appoint delegates to represent that synod. Lutheran organizations, such as, but not limited to, churches, congregations and synods who make an annual gift of \$100 or more during the previous calendar year are entitled to vote as a delegate on matters properly submitted to the Annual Meeting. Such organizations shall notify the Secretary, no less than 45 days prior to the Annual Meeting of the designated delegate's name and contact information. Under no circumstance shall any one delegate have more than one (1) vote at any Annual Meeting.~~

Section 3.7 ~~At the triennial LMM Assembly the delegates shall elect the LMM officers, and members of the Board of Directors and Regional Directors; shall approve a three-year ministry plan and a three-year financial plan; and shall consider and take appropriate action on all matters properly submitted to the Assembly. The Nomination Period for elected members of the Board of Directors shall open 60 days and close 30 days prior to the announced date of voting. At the Annual Meeting the Board of Directors shall present to the delegates, for consideration, a slate of nominees for election and any other business of the organization. The Board shall report on the strategic plan, financial status, and ministry activities of the organization.~~

Section 3.8 ~~The delegates from each region present at the Annual Meeting shall caucus and elect a Regional Director member to the Board of Directors from that region. The additional delegates as defined in Section 3.5 shall also caucus and elect a member to the Board of Directors. Any man satisfying Section 2.1 is eligible for election provided he has given permission to be nominated.~~

Section 3.8 ~~A quorum for the proper conduct of business of an Annual Meeting shall be 20% of the total eligible voters as defined in Sections 3.5 and 3.6. a majority of the registered delegates at the last Annual Meeting. If a quorum is not achieved then the Board shall conduct all business under consideration as it sees fit with no further follow-up meetings convened until the next scheduled Annual Meeting.~~

Section 3.10 3.9 All persons Officers elected, or appointed, to the Board of Directors shall serve a three-year term and may not serve more than two full consecutive terms in any singular office.

Section 3.11 **3.10** The President, with the approval of the Board of Directors, shall appoint all committees and a Parliamentarian for the ~~triennial LMM Assembly~~ Annual Meeting.

Section 3.12 **3.11** Roberts Rules of Order, latest edition, shall govern the proceedings of the ~~Triennial LMM Assembly or interim Assembly~~ all officially called meetings of the organization.

Section 3.13 **3.12** Should the Board of Directors determine a need for an interim meeting ~~Assembly~~ prior to the next Annual Meeting, such an assembly meeting shall use the same protocols as described in Section 3.2 and 3.3 above and may be conducted by means other than physical presence. ~~provided that all protocols for discussion and voting ensure equal access and participation by all delegates. Written notification of all business to be considered at this Assembly shall be provided to all voting delegates by written or electronic communication at least 60 days prior to the date of the interim Assembly as determined by the Board of Directors.~~

ARTICLE SECTION 4 **BOARD OF DIRECTORS**

Section 4.1. The business and charitable affairs of the corporation shall be managed by or under the direction of a Board of Directors elected by the duly elected qualified or appointed delegates to the Annual Meeting under the procedures set forth in Sections 3.5 and 3.6 above.

Section 4.2 The Board of Directors shall consist of ~~up to 9 members (Directors)~~ including the ~~four~~ five duly elected officers of LMM, ~~the Executive Director, the members elected from each region under the provisions of Section 3.8, above, and four (4) appointed Ministry Team Directors,~~ all of whom shall have voice and vote. The Executive Director shall be an ex officio member of the Board with voice but no vote. Up to 4 At-Large members will be appointed by the Board to encourage diversity of age and ethnicity, all of whom shall have voice and vote. The At-Large Board member term will be 1 year and can be renewed annually for up to 5 additional years. In addition, there may be Advisory members from other organizations who shall have voice but no vote. The Board of Directors may have an Advisory Board, the size, term, and focus of which shall be determined by the Board of Directors as deemed appropriate.

Section 4.3 At all meetings of the Board of Directors a majority of the members shall be necessary and sufficient to constitute a quorum for the transaction of business.

Section 4.4 Except where otherwise required by law, the Articles of Incorporation or these bylaws, the affirmative vote of a majority of the directors present at a duly held meeting shall be sufficient for any action.

Section 4.5 Voting by proxy or absentee ballot is not permitted at any meeting of the Board of Directors.

Section 4.6 The Board of Directors may participate in and act at any meeting using a conference call or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance in person at the meeting of the person or persons so participating.

Section 4.7 The Board of Directors shall have regular meetings at such places and times as it shall establish. ~~The annual meeting of the Board of Directors shall be held at such time and place as designated by the Board.~~

Section 4.8 The Executive Committee of the Board of Directors shall be composed of the five officers and shall conduct the business of the corporation between Board meetings and shall serve as the Personnel Committee of this corporation.

Section 4.9 A Director may resign at any time by giving written notice of his resignation to the corporation. The resignation is effective when received by the corporation, unless a later date is agreed upon with the President.

Section 4.10 A Director may be removed from office, with or without cause, by the affirmative vote of a majority of the Board of Directors provided that not less than ten (10) and not more than thirty (30) days' notice of such meeting shall be given to each Director and the notice must state that removal of such Director is to be on the agenda for the meeting.

Section 4.11 In the event of a vacancy of a Director position, a successor to fill the unexpired term shall be named by the remaining Board members ~~under the following procedures: If the vacancy is one of the regional positions on the Board, the person selected to fill the vacant position shall be from that region. The Board shall solicit nominations from the current delegates of that region. The Board shall then name the successor. The successor shall serve in that office until the next Annual Meeting at which time, if he so desires, he can stand for election to that vacancy in the normal manner. He shall then be eligible to serve for two full three-year terms if the vacancy was not filled within the first year of the term, and if he so desires and is elected by the voting delegates at the next Annual Meeting.~~

Section 4.12 Special meetings of the Board of Directors may be called at any time upon request of the President or a majority of the Directors, provided that any such request shall specify the purpose or purposes for the meeting. The President shall set the date for the special meeting within five (5) working days of making or receiving such request and shall give not less than ten (10) nor more than thirty (30) days' written notice of the time, place and purpose of such special meeting.

Section 4.13 The Board of Directors may establish one or more committees having the authority of the Board in the management of the business of the corporation to the extent determined by the Board. The Board of Directors may also establish four (4) Ministry Teams in alignment with the Mission Statement of the organization. The Ministry Team leader shall be a member of the Board of

Directors and have voice and vote. The Ministry Teams will work in partnership with the Executive Director.

Section 4.14 The Board of Directors may hold their meetings at such places as a majority of the Directors then in office may from time to time select. The dates, times and locations of the meetings will be set by the President in consultation with the Executive Director.

Section 4.15 Whenever under the provisions of these bylaws written notice is required to be given to any Director, it shall be construed to require personal notice, but such notice may be given in writing delivered via, US Postal Service, or courier service or electronic correspondence. Such notice shall be provided ~~in a postpaid, sealed envelope addressed to such said Director at his last known address and such notice shall be deemed to have been given at the time when thus sent mailed.~~

Section 4.16 Directors shall not be compensated for their duties as directors, except that a Director may be reimbursed for reasonable expenses incurred on behalf of LMM.

Section 4.17 To provide for the carrying-on of the LMM organization's business and carry out its mission and purpose on a day-to-day basis, the Executive Director shall have the authority and responsibility of hiring and employing staff, as defined below, and engaging in other contractual arrangements in accordance with the constitution, bylaws, and personnel practices of the ELCA. The Executive Director is responsible for the management of the annual budget and shall not exceed the total approved expenditure budget by five (5) percent without prior approval by the Executive Committee.

Section 4.18 The staff of LMM shall consist of an Executive Director and such staff positions as recommended by the Executive Director and approved by the Board of Directors ~~the Executive Committee determines is required~~ and will be under the personnel and financial policies of LMM. ~~the ELCA churchwide organization as administered by the ELCA churchwide office. There will be an annual review of the Executive Director by the Executive Committee and an annual review of other staff positions by the Executive Director.~~ The Board will request that the ELCA provide benefits and pension through its providers. ~~the ELCA Board of Pensions~~ The Board will obtain Worker's Compensation insurance for LMM staff. The Executive Director shall be responsible for the oversight and control of the day to-day activities of any and all such staff employed. The Executive Director shall be the Chief Operating Officer of the corporation and shall carry out the policies of the organization and work collegially with the staff. The Executive Director shall work interdependently with ELCA units, and with the leaders of other men's ministry organizations, both domestic and foreign, as the opportunities to do so present themselves. There will be an annual review of the Executive Director by the Executive Committee and an annual review of other staff positions by the Executive Director. In addition, the Executive Director shall perform other duties that may be assigned by the Board.

ARTICLE SECTION 5
OFFICERS

Section 5.1 The officers of the corporation shall be a President, Vice President, Secretary, ~~and Treasurer~~ and Development Council Chair. These officers shall be elected at the Annual Meeting. Such election shall be to a three (3) year term and all officers shall be limited to two consecutive three-year terms in the same position. Any man satisfying Section 2.1 is eligible for election as an officer provided that he has given permission to be nominated.

Section 5.2 The duties of the officers of this corporation shall be:

- a. **President** - the President shall be the Chief Executive Officer of the corporation, chair of the Executive Committee and chair of the Board of Directors. In addition, he shall perform such other duties as may be assigned by the Board of Directors.
- b. **Vice President** - the Vice President shall act in the absence, disability or resignation of the President. The Vice President shall perform such other duties as assigned by the President or the Board of Directors.
- c. **Secretary** - the Secretary shall attend meetings of the Board of Directors and keep the minutes of such meetings, give notices, prepare any necessary certified copies of corporate records, and perform such other duties as may be assigned by the Board of Directors.
- d. **Treasurer** - the Treasurer shall be responsible for the financial records of the corporation. The Treasurer shall perform such other duties as may be assigned by the Board of Directors.
- e. **Development Council Chair** – the Development Council Chair shall oversee the operation of the Development Council. The Development Council Chair shall perform such other duties as may be assigned by the Board of Directors.

Section 5.3 All officers shall serve without compensation for their duties as an officer; however, they shall be entitled to reimbursement for reasonable expenditures made for or on behalf of LMM, or reasonable travel expenses incurred while traveling to or from meetings or on other business on behalf of LMM.

Section 5.4 Any officer may be removed, with or without cause, by a 2/3 vote of the Board of Directors at a duly held meeting of the Board of Directors for which notice stating such purpose has been given.

Section 5.5 A vacancy in an office may be filled by the Executive Committee on an interim basis, subject to ratification by the Board of Directors at its next meeting. Such appointment shall be for the unexpired term of the officer vacating the office and shall be held until the next Annual Meeting. Any person named to fill an unexpired term of an officer shall be entitled to stand for election at the next

Annual Meeting and if elected, shall be entitled to serve the maximum two consecutive three-year terms in that office.

ARTICLE SECTION 6
STANDARD OF CARE AND DEALING WITH OTHER
CORPORATIONS AND ORGANIZATIONS

Section 6.1 It is the responsibility of each officer and director of this corporation to discharge his duties as a director in good faith, in a manner the person reasonably believes to be in the best interests of this corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 6.2 A contract or other transaction between this corporation and one or more of its Board of Directors, or between this corporation and an organization in or of which one or more of the members of this corporation's Board of Directors are directors, officers or legal representatives or have a material financial interest, is not void or voidable because the director ~~of~~ or directors ~~of~~ of the other organizations are parties or because the director ~~of~~ or directors are present at the meeting of the Board of Directors at which the contract or transaction is authorized, approved or ratified, if:

- a. The contract or transaction was, and the person asserting the validity of the contract or transaction sustains the burden of establishing that the contract or transaction was, fair and reasonable as to the corporation at the time it was authorized, approved or ratified; or
- b. The material facts as to the contract or transaction and as to the Director's or Directors' interest are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves or ratifies the contract or transaction in good faith by a majority of the Board of Directors, but the interested director or directors shall recuse himself/themselves).

For the purpose of this Section:

- a. A Director does not have a material financial interest in a resolution fixing the compensation of the Executive Director or fixing the compensation of another Director as a Director, Officer, employee or agent of the corporation, even though the first director is also receiving compensation from the corporation; and
- b. A director has a material financial interest in each organization in which the Director, or the spouse, parents, children and spouses of children, brothers and sisters and spouses of brothers and sisters of the Directors, or any combination of them with a material financial interest.

ARTICLE SECTION 7
INCOME AND DISBURSEMENTS

- Section 7.1** Any dues, ~~C~~ontributions, grants, bequests or gifts made to the corporation shall be accepted or collected only as authorized by the Board of Directors.
- Section 7.2** All funds of the corporation shall be deposited to the credit of the corporation under such conditions and in such financial institutions as shall be designated by the Board of Directors.
- Section 7.3** All contracts, checks and orders for the payment, receipt or deposit of money, and access to securities of the corporation, shall be as provided by the Board of Directors.
- Section 7.4** A three-year financial plan of estimated income, expense and capital expenditures shall be approved by the Board of Directors and presented to the voting members present at the Annual Meeting for informational purposes. A ~~simple majority of the total votes cast shall be sufficient for the passage of the financial plan.~~
- Section 7.5** Title to all property shall be held in the name of the corporation.
- Section 7.6** A summary report of the financial operation of the corporation shall be made by the Treasurer at least annually to the Board of Directors and at the Annual Meeting.
- 7.7** An Annual Review of the LMM financial statement shall be conducted by an independent third party chosen by the Board of Directors and results presented to the delegates at the Annual Meeting.

ARTICLE SECTION 8 **INDEMNIFICATION**

- Section 8.1** To the full extent permitted by the Minnesota Nonprofit Corporation Act as amended from time to time, or by other provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever or by whomever brought (including any such proceeding, by or in the right of the corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a member, director or officer of the corporation, or he or she is or was serving at the specific request of the Board of Directors of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation by the affirmative vote of a majority of the Board of Directors present at a duly held meeting of the Board for which notice stating such purpose has been given against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise

shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise.

Section 8.2 The indemnification provided by this Section shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision by the Bylaws.

ARTICLE SECTION 9 **AMENDMENT OF BYLAWS**

Section 9.1 The delegates at the ~~triennial LMM Assembly~~ Annual Meeting may from time to time adopt, make changes to, or repeal any of the Bylaws of this corporation provided such changes are necessary for LMM to properly carry out its programs and/or activities, provided such changes do not permit or require the corporation to endanger its tax-exempt status in any manner. Any changes must be adopted by no less than a 2/3rds majority vote of the voting delegates present at the Annual Meeting or an interim Assembly at which such changes are proposed.

Section 9.2 Copies of all proposed changes must be provided to all registered delegates attending any meeting at which such changes will be voted upon at least thirty (30) calendar days in advance of the meeting so that the delegates will have sufficient time in which to consider such proposed changes.

Section 9.3 Copies of any amendments to the Bylaws will be provided to the appropriate unit of the ELCA.

ARTICLE 10 **GIFT ACCEPTANCE POLICY**

Section 10.1 ~~All gifts or contributions of any kind, whether money, stocks, bonds, real estate, cars, boats, or any other thing of value will be accepted by LMM only for the use of LMM in carrying out its exempt activities. Further, all contributions or donations will be accepted only on the condition that LMM alone will exercise complete control over how the gift or donation or any and all income realized from the investment or sale of the item(s) donated will be utilized.~~

Section 10.2 ~~Further rules and guidelines may be developed as necessary to govern the receipt of non-cash donations and contributions. If developed and adopted by the Board of Directors, such rules and guidelines will become part of an LMM operations manual. Copies of such rules and guidelines will be made available to any potential donor at his or her request.~~

ARTICLE 11 SECTION 10 **DISSOLUTION**

Section 11.1 **10.1** At any duly constituted meeting of the Board of Directors, by a 2/3rds vote, the Board of Directors may vote to dissolve LMM provided that a written notice of this proposed action shall have been given at a previous meeting of the Board of Directors, and provided further that the proposed dissolution shall have been published together with an announcement soliciting comments in an ELCA publication that is available to the participants of LMM or shall have been sent to all donors of record from the previous calendar year delivered via US Postal Service, or courier service or electronic correspondence. ~~the membership by other means.~~ The final vote must be at least ninety (90) days after ~~publication~~ notification.

Secretary

Date adopted: August 10, 2015

Amended: July 20, 2017