

## PROPOSED BYLAW CHANGES of NATIONAL LUTHERAN SECRETARIAT - August 2020

### Bylaws to Constitution Article 2

2.1 There shall be a National Lutheran Secretariat Newsletter to be published at least two times per year.

2.2 The Newsletter is to be posted on the National Lutheran Secretariat web site and notification e-mailed to all recipients. Each Secretariat is responsible for supplying National Lutheran Secretariat's Secretary and the editor of National Lutheran Secretariat Newsletter with the correct name, e-mail address, address and secretariat office of each of the members of its governing body and of its 's delegates.

**Bylaw 2.2 – Change to: The Newsletter is to be posted on the National Lutheran Secretariat website and an electronic notification emailed to all recipients in the National Lutheran Secretariat database. Each secretariat is responsible for supplying National Lutheran Secretariat Secretary with the correct name, email address, street address, and secretariat office of each of the members of its governing body and the prior year's delegates.**

### Bylaws to Constitution Article 3

3.1 The annual meeting of National Lutheran Secretariat shall be held between June 1 and August 31 for the purpose of transacting such business as may come before the meeting, including the presentation of committee reports. The time of the meeting shall be set by the Executive Committee.

3.2 Special meetings of National Lutheran Secretariat may be called by a majority vote of the Executive Committee or upon a written petition bearing authorized signatures of not less ~~that~~ **than** 50 delegates with voting rights or 10% of the delegates with voting rights, whichever is less, delivered to the President or Treasurer. The purpose of the special meeting must be stated in the petition. The notice of such meeting shall state the nature of the business to be transacted at the specially called meeting, which shall be limited to the stated purpose. Within 30 days after receipt of a demand for a special meeting from voting members, the Executive Committee shall call a special meeting and hold it on notice no later than 90 days after receipt of the demand at the expense of the corporation.

3.3 The Executive Committee shall determine the place at which the annual meeting or special meetings will be held.

3.4 Written notice of the annual meeting shall be made stating the place, day and hour of such meeting. This notice shall be mailed to each member secretariat and delegate not less than 90 days prior to the meeting. Notice of special meetings shall be given to each member secretariat and delegate not less than 30 days prior to the meeting. Notice of meetings shall be deemed delivered when deposited in the United States mail and addressed to the delegate and the delegate's address as it appears on the records of National Lutheran Secretariat, with postage thereon paid. Notice of the annual meeting may be sent in the Newsletter.

**3.4 Change to: Written notice of the annual meeting shall be made stating the place, day and hour of such meeting. This notice shall be mailed electronically to each member secretariat and delegate not less than 90 days prior to the meeting. Notice of special meetings shall be given to each member secretariat and delegate not less than 30 days prior to the meeting. Notice of meetings shall be deemed delivered when the electronic mail has been sent to the delegate's email address as it appears ~~on~~ in the records of National Lutheran Secretariat database. Notice of the annual meeting may be sent in the Newsletter.**

3.5 A quorum for the transaction of business at any meeting of National Lutheran Secretariat shall consist of a majority of the delegates, laity and clergy, authorized to vote at the time of such meeting. The delegate is authorized by written appointment by the Secretariat they represent to the NLS Secretary. The act of a majority of the delegates at the meeting at which a quorum is present shall be the act of National Lutheran Secretariat, except when otherwise provided by law or these Bylaws.

3.6 Each delegate shall have one vote. Any questions as to voting rights will be settled by National Lutheran Secretariat as the first order of business at any meeting. The principals involved in any dispute on voting rights will not be permitted to vote on the matter.

3.7 The number of voting clergy delegates shall be limited to one-third of the total number of delegates, laity and clergy, in attendance. If the number of clergy delegates attending totals more than one-third of the total number of delegates in attendance, all clergy delegates in attendance shall caucus before the meeting begins to determine among themselves which of them shall vote.

3.8 All meetings shall be conducted according to Robert's Rules of Order, latest edition.

#### Bylaws to Constitution Article 4

4.1 Application for membership in the corporation of National Lutheran Secretariat shall be submitted to the Executive Committee. Membership applications shall be acted upon in conformity with the spirit and intent of the purposes of National Lutheran Secretariat. Upon acceptance of such application by the Executive Committee and by formal acceptance of the Constitution and Bylaws as provided in Article 11 the secretariat so applying shall become a voting member of the corporation.

4.2 Each affiliated secretariat may be represented by lay delegates based on the greater of either one of the following formulas:

One lay delegate for each one thousand persons who have attended a Via de Cristo through its ministry as a secretariat (e.g. 1-999 participants - one lay delegate; 1000-1999 participants two lay delegates, etc.)

- OR -

The number of lay delegates, based on the number of weekends held the previous calendar year, are as follows:

Number of Weekends	Number of Lay Delegates
0-4	1
5-8	2
9-12	3
13 or more	4

[Note: The recommended term of office for each delegate is not less than three years.]

#### Bylaw 4.2 – Change to say:

Each affiliated secretariat may be represented at the Annual Meeting by lay delegates based on the greater of one of the following formulas (based on last available Annual Activities Report, previous numbers will be used if current Annual Activities Report is not received by April 1<sup>st</sup> with previous year numbers):

The number of Delegates will be based on the following formula using the number of persons who have attended a Via de Cristo weekend through its ministry as a secretariat (e.g. 0-999 participants – one delegate; 1000-1999 participants – two lay delegates, etc.)

OR

The number of lay delegates, based on the number of weekends based on the Annual Activities Report held the previous calendar year, are as follows: Number of Weekends (e.g. 0-4 weekends – one delegate; 5-8 weekends – two delegates; 9-12 weekends – 3 delegates; 13 or more weekends – 4 delegates.)

4.3 Visitors from affiliated secretariats are welcome to attend meetings of National Lutheran Secretariat and may speak to any issue, but are not permitted to vote unless this Bylaw is suspended by a two-thirds vote of the delegates for the duration of the meeting.

4.4 Each affiliated Secretariat is entitled to one clergy delegate to attend the annual or special meetings of National Lutheran Secretariat as delegate with voting powers except as may be limited in Bylaw 3.7 to Article 3 of the Constitution.

4.5 National Lutheran Secretariat, by an affirmative two-thirds vote, may suspend or expel an affiliated secretariat for causes detrimental to the corporation's activities or if the affiliated secretariat is in conflict with the corporation's goals and objectives.

**Bylaw 4.5 Change to:** National Lutheran Secretariat Executive Committee, by affirmative 2/3 vote, may suspend or expel an affiliated secretariat for causes detrimental to the corporation's activities or if the affiliated secretariat is in conflict with the corporation's goals and objectives until formal action can be taken by National Lutheran Secretariat.

4.6 The Executive Committee may appoint up to three (3) delegates at large to attend a National Lutheran Secretariat Annual Meeting. Each delegate may serve for one year and is eligible for re-appointment. The travel and fee expenses of the appointed at large delegates shall be paid by National Lutheran Secretariat.

#### Bylaws to Constitution Article 5

5.1 The six officers of National Lutheran Secretariat shall be elected for a term of two years and shall hold office until their successors are duly elected. No officer shall be elected to more than two (2) consecutive terms for the same office. The terms of the officers shall be staggered, with three (3) officers being elected each year. In order to provide geographical balance, no more than two (2) officers shall be elected from any one state.

5.2 The spiritual director shall be an ordained and rostered Lutheran pastor and will give spiritual direction and guidance to National Lutheran Secretariat and to the Executive Committee and to any standing or special committees or task forces as requested.

5.3 The president shall preside at all National Lutheran Secretariat meetings, have general supervision over the affairs of the corporation, facilitate and coordinate expansion activities, and shall perform all such other duties as are incident to his or her office.

5.4 There shall be two vice presidents, one for administration and one for outreach. In the event of the temporary absence or disability of the president, the duties of the president shall be performed by the vice-president for administration.

5.5 The secretary shall issue notices of the Executive Committee, annual and special meeting notices and shall, if requested, attend and keep the minutes of such meetings. He or she shall have charge of all the corporate books, records, the database, and other papers, and shall be the custodian of the corporate seal, if any. He or she shall attest with his or her signature all written contracts and other documents of the corporation, and shall perform all such duties as are incident to the office.

5.6 The treasurer shall have the custody of all the monies and securities of the corporation and shall give bond in such sum and with such sureties as the Executive Committee may require. He or she shall sign all checks of the corporation, shall keep regular books of account, and shall submit that together with all vouchers, receipts, records and any other papers to the Executive Committee or Delegates for their examination and approval as often as the Executive Committee or Delegates may require, is authorized to sign such government, financial and tax forms as are required to be filed, and shall perform all such other duties as are incident to the office.

5.7 After their election, the officers are not required to be delegates from their areas. The officers are considered voting members of National Lutheran Secretariat.

5.8 If a vacancy exists on the Executive Committee, the Executive Committee may, by appointment, fill the vacancy until the next Annual meeting.

5.9 The Executive Committee shall engage an Executive Director to coordinate the operations of the organization and its affiliated secretariats and publically represent them.

5.10 In order to comply with Minnesota law, all meetings of the Executive Committee shall comply with these requirements:

- a. The annual meeting of the Executive Committee shall be held in conjunction with the annual of meeting of the delegates at or near the place where the annual meeting of the delegates is conducted. The Executive Committee may conduct business as may properly come before it. If there is no annual meeting of the delegates, the annual meeting of the Executive Committee shall be held each year at such time and place as the Executive Committee may designate, and the Executive Committee may conduct such business as may properly come before it.
- b. Regular meetings of the Executive Committee may be held from time to time at such place as the Executive Committee shall designate.
- c. A special meeting of the Executive Committee may be called at any time by the President or upon written request of any two or more Officers of the corporation.
- d. A special meeting of the Executive Committee may be called for any purpose at any time by the President or upon written request of any two or more Officers of the corporation. Upon request in writing to the President or the Secretary by any two or more Officers, such Officer shall cause to be given to the Executive Committee notice of a meeting to be held at such time, not less than five days after receipt of such request, as such Officer may fix. Special meetings of the Executive Committee shall be held at the principal office or at such other place as the Executive Committee may designate.
- e. Written notice of each regular and special meeting of the Executive Committee stating the date, time and place and, in the case of a special meeting, its purpose, shall be delivered, mailed, e-mailed or faxed, not less than five days prior to the meeting, to each Officer entitled to vote at the meeting at his or her last address according to the available records of the corporation. No business shall be transacted at a special meeting except that which has been specified in the notice of the meeting.
- f. An Officer may waive notice of a meeting of the Executive Committee. A waiver of notice by an Officer entitled to notice is effective whether given before, at, or after the meeting, and whether given orally, in writing, or by attendance. Attendance by an Officer at a meeting is a waiver of notice of that meeting unless the Officer objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting.
- g. At each meeting of the Executive Committee, the presence in person of a majority of the Officers shall be necessary to constitute a quorum for the transaction of business. In the absence of such a quorum, any meeting may be adjourned from time to time by a majority of the Officers present. If a quorum is present when a duly called or held meeting is convened, the Officers present may continue to transact business until adjournment, even though one or more Officers withdraws from the meeting leaving less than a quorum.
- h. Each Officer shall have one (1) vote. Except as otherwise provided in the Minnesota Statutes, the Articles of Incorporation of the corporation, or these Bylaws, all questions at a meeting of the Executive Committee at which a quorum is present shall be decided by the affirmative majority vote of the Officers present in person at the meeting.
- i. If any meeting of the Executive Committee is adjourned to another time or place, no notice as to such adjourned meeting need be given other than by announcement at the meeting at which such adjournment is taken. At an adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting as originally noticed.
- j. A conference among Officers by means of communication through which the Officers may simultaneously hear each other during the conference is a Executive Committee meeting if the same notice is given of the conference as would be

required for a meeting and if the number of Officers participating in the conference is a quorum. Participation in a meeting by this means is personal presence at the meeting.

k. Any action required or permitted to be taken at a meeting of the Executive Committee may be taken by written action signed by the number of Officers who would be required to take the same action at a meeting of the Executive Committee at which all Officers were present; provided, however, that all Officers must be notified immediately of its text and effective date. The written action is effective when signed by the required number of Officers, unless a different effective time is provided in the written action. Failure to provide the notice does not invalidate the written action. An Officer who does not sign or consent to the written action is not liable for the action.

5.10k Change to: Any action required or permitted to be taken at a meeting of the Executive Committee may be taken by written action signed by the number of Officers who would be required to take the same action at a meeting of the Executive Committee at which all Officers were present; provided, however, that all Officers must be notified immediately of its text and effective date. The written action is effective when signed, or consented to by authenticated-electronic communication, by the required number of Officers, unless a different effective time is provided in the written action. Failure to provide the notice does not invalidate the written action. An Officer who does not sign or consent to the written action is not liable for the action.

l. The Executive Committee shall conduct all of its meetings and business in accordance with the conflicts of interest provisions and requirements of the Minnesota Nonprofit Corporation Act. [Bylaw 5.10 is to comply with provisions in Minnesota law.]

#### Bylaws to Constitution Article 6

6.1 The chairpersons of committees shall be named by the president, with the consent of the Executive Committee, and will serve at the discretion of the president.

**Bylaw 6.1** - The chairpersons of all committees shall be named by the President, with the consent of the majority of the remaining five Executive Committee members. Chairpersons will serve at the discretion of the President.

6.2 Any action taken by any standing or special committee designated by the President or the Executive Committee shall be subject to the approval of National Lutheran Secretariat.

**Bylaw 6.2** - All National Lutheran Secretariat committees shall submit written reports or minutes to the National Lutheran Secretariat Executive Committee in a timely manner. All significant actions shall be subject to approval by the National Lutheran Secretariat Executive Committee.

**New Bylaw 6.3 (Old 6.3 becomes 6.4)** - All minutes of the National Lutheran Secretariat Executive Committee shall be made available in a timely manner. All significant actions will be subject to approval by the National Lutheran Secretariat at its Annual Meeting. Upon approval by the National Lutheran Secretariat, significant actions taken by the Executive Committee or any special/standing committee created thereunder shall be considered "approved" by the National Lutheran Secretariat.

6.3 The standing committees may be one or more of the following:

- |                     |                                   |
|---------------------|-----------------------------------|
| a. Palanca          | f. Newsletter                     |
| b. Leadership       | g. New movement Outreach          |
| c. Communications   | h. Operations and finance         |
| d. Public Relations | i. Revitalization of Secretariats |
| e. Post Weekend     |                                   |

**New Bylaw 6.4 – Same as old 6.3** with additions: The standing committees may be one or more of the following:

- |                     |                          |
|---------------------|--------------------------|
| a. Palanca          | e. Post Weekend          |
| b. Leadership       | f. Newsletter            |
| c. Communications   | g. New movement Outreach |
| d. Public Relations |                          |

#### h. Operations and finance

Standing Committee chairs will be notified of Executive Committee Meetings and may be asked to attend meetings from time to time as observers. In addition to standing committees designated above the National Lutheran Secretariat may create special purpose committees or functions as considered necessary to assist in the work of the National Lutheran Secretariat. For purposes of this bylaw, all such individuals, groups, or function positions (e.g. Database coordinator, newsletter editor, tax advisor, etc.) will be subject to the guidelines and reporting requirements of a committee.

7.1 The funds of the corporation shall be deposited in such bank or depository as the Executive Committee may designate and shall be withdrawn upon the signature of the treasurer and upon the signature of such other person or persons as the Executive Committee may authorize.

New Bylaw 7.2 The National Lutheran Secretariat fiscal year ends May 31<sup>st</sup> of each year

New Bylaw 7.3 The Executive Committee shall assure that an annual review of the funds and financial transactions of the corporation be conducted by three persons not currently on the Executive Committee. This review shall also include verification of compliance with timely filing requirements applicable to 501(c)(3) and Minnesota nonprofit corporations. A report summarizing the findings of this review shall be supplied to secretariats/delegates during each year's annual meeting.

New Bylaw 8.1 Any affiliated secretariat (or its delegate) may propose a new bylaw or an amendment to an existing bylaw. They may forward the proposed bylaw or amendment to all secretariats and the Executive Committee, with an explanation. Bylaws not submitted to the Executive Committee at least 120 days prior to the annual meeting of the National Secretariat shall require a majority vote at the National Secretariat meeting to be considered. The Executive Committee shall forward all proposed bylaws to all affiliated secretariats within 60 days of the annual meeting.

#### National Lutheran Secretariat Leadership Endowment

Section A – Endowment Fund Board -The National Lutheran Secretariat (NLS) Leadership Endowment Board (hereafter referred to as the “Board”) shall consist of five members, all of whom shall be a member of an NLS affiliated Secretariat. The term of each member shall be three years. Upon adoption of this resolution by a majority of delegates at an official NLS Annual Meeting, the NLS Executive Committee shall appoint five members of the Board: two for a term of three years; two for a term of two years; and one for a term of one year. Thereafter, annually the Executive Committee (EC) shall appoint the necessary number for a term of three years. No member shall serve more than two consecutive three-year terms. After a lapse of one year, former Board members may be re-appointed for no more than one additional term. The NLS President and its Executive Director shall serve as non-voting Board members. In event of a Board vacancy, the NLS EC shall appoint a replacement member. The Board shall meet at least semi-annually. A quorum shall consist of three members. When only three members are present, a unanimous vote shall be required to carry any motion or resolution. The Board shall elect from its membership a leader to facilitate meetings and a recording secretary to maintain complete and accurate minutes of meetings. The Board shall report on a semi-annual basis to the NLS EC and annually at the NLS AM. The Board may request other members of affiliated Secretariats to serve as advisory members as it deems in the best interest of the Endowment Fund assets (hereafter referred to as the “Fund”). The Board should educate affiliated Secretariats about the Fund, promote the Fund, solicit donations in an appropriate manner and create additional Funds as may be needed to fulfill specific requirements of donors.

Section B – Endowment Fund Management - The Board shall manage the Fund and shall use its best judgment to invest the Fund in a wise and prudent manner. The Board may choose to employ professional management on investments, accounting, and legal matters. No member of the Board shall engage in any self-dealing or transactions with the Fund in which the member of the Board has direct or indirect financial interest and shall at all times refrain from any conduct in which his/her personal interest would conflict with the interest of the Fund. There shall be an annual review of the Endowment Fund activities by a committee of three appointed by the NLS EC. None of these persons shall be members

of the Board. The committee may enlist professional assistance as necessary. Payment for any professional assistance shall be made from the Fund itself.

Section C – Distributions from the Fund! Annual Distributions from the Fund. The Board shall determine distributions from the Fund. Distributions shall be made with particular emphasis on funding the needs of the Executive Director to enhance and extend the life and mission of the Via de Cristo. It is not intended that Fund distributions be used for the day-to-day operations (i.e., for items normally included in the operating budget). The Board may distribute up to five percent of the Fund annually. ! Emergency Distribution from the Fund. The Board may distribute more than five percent of the Fund only when it deems that circumstances are such that the future of the NLS Executive Director is at stake, and that the only recourse seems to be the use of the Fund. A two-thirds vote of members present at an NLS EC meeting is required for such use. ! The NLS Treasurer or his/her designee shall make fund deposits and disbursements. Whoever is responsible for deposits and disbursements shall be bonded.

Section D – Amending the Resolution Any amendment to this resolution shall be adopted by two-thirds vote of the delegates present at an NLS Annual Meeting.

Section E – Disposition or Transfer of FUND Dissolution of the NLS will automatically cause the Fund to be dealt with as any other asset of the NLS as stated in its Articles of Incorporation, Constitution, and ByLaws.