

# **By-Laws of the Lutheran Society for Missiology, Inc.**

## **Article I – Name**

The name of the organization is the Lutheran Society for Missiology, Inc., hereafter referred to as LSFM.

## **Article II – Location**

The principal office for the transaction of the business of the corporation is located at St. Louis, Missouri, USA. By vote, the LSFM Executive Committee may at any time, change the location of the principal office from one location to another in the United States.

## **Article III – Object**

### ***Section 1: Purpose***

The primary purpose of LSFM is to promote Lutheran participation in God's mission throughout the world through the study of theological, historical, social and practical questions relating to the missionary dimension of the Christian Church, to be accomplished by the publication of books and periodicals which focus on related issues and questions.

### ***Section 2: Values***

Primary values include of the following:

- a. A commitment to the communication of the Christian faith as taught in the Scriptures of the Old and New Testaments and consistent with the Symbolical books of the Evangelical Lutheran Church as found in the *Book of Concord*.
- b. A commitment to researching and understanding past mission theology and practice as a part of the effort to find effective ways of communicating the Gospel in the 21<sup>st</sup> century with emphasis on addressing mission challenges in our own time and place.
- c. A commitment to exploring ways and means and advocating positions that encourage the whole number of the baptized people of God to take part in the mission task of the church.

## **Article IV – Members**

### ***Section 1: Members***

Membership in the LSFM will include individuals who subscribe to the purpose and values of the LSFM, make the minimal LSFM membership contribution, and are accepted as members by the LSFM Executive Committee. Members who financially support the LSFM at a level approved by the Executive Committee may receive paper copies of LSFM publications.

### **Section 2: Liabilities of Members**

No person who is now, or who later becomes, a member of this corporation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of the corporation shall look only to the assets of this corporation for payment.

## **Article V – Executive Committee**

### **Section 1: Members of the Executive Committee**

The Executive Committee shall consist of the Chair, Vice Chair, Secretary, Treasurer, and Editorial Committee Chair.

### **Section 2: Regular Meetings**

The Executive Committee shall meet regularly at least six times/year. A quorum consists of a majority of the Executive Committee.

### **Section 3: Powers of the Executive Committee**

The Executive Committee shall have the authority to consider the business of the LSFM and act for and on behalf of the LSFM. The Executive Committee also has the authority to elect and/or appoint the officers of the corporation as well as other individuals or committees necessary for effective management and operation of the LSFM including hiring for compensation individuals to perform functions outside the expertise of the Executive Committee.

Special meetings of the Executive Committee may be called by the Chair or at the request of two of the members of the Committee. A majority of the members of the Executive Committee shall constitute a quorum at any of its meetings.

### **Section 4: Removal**

The Executive Committee shall have a summary power by vote of a two-thirds majority of its members to suspend, or to expel and terminate the membership of any member of the Executive Committee or individuals on appointed or elected committees for conduct which in its opinion disturbs the order, dignity, business, or harmony, or impairs the good name, popularity, or prosperity of the society, or which is likely, in its opinion, to endanger the welfare, interest, or character of the society, or for any conduct in violation of these bylaws. Such actions by the Executive Committee may be taken at any meeting upon the initiation of any member or members of the committee. The decision of the Executive Committee in such a matter shall be final and conclusive.

### **Section 5: Compensation**

The members of the Executive Committee or other members of any appointed committee shall receive no compensation for their services or personal expenses as members of the committee.

### **Section 6: Executive Committee Limitations**

The Executive Committee shall not:

- a. Conduct, manage, or control the affairs and business of the corporation, or make rules and regulations inconsistent with law, the articles of incorporation, or these bylaws.
- b. Borrow money or incur indebtedness for the purposes of the corporation, and for that purpose cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence

of debt and securities without the approval of the LSFM membership in a general meeting.

## **Article VI – Advisors to the Executive Committee**

### ***Section 1: Eligibility***

The Executive Committee may appoint at any time individual advisors or advisory committees to provide wisdom, different perspectives, and expertise needed by LSFM. The Executive Director of LSFM shall serve as Executive Committee liaison to such advisors.

### ***Section 2: Term of Office***

Advisory directors may be asked to serve up to two years. Advisory directors may be asked to serve additional terms.

## **Article VII – Officers**

### ***Section 1: Officers***

The officers of this corporation shall be a Chair, Vice Chair, Secretary, Treasurer, Chair of the Editorial Committee, and such other officers as the Executive Committee shall appoint.

### ***Section 2: Election and Terms of Office***

During the last quarter of each fiscal year, the Executive Committee shall elect officers to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the Executive Committee. The Chair and Treasurer, elected in even-numbered years, and Vice Chair and Secretary, elected in odd-numbered years, shall serve a two-year term, and may be re-elected for up to four consecutive terms. The Chairman of the Editorial Committee is elected for a three-year term by the Executive Committee and may be re-elected. Officers may serve until a successor is appointed. A member of the Executive Committee may succeed himself/herself in office.

### ***Section 3: Vacancies***

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by the Executive Committee.

### ***Section 4: Chair***

The Chair shall have general supervision, direction, and control of the business and affairs of the corporation. The Chair shall preside at all meetings of the members and shall have such other powers and duties as may be prescribed from time to time by the Executive Committee. The Chair, with the Secretary, shall execute, in the name of the corporation, all deeds, bonds, contracts, and other obligations and instruments to be executed.

The Chair of the corporation shall be an ex-officio member, with vote, on all committees.

### ***Section 5: Vice Chair***

In the absence, disability, or at the request of the Chair, the Vice Chair shall perform all the duties of the Chair and in so acting shall have all the powers of the Chair. The Vice Chair shall have such other powers and duties as may be prescribed from time to time by the Executive Committee.

### ***Section 6: Secretary***

The Secretary shall keep a full and complete record of the proceedings of all meetings of the LSFM, including, but not limited to Executive Committee meetings and Annual Meeting ~~and shall keep the seal of the corporation and affix it to such papers and instruments as may be required in the regular course of business,~~ shall make service of such notices as may be necessary or proper, shall supervise the keeping of the records of the corporation and shall discharge such other duties of the office as prescribed by the Executive Committee.

In the absence or disability of the Secretary, or his/her refusal or neglect to act, notices may be given and served by the Chair, or by the Vice Chair, or by any person thereunto authorized by the Chair or by the Vice Chair.

#### ***Section 7: Treasurer***

The Treasurer shall receive and safely keep all funds of the corporation and deposit same in such bank or banks as may be designated by the Executive Committee. These funds shall be paid out ~~only on checks of the corporation signed~~ by such officers as may be designated by the Executive Committee.

#### ***Section 8: Chair of the Editorial Committee***

The Chair of the Editorial Committee shall coordinate the activities and responsibilities of the Editorial Committee and serve as a liaison from that committee to the Executive Committee.

### **Article VIII – Meetings**

#### ***Section 1: Annual Meetings***

The Executive Committee shall not fail to hold an annual, publicly announced meeting of members of the corporation on a date in the second quarter of each year to provide the opportunity for the Executive Committee to report through its Executive Director on previous year activities, the challenges facing the society and to provide the members of the society with the opportunity to comment on LSFM's existing work as well as discuss ideas, suggestions, and strategies regarding LSFM's future.

Notice of the time and place of the annual meeting shall be sent to each member three weeks in advance of the meeting, inviting members to submit questions regarding the operation of LSFM as well as comments about the current state of the society and suggestions for further development of the society.

Minutes of the annual meeting shall be placed on the LSFM.global Website.

#### ***Section 2: Special Meetings***

Special meetings of the members of this corporation for any purpose or purposes may be called at any time by the Chair of the corporation.

Notice of the time, place, and purpose of special meetings of the members shall be given in the same manner as for annual meetings.

The Secretary of the corporation shall act as the secretary of all meetings, and in the absence of the Secretary, the presiding officer may appoint any person to act as Secretary.

### **Article IX – Committees**

## **Section 1: Editorial Committee**

### **Section 1(a) Purpose**

The purpose of the editorial committee is to set the policies and operating procedures for LSFM's premiere journal, currently entitled *Lutheran Mission Matters* and to implement those policies and procedures.

Journal publication *policies* are developed in the Editorial Committee and are proposed by the Editorial Committee Officers to the LSFM executive committee for approval. Operating procedures to enable the journal to be published in a timely and efficient fashion are developed by the Editorial Committee under the guidance and direction of its officers. Implementation of approved policies and operating procedures is the responsibility of the Officers of the Editorial Committee in consultation with the committee's membership.

### **Section 1(b): Membership**

The Editorial Committee shall be administered by three officers: the chairman of the Editorial Committee, the secretary of the Editorial Committee, and a member at large. The LSFM executive director serves as ex-officio, non-voting member.

The chairman of the Editorial Committee also serves as editor of the journal.

The chairman and the secretary are appointed by the Executive Committee of LSFM. The member at large is selected by the chairman and the secretary.

The officers of the Editorial Committee serve a three-year term and may be reappointed.

The total number of members of the Editorial Committee shall be determined by the officers of the Editorial Committee based on their assessment of the number of members needed and the skills required to produce the journal in a responsible and timely fashion. They shall be appointed by the three officers of the Editorial Committee for indefinite terms.

Further organization of the Editorial Committee shall be put in place as needed by the officers of the Committee.

## **Section 2: Standing Committees**

The Executive Committee shall have the authority to appoint such committees as it deems necessary to carry out the purposes of the corporation. In the event any such committee is appointed, it shall report to the Executive Committee at its regular meetings as invited and shall carry out the directives of the Committee.

## **Article X – Fiscal Year**

The fiscal year of this corporation shall be January 1 to December 31 inclusive.

## **Article XI – LSFM Staff**

LSFM staff includes an Executive Director who shall be accountable to the LSFM Executive Committee. The person holding this position shall not fail to provide an annual report.

Volunteers recruited by the Executive Director are accountable to the Executive Director. Volunteers providing specialized services will receive appropriate honorariums according to guidelines developed in consultation with the LSFM Executive Committee. Additional staff positions, job descriptions, review processes, and salary schedules will be developed by the Executive Director in consultation with and approved by the Executive Committee. The Executive Director serves on all committees in the capacity of an advisor, on a voice but no vote basis. As a non-voting member, the Executive Director's presence does not contribute to the quorum required for Committee meetings.

## **Article XII – Records and Inspections**

### ***Section 1: Records***

The corporation shall maintain adequate and correct accounts, books, and records of its business and properties. All of such books, records, and accounts shall be kept at its principal place of business, as fixed by the Executive Committee from time to time.

### ***Section 2: Inspection of Books and Records***

All books and records of the corporation shall be open to inspection by the members of the Executive Committee at all reasonable times at the principal office of the corporation.

### ***Section 3: Inspection and Certification of Bylaws***

The original or a copy of these bylaws as amended or otherwise altered to date, certified by the Secretary, shall be open to inspection.

### ***Section 4: Annual Reports***

The Executive Committee shall cause an annual report to be made not later than 60 days after the close of the fiscal year. Said annual report shall contain a balance sheet as of the closing date of such year, together with a statement of income and profit and loss for such year. These financial statements shall be certified by the Chair, Treasurer, or by a public accountant.

## **Article XIII – Endowment Fund**

The Lutheran Society for Missiology Endowment Fund offers an opportunity for voluntary contributions, and for long-term financial stability for the organization. Investment decisions will be made by the LSFM Executive Committee. Interest may be made available for the on-going operation of the organization. The principal and realized capital gains may be made available only for special opportunities, as determined by a majority vote of the Executive Committee. Regular financial reports on the endowment will be made to the Executive Committee. The LSFM Executive Director and LSFM Chair, or the LSFM Executive Director and two members of the LSFM Executive Committee may serve as signatories.

## **Article XIV – Parliamentary Authority**

All meetings of the Executive Committee shall be conducted in accordance with the current edition of Robert's Rules of Order Newly Revised (RRONR). Other rules of procedure as may be allowed under such Rules may be adopted from time to time consistent with RRONR.

### **Article XV – Amendment of Bylaws**

These bylaws may be amended or repealed and new bylaws adopted by the vote of the majority of the members of the Executive Committee at any committee meeting after the proposed changes have been sent to the members of the Society with request for comment. Any amendment to these bylaws adopted by the Executive Committee shall be binding unless and until rejected by the Executive Committee in a subsequent meeting. It shall be the duty of the Chair of the Executive Committee to present for ratification or rejection amendments to the bylaws that have been suggested for consideration at Executive Committee meetings.

Revised and Ratified