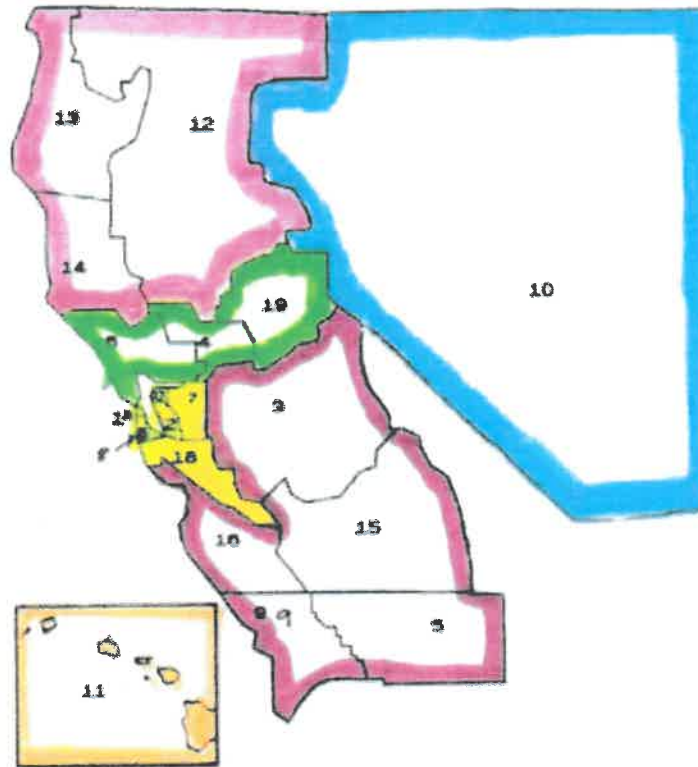




Bylaws

Lutheran Women's Missionary League California-Nevada-Hawaii

LUTHERAN WOMEN'S MISSIONARY LEAGUE
 CALIFORNIA-NEVADA-HAWAII
 Map of Regions and Zones



LWML CNH Regions

- | | |
|-------------------------------------|----------|
| Region I Zones 12, 13, 14 | (Pink) |
| Region II Zones 4, 6, 19 | (Green) |
| Region III Zones 1, 2, 7, 8, 17, 18 | (Yellow) |
| Region IV Zones 3, 5, 9, 15, 16 | (Purple) |
| Region V Zone 10 | (Blue) |
| Region VI Zone 11 | (Orange) |

LWML CNH Zones

- | | |
|---------------------|------------------------|
| 1 San Francisco | 10 Sierra Nevada |
| 2 Concordia | 11 Hawaii |
| 3 North San Joaquin | 12 North Sacramento |
| 4 West Sacramento | 13 North Coast |
| 5 South San Joaquin | 14 Redwood Empire |
| 6 North Bay | 15 Central San Joaquin |
| 7 Mt. Diablo | 16 Monterey Bay |
| 8 Peninsula | 18 Santa Clara |
| 9 Central Coast | 19 East Sacramento |

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**LWML CNH
OFFICERS AND PERSONNEL**

EXECUTIVE COMMITTEE

President
Vice President of Christian Life
Vice President of Convention Planning
Vice President of Gospel Outreach
Vice President of Special Focus Ministries
Vice President of Organizational Resources
Recording Secretary

Financial Secretary
Treasurer
Communications Director
Parliamentarian
Pastoral Counselors
Secretary to the President

BOARD OF DIRECTORS

Executive Committee

Zone Presidents

DEPARTMENTS

CHRISTIAN LIFE

Christian Life Committee

CONVENTION PLANNING

Convention Chairman
Convention Program Committee
Manual Coordinator

GOSPEL OUTREACH

Gospel Outreach Committee

SPECIAL FOCUS MINISTRIES

Human Care Committee
Committee for Young Women
Heart to Heart Sisters Committee

ORGANIZATIONAL RESOURCES

Leader Development Committee
Structure Committee

APPOINTED PERSONNEL

Archivist-Historian
Convention Chairman
Mailing Coordinator

ARTICLES OF INCORPORATION

ARTICLE I: NAME

The name of this organization shall be Lutheran Women's Missionary League California-Nevada-Hawaii District (hereinafter referred to as LWML CNH), a subordinate organization of the Lutheran Women's Missionary League. The Lutheran Women's Missionary League (hereinafter referred to as LWML) is an integrated auxiliary of The Lutheran Church-Missouri Synod (hereinafter referred to as LCMS).

ARTICLE II: ORGANIZATION

This corporation is a religious corporation, an auxiliary of The Lutheran Church-Missouri Synod, and is not organized for the private gain of any person. It is organized under the Nonprofit Religious Corporation Law exclusively for religious purposes.

ARTICLE III: PURPOSE

- A. This corporation is organized and operated exclusively for religious purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code.
- B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
- C. The primary and specific purposes of this corporation shall be:
 - 1. to develop and maintain a greater mission consciousness among the women of the Lutheran Women's Missionary League of the California-Nevada-Hawaii District through Mission Education, Mission Inspiration, and Mission Service;
 - 2. to gather funds for mission grants, either directly sponsored or approved by LCMS boards or by the California-Nevada-Hawaii District President, especially by those for which no adequate provision has been made in the LCMS or in the LCMS district budgets.
- D. The secondary purpose of the corporation shall be:
 - 1. to engage in Christian missionary work in our own community and in the world at large;
 - 2. to cultivate Christian fellowship among its members and prospective members;
 - 3. to make contributions and gifts of money or other corporate property to other churches, organizations, corporations, or persons for religious and charitable purposes;
 - 4. to take charge of, hold, and manage all property, personal and real, that may at any time or in any manner come to or vest in this corporation for any purpose within the powers granted by the constitution and statutes of the State of California;
 - 5. to carry on, conduct, and engage in any business transaction or matter which may be or can be included or appertain to any of the purposes aforesaid.

ARTICLE IV AGENT FOR SERVICE OF PROCESS

The name and address of this corporation's initial agent for service of process in the State of California is:
LWML CNH President, CNH LCMS Office, 2772 Constitution Drive, Livermore CA 94550

ARTICLE V: PROPERTY RIGHTS

The property of this corporation is irrevocably dedicated to religious purposes, and no part of the new income or asset of the corporation shall ever inure to the benefit of any director, officer, or member thereof, or the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision of payment, of all debts and liabilities of this corporation shall be distributed to the California-Nevada-Hawaii District of The Lutheran Church-Missouri Synod, a California Nonprofit Religious Corporation, or its legal successor, if it is then in existence and tax exempt under Section 501 (c)(3) of the Internal Revenue code, but if not then in existence or so exempt, then to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for religious purposes and which has established its tax exempt status under Section 501 (c)(3) of the Internal Revenue Code.

ARTICLE VI: MEMBERS, MEETINGS, OFFICERS

- A. The membership of this corporation shall be composed of individual women or women's organizations within congregations, on campuses, in resident homes, or in other settings within the California-Nevada-Hawaii District of The Lutheran Church-Missouri Synod, which have expressed their desire to join, have followed the procedure outlined in the bylaws, and have adopted the objective of the Lutheran Women's Missionary League, California-Nevada-Hawaii District,
- B. This corporation shall have a general meeting of delegates biennially in even-numbered years or as often as may be determined by resolution of the corporation's officers. The number and qualifications of delegates shall be determined by the bylaws.
- C. The officers of the California-Nevada-Hawaii District of the Lutheran Women's Missionary League shall be as provided in the bylaws. The corporation shall have power to create or abolish offices, boards, and committees as the bylaws shall direct.

ARTICLE VII: AMENDMENTS TO ARTICLES

These Articles may be amended or repealed upon resolutions by the Board of Directors.

Helen Bartz, President

Approved by: Secretary of State of the State of California

Original Incorporator

November 4, 1992

Amended: April 2000

Amended: April 2006

Amended April 2012

Amended April 2016

BYLAWS

ARTICLE I: MEMBERS

Section 1.

- A. Any woman who is a communicant member of a Lutheran Church-Missouri Synod (hereinafter referred to as LCMS) congregation is eligible for membership in the Lutheran Women's Missionary League (hereinafter referred to as the LWML) of the California-Nevada-Hawaii District (hereinafter referred to as CNH).
- B. Women who hold membership in an LCMS congregation may form a society in a single setting other than a congregation, a campus, or resident home, upon approval of the Lutheran Women's Missionary League California-Nevada-Hawaii District Executive Committee.
- C. One (1) or more societies affiliated with the LWML within a congregation, on a campus, in a resident home, or in other single settings, shall be considered one (1) unit.
- D. Individual membership is available to a woman in an LCMS congregation with or without a society affiliated with the LWML. Individual membership is not considered a society or unit, nor does it confer voting privileges at the LWML level.

Section 2.

Application for membership in the LWML CNH shall be made to the LWML CNH Executive Committee for approval subject to ratification by the LWML CNH Board of Directors. It shall be necessary for the society or individual to submit an application to the LWML CNH President

Section 3.

A society or individual shall relinquish membership by submitting a letter of resignation to the LWML CNH President.

ARTICLE II: DISTRICT ORGANIZATION

Section 1. District

- A. The LWML CNH shall be comprised of societies united to form zones; zones are united to form the district.
- B. The LWML CNH shall be under CNH LCMS guidance.
- C. The LWML CNH Bylaws shall not be in conflict with the LWML Articles of Incorporation and Bylaws and must conform to the LWML articles on object, members, representation at LWML conventions, and parliamentary authority. These bylaws and amendments shall be submitted for approval as required in LWML Bylaws.

Section 2. Zones

- A. Zone bylaws shall not be in conflict with LWML CNH Bylaws. Zone bylaws and proposed amendments shall be submitted, as required, for approval to the LWML CNH Structure Committee, prior to zone adoption.
- B. Zones shall submit names of delegates and alternates to the LWML CNH President for certification as delegates to the LWML conventions. Each zone may send one (1) certified delegate for each ten (10) or fewer units, and one (1) certified delegate for each additional ten (10) units or major fraction thereof, as of January 1 preceding the convention. A major fraction of ten (10) is defined as six (6) or more.

ARTICLE III: DISTRICT CONVENTIONS AND REPRESENTATION

Section 1. Voting Delegation

The voting delegation of the convention shall be:

- A. one (1) certified delegate from each unit of the LWML CNH:
 - 1. Units in Hawaii, Zone 11, may vote by absentee ballot.
 - 2. Absentee ballots shall be sent to every society in Zone 11.
- B. voting members of the LWML CNH Board of Directors;
- C. Past Presidents of LWML CNH who are current members of LWML CNH.

Section 2.

- A. Each delegate shall have an alternate.
- B. The names of the delegates and alternates shall be received by the Recording Secretary at least three (3) weeks prior to convention.

Section 3.

A majority of the voting delegation shall constitute a quorum.

Section 4.

A member of the voting delegation shall vote in one (1) capacity only. Proxy votes are prohibited.

ARTICLE IV: NOMINATIONS AND NOMINATING COMMITTEE

Section 1. Nominating Committee

A nomination committee of five (5) LWML CNH members shall be selected as follows:

- A. A list of candidates for the nominating committees shall be compiled by the Board of Directors at the regular summer meeting following convention. This list shall include a minimum of ten (10) candidates representing at least five (5) zones. A vote shall then be taken, and the candidates will be contacted by the LWML CNH Secretary in order of the votes received, until five (5) have agreed to serve.
- B. The candidate receiving the highest number of votes shall be asked to serve as chairman.
- C. Written consent to serve shall be received from all candidates.
- D. After contacting all names from list as compiled by the Board of Directors, if no committee is formed by the first winter meeting following the convention, the previous nominating committee will be reinstated.
- E. A vacancy on the committee shall be filled by the candidate receiving the next highest number of votes.

Section 2. The Nominating Committee shall:

- A. select candidates who are members of the LWML CNH, with the exception of Pastoral Counselors;
- B. obtain written consent of all nominees to serve, if elected;
- C. submit names of at least two (2) candidates, if possible, for each elective office to be filled;
- D. obtain nominations for Pastoral Counselors from the Board of Directors at the winter Board of Directors' meeting in odd-numbered years, selected by plurality vote;
- E. The LWML CNH President shall submit names of Pastoral Counselor nominees selected by the Board of Directors to the CNH LCMS President for review;
- F. obtain written consent of the Pastoral Counselor nominees to serve if elected;
- G. submit the entire slate of candidates for inclusion in the Convention Call Packet;
- H. prepare ballots listing candidates in alphabetical order for each office.

Section 3. Nominations from the Convention floor:

Nominations for elected officers may be made from the convention floor, provided written consent of the nominee to serve, if elected, has been secured and a statement of her qualifications is provided to the voting body.

ARTICLE V: OFFICERS AND ELECTIONS

Section 1. The elected officers shall be:

- President
- Vice President of Christian Life
- Vice President of Convention Planning
- Vice President of Gospel Outreach
- Vice President of Special Focus Ministries
- Vice President of Organizational Resources
- Recording Secretary
- Financial Secretary
- Treasurer

Section 2. The nominated candidates for office shall be elected by paper ballot at the LWML CNH

Convention. If a slate of nominees that has been presented is uncontested (i.e. one nominee for each office) and no nominations are made from the convention floor, the chair of the convention may call for a hand vote. The term of office shall be four (4) years, or until their successors are elected. They shall not be eligible for reelection to the same office until four (4) years after concluding their term.

- A. The election of officers shall be as follows:
 - 1. The President, Recording Secretary, Financial Secretary, Vice President of Convention Planning, Vice President of Organizational Resources, Recording Secretary, Financial Secretary and a Pastoral Counselor shall be elected in one (1) convention.
 - 2. The Treasurer, Vice President of Christian Life, Vice President of Gospel Outreach, Vice President of Special Focus Ministries, and a Pastoral Counselor, shall be elected at the following convention.
 - 3. A majority vote shall elect a candidate.
 - 4. In the event that there are three (3) or more candidates for office and a majority vote has not been reached after two (2) ballots have been cast, the candidate with the lowest number of votes shall be removed from each successive ballot.
- B. Newly elected officers shall assume their duties at the close of the convention in which they are elected.

ARTICLE VI: DUTIES OF ELECTED OFFICERS

Section 1. The President shall:

- A. preside at the LWML CNH Conventions, the Executive Committee meetings, and the Board of Directors' meetings;

- B. appoint, with the approval of the Executive Committee, officers and personnel, which may include:
 - Communications Director
 - Archivist-Historian
 - Convention Chairman
 - Mailing Coordinator
 - Parliamentarian
 - Secretary to the President
 - Chairmen of Standing Committees, unless provided for in the bylaws, and other necessary personnel;
- C. assign the Pastoral Counselors to their respective areas of service;
- D. serve on the Convention Program Committee;
- E. be an ex officio member of all committees, except the Nominating Committee;
- F. receive and approve vouchers for payment of all legitimately-incurred expenditures and bills;
- G. be responsible for the execution of resolutions passed by the LWML CNH District Conventions, the Executive Committee, and the Board of Directors;
- H. report to the LWML CNH Convention, the Executive Committee, and the Board of Directors;
- I. represent the LWML CNH at zone rallies or send a representative from the Executive Committee;
- J. attend, as a voting member, all LWML Board of Directors' meetings and LWML Conventions.

Section 2. The Vice President of Christian Life may perform the duties of the office of the President in the absence of, or at the request of, the President or the Executive Committee and shall:

- A. serve as coordinator of the Department of Christian Life and be an ex officio member of all committees in this department;
- B. serve as chairman of the Christian Life Committee and appoint up to three (3) members to this Committee, with approval of the Executive Committee;
- C. serve on the Convention Program Committee;
- D. report to the LWML CNH Convention, the Executive Committee, and the Board of Directors.

Section 3. The Vice President of Convention Planning may perform the duties of the office of the President in the absence of, or at the request of, the President or the Executive Committee and shall:

- A. serve as coordinator of the Convention Planning Department, be an ex officio member of all committees in this department, and be liaison between the host zone(s) and the Executive Committee;
- B. serve as chairman of the Convention Program Committee;
- C. appoint the Convention Manual Coordinator and other necessary personnel, with approval of the Executive Committee;
- D. report to the LWML CNH Convention, the Executive Committee, and the Board of Directors.

Section 4. The Vice President of Gospel Outreach may perform the duties of the office of the President in the absence of, or at the request of, the President or the Executive Committee and shall:

- A. serve as coordinator of the Gospel Outreach Department and be an ex officio member of all committees in this department;

- B. serve as chairman of the Gospel Outreach Committee, and appoint up to three (3) members to this Committee, with the approval of the Executive Committee;
- C. serve on the Convention Program Committee;
- D. report to the LWML CNH Convention, the Executive Committee, and the Board of Directors.

Section 5. The Vice President of Special Focus Ministries may perform the duties of the office of the President in the absence of, or at the request of, the President or the Executive Committee and shall:

- A. serve as coordinator of the Special Focus Ministries Department and be an ex officio member of all committees in this department;
- B. serve as chairman of the Human Care Committee and appoint up to three (3) members ~~of~~ to this Committee, with the approval of the Executive Committee;
- C. appoint a chairman and up to three (3) members to the Committee for Young Women, with the approval of the Executive Committee;
- D. appoint a chairman and up to three (3) members to the Heart to Heart Sisters Committee
- E. serve on the Convention Program Committee;
- F. report to the LWML CNH Convention, the Executive Committee, and the Board of Directors.

Section 6. The Vice President of Organizational Resources may perform the duties of the office of the President in the absence of, or at the request of, the President or the Executive Committee and shall:

- A. in the event of an emergency or unexpected vacancy in the office of the President, fill the temporary vacancy until an election is held by the Board of Directors;
- B. serve as coordinator of the Organizational Resources Department-and be an ex officio member of all committees in this department;
- C. serve as chairman of the Structure Committee and appoint three (3) members to this committee, with approval of the Executive Committee;
- D. appoint a chairman and up to three (3) members to the Leader Development Committee, with approval of the Executive Committee;
- E. serve on the Convention Program Committee;
- F. report to the LWML CNH Convention, the Executive Committee, and the Board of Directors.

Section 7. The Recording Secretary shall:

- A. record LWML CNH Convention proceedings and meetings of the Executive Committee and the Board of Directors;
- B. provide each member of the Executive Committee and the Board of Directors with a copy of the minutes of their respective meetings, and of the LWML CNH Convention proceedings;
- C. contact candidates for the nominating committee chosen by the Board of Directors, in order of the votes received, until five (5) have agreed to serve.
- D. provide each unit with a copy of the LWML CNH Convention proceedings;
- E. serve as Credentials Chairman and receive credentials of the delegates, the Board of Directors, and the past presidents of LWML CNH prior to the convention;
- F. serve on the Convention Program Committee;

- G. mail Special Election ballots to the Board of Directors for the purpose of filling a vacancy in the office of the President (see Article IX, section 4.1.);
- H. receive the Special Election ballots from the Board of Directors and call a meeting of the tellers to tally votes;
- I. report to the LWML CNH Convention, the Executive Committee, and the Board of Directors.

Section 8. The Financial Secretary shall:

- A. receive and deposit all monies in a financial institution approved by the Executive Committee;
- B. keep an itemized account of all receipts;
- C. submit financial reports to the LWML CNH Convention, the Executive Committee, and the Board of Directors;
- D. notify societies annually of pro-rate due date;
- E. maintain records of Quarterlies distributed to LWML CNH members;
- F. submit financial records for review annually by at least two or more people with accounting background;
- G. submit financial records for review upon special direction of the Executive Committee as determined necessary;
- H. serve on Special Election Tellers Committee for filling a vacancy in the office of President (see Article IX, Section 4.1);
- I. serve on the Convention Program Committee.

Section 9. The Treasurer shall:

- A. receive from the Financial Secretary a report of all monies deposited;
- B. keep an itemized account of all receipts and disbursements;
- C. make all payments authorized by the LWML CNH President;
- D. submit financial reports the LWML CNH Convention, the Executive Committee and the Board of Directors
- E. submit financial records annually for review by two or more people with accounting background;
- F. submit financial records for review upon special direction of the Executive Committee as determined necessary;
- G. serve on the Special Election Tellers Committee for filling a vacancy in the office of the President (see Article IX, section 4.1.);
- H. serve on the Convention Program Committee.

ARTICLE VII: PASTORAL COUNSELORS

Section 1.

The Pastoral Counselors shall be two (2) pastors of the CNH LCMS who are serving in the parish ministry or CNH LCMS pastors emeriti. Each Pastoral Counselor shall serve one (1) term of four (4) years or until a successor is elected. Four (4) years after concluding his term, a Pastoral Counselor shall be eligible for reelection.

Section 2. The election of Pastoral Counselors shall be as follows:

- A. One (1) Pastoral Counselor shall be elected by ballot at each LWML CNH Convention;

- B. A majority shall elect.
- C. If there are three (3) or more candidates for office and a majority vote has not been reached after one (1) ballot has been cast, the candidate with the lowest number of votes shall be removed with each successive ballot.
- D. A vacancy in the office of Pastoral Counselor shall be filled by the Executive Committee from the list of nominees selected at the summer Board of Directors' Meeting and approved by the CNH LCMS President.

Section 3. The Pastoral Counselors shall:

- A. serve the LWML CNH in an advisory capacity;
- B. attend LWML CNH Conventions, meetings of the Executive Committee and the Board of Directors, and other meetings or activities as assigned;
- C. serve on the Convention Program Committee;
- D. report to the LWML CNH Convention, the Executive Committee, and the Board of Directors.

ARTICLE VIII: APPOINTED OFFICERS AND PERSONNEL

Section 1. The appointed officers and personnel may be:

Communications Director
 Archivist-Historian
 Convention Chairman
 Mailing Coordinator
 Parliamentarian
 Secretary to the President

Section 2. Communications Director

- A. Appointment
 - 1. The Communications Director shall be appointed by the President;
 - 2. Appointment requires approval of the Executive Committee;
- B. Term
 - 1. The term of office shall be two (2) years or until her successor is appointed and shall be eligible for reappointment.
- C. Duties are to:
 - 1. be responsible for editing the official publication of the LWML CNH;
 - 2. be responsible for LWML CNH website maintenance with current information;
 - 3. serve as a member of the Executive Committee and the Board of Directors, with a vote;
 - 4. report to the President.
- D. The Communications Director may appoint up to three (3) members, with the approval of the Executive Committee, to assist in publications and website maintenance.

Section 3. Archivist-Historian

- A. Appointment
 - 1. The Archivist-Historian shall be appointed by the President.
 - 2. Appointment requires approval of the Executive Committee.

- B. Term
 - 1. The term of office shall be two (2) years or until her successor is appointed and shall be eligible for reappointment.
- C. Duties are to:
 - 1. keep an accurate, current record of the LWML CNH history;
 - 2. gather and preserve records and other materials of historical significance to the LWML CNH;
 - 3. attend meetings at the request of the President, without a vote;
 - 4. report to the President.

Section 4. Convention Chairman

- A. Appointment
 - 1. The Convention Chairman shall be appointed by the President.
 - 2. Appointment requires approval of the Executive Committee.
- B. Term
 - 1. The term of office shall be two (2) years
 - 2. The term of office shall end upon making final report following convention.
- C. Duties are to:
 - 1. carry out duties as listed in LWML CNH Convention Guidelines;
 - 2. attend meetings at the request of the President, without a vote;
 - 3. report to the Vice President of Convention Planning.

Section 5. Mailing Coordinator

- A. Appointment
 - 1. The Mailing Coordinator shall be appointed by the President
 - 2. Appointment requires approval of the Executive Committee
- B. Term
 - 1. The term of office shall be two (2) years or until her successor is appointed and shall be eligible for reappointment.
- C. Duties are to:
 - 1. Maintain records of society, zone, and LWML CNH personnel;
 - 2. Process bulk mailings and other mailings as requested by the LWML CNH President;
 - 3. Attend meetings at the request of the President, without a vote;
 - 4. Report to the President.

Section 6. Parliamentarian

- A. Appointment
 - 1. The Parliamentarian shall be appointed by the President.
 - 2. Appointment requires approval of the Executive Committee,
- B. Term
 - 1. The term of office shall be two (2) years or until her successor is appointed and shall be eligible for reappointment.
- C. Duties are to:
 - 1. serve as advisor on parliamentary procedure, upon request;

2. be a member of the Structure Committee;
3. serve as advisor to tellers when filling a vacancy in the office of President;
4. serve as a member of the of the Executive Committee and Board of Directors, without a vote;
5. report to the President.

Section 7. Secretary to the President

- A. Appointment
 1. The Secretary to the President shall be appointed by the President.
 2. Appointment requires approval of the Executive Committee.
- B. Term
 1. The term of office shall be two (2) years or until her successor is appointed and shall be eligible for reappointment.
- C. Duties are to:
 1. maintain records of the LWML CNH personnel roster;
 2. secure sites and make physical arrangements for Executive Committee and Board of Directors' meetings and LWML CNH workshops held in conjunction with them;
 3. serve as a member of the Executive Committee and Board of Directors, without a vote;
 4. report to the President.

ARTICLE IX: BOARD OF DIRECTORS

Section 1.

- A. The voting members of the Board of Directors are:
 - LWML CNH Elected and Appointed Officers
 - LWML CNH Zone Presidents
 1. When a Zone President is unable to attend a Board of Directors' meeting or a convention, any elected zone officer shall be authorized to attend as a zone's representative and shall have voice and vote. Notification of the representative's name and address shall be given to the LWML CNH President
 2. No member shall hold more than one (1) voting position on the Board of Directors.
- B. The advisory, non-voting members of the Board of Directors are:
 - Parliamentarian
 - Pastoral Counselors
 - Secretary to the President
- C. At the request of the LWML CNH President, the Archivist-Historian, Convention Chairman, and Mailing Coordinator shall attend as advisory, non-voting members of the Board of directors.

Section 2.

- A. Regular meetings of the Board of Directors shall be held twice a year.
- B. The time and place of the Board of Directors' meetings shall be determined by the President, with the approval of the Executive Committee.

- C. Special meetings of the Board of Directors may be called by written request of six (6) voting members of the Board of Directors. Time and place for such meetings shall be determined by the President, with approval of the Executive Committee.
- D. In case of emergency, action may be taken by mail or electronic messaging.

Section 3.

Representation consisting of two-thirds (2/3) of the voting members of the Board of Directors shall constitute a quorum

Section 4.

The Board of Directors shall:

- A. transact the business of the LWML CNH between conventions;
- B. carry out the business of the LWML CNH approved in conventions;
- C. select at least ten (10) nominees for Pastoral Counselor at the winter board meeting in odd numbered years;
- D. select at least ten (10) candidates for the Nominating Committee (see Article IV, section 1. A.);
- E. approve programs, such as workshops which require financial support from the zones;
- F. act on recommendations and resolutions of the Executive Committee;
- G. ratify membership of new societies into LWML CNH;
- H. select Steinbeck Scholarship recipients;
- I. elect a President in the event a permanent vacancy occurs in that office:
 - 1. The vacancy shall be filled by a ballot vote;
 - 2. The candidates eligible to fill the vacancy shall be those Vice Presidents who have served at least two years as a LWML CNH Vice President;
 - 3. If there is no regularly scheduled meeting of the Board of Directors within thirty (30) days of the vacancy, the vote shall be by mail ballot.
- J. approve mission grant proposals before submitting them to the LWML CNH convention for consideration and action.

ARTICLE X: EXECUTIVE COMMITTEE

Section 1.

The Executive Committee is the elected officers. The Pastoral Counselors, Communications Director, Parliamentarian, and Secretary to the President shall be advisory members.

Section 2.

- A. The Executive Committee shall meet at the call of the President.
- B. Two-thirds (2/3) of the voting members shall constitute a quorum of the Executive Committee.
- C. When necessary, the President may poll the Executive Committee by telephone or electronic messaging. Results of the poll shall follow within ten (10) days.

Section 3. The Executive Committee shall:

- A. transact necessary business between the meetings of the Board of Directors;
- B. plan and supervise the program of the LWML CNH Convention and approve the convention budget;
- C. fill vacancies occurring in LWML CNH elective offices, except in the office of President (see Article IX, Section 4.1)
- D. approve committee appointments and appointed personnel;
- E. approve financial institution(s) for deposit of funds;
- F. receive and take action on membership applications.
- G. Appoint two (2) or more people with accounting background to review the organizations' financial records.

ARTICLE XI. DEPARTMENTS AND STANDING COMMITTEES

Section 1.

A. The Departments are:

Christian Life
Convention Planning
Gospel Outreach
Special Focus Ministries
Organizational Resources

A Vice President shall serve as coordinator of each department.

B. The Standing Committees are:

Christian Life Committee	(Christian Life Department)
Convention Planning Committee	(Convention Planning Department)
Gospel Outreach Committee	(Gospel Outreach Department)
Human Care Committee	(Special Focus Ministries Department)
Committee for Young Women	(Special Focus Ministries Department)
Heart to Heart Sisters	(Special Focus Ministries Department)
Leader Development Committee	(Organizational Resources Department)
Structure Committee	(Organizational Resources Department)

Section 2.

The Christian Life Department shall include the Christian Life Committee. The Vice President of Christian Life shall be coordinator of the department and chairman of the committee. The Christian Life Committee shall consist of up to three (3) members, appointed by the Vice President of Christian Life, with the approval of the Executive Committee

A. The members of the Christian Life Committee shall:

- 1. be drawn from at least three (3) zones;
- 2. serve a term of two (2) years or until their successors are appointed;
- 3. be eligible for reappointment.

B. The Christian Life Committee shall:

- 1. develop programs and materials to nurture women's spiritual lives,

2. offer advice and suggestions for conducting Christian Growth programs on district, zone, and society levels;
3. conduct workshops as directed and approved by the Executive Committee and the Board of Directors;
4. plan, promote, and facilitate LWML CNH Christian Growth retreats;
5. have its chairman report to each regular meeting of the Executive Committee, the Board of Directors and to the LWML CNH Convention.

Section 3.

The Convention Planning Department shall include the Convention Chairman, Manual Coordinator, Convention Program Committee, and all other committees and personnel necessary to facilitate convention planning. The Vice President of Convention Planning shall be coordinator of the department. All committee appointments are with the approval by the Executive Committee. The Convention Program Committee, composed of the elected officers and Pastoral Counselors, shall meet at the call and direction of the Vice President for Convention Planning to plan the LWML CNH Convention program.

Section 4.

The Gospel Outreach Department shall include the Gospel Outreach Committee, with the Vice President of Gospel Outreach as coordinator of the department and chairman of the committee. The Gospel Outreach Committee shall be up to three (3) members appointed by the Vice President of Gospel Outreach, with the approval of the Executive Committee.

A. The members of the Gospel Outreach Committee shall:

1. be drawn from at least three (3) zones;
2. serve a term of two (2) years or until their successors are appointed;
3. be eligible for reappointment.

B. The Gospel Outreach Committee 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. promote mission awareness, participation, and support, especially for LWML mission grants;
4. evaluate proposed mission grants to be submitted to the Board of Directors for approval to be placed on the convention ballot;
5. conduct workshops as directed and approved by the Executive Committee and the Board of Directors;
6. have its chairman report to each regular meeting of the Executive Committee, the Board of Directors and to the LWML CNH convention.

Section 5.

The Special Focus Ministries Department shall include the Human Care Committee, Committee for Young Women, and Heart to Heart Sisters. The Vice President of Special Focus Ministries shall be the coordinator of the department.

- A. **The Human Care Committee** shall consist of up to three (3) members, appointed by the Vice President of Special Focus Ministries with the approval of the Executive Committee. The Vice President of Special Focus Ministries serves as chairman of this committee.
1. The members of the Human Care Committee shall:
 - a. be drawn from at least three (3) zones;
 - b. serve a term of two (2) years or until their successors are appointed;
 - c. be eligible for reappointment.
 2. The Human Care Committee shall:
 - a. encourage sensitivity in women toward those who are hurting and in need;
 - b. provide resources and encouragement to enable knowledgeable, Biblical, hands-on assistance and comfort to others;
 - c. alert members to opportunities and challenges for mission service in the church, community, and world;
 - d. encourage participation and provide materials and suggestions for mission service programs;
 - e. send informational letters to missionary parents of high school students informing them about Steinbeck Memorial Scholarships;
 - f. receive Steinbeck applications and present to the Board of Directors for selection of scholarship recipients;
 - g. conduct workshops, as directed and approved by the Executive Committee and Board of Directors;
 - h. have its chairman report to each regular meeting of the Board of Directors and to the convention.
- B. **The Committee for Young Women** shall consist of a chairman and up to three (3) committee members appointed by the Vice President of Special Focus Ministries, with the approval of the Executive Committee.
1. The members of the Committee for Young Women shall:
 - a. be drawn from at least two (2) zones;
 - b. serve a term of two (2) years or until their successors are appointed;
 - c. be eligible for reappointment
 2. The Committee for Young Women shall:
 - a. create and provide ideas, techniques, and resources to encourage young women to participate in LWML programs and activities;
 - b. plan and coordinate special LWML CNH programs and functions intended especially for young women, as directed and approved by the Executive Committee and Board of Directors;
 - c. have its chairman report to the Vice President of Special Focus Ministries.
- C. **The Heart to Heart Sisters Committee** shall consist of a chairman and up to three (3) members appointed by the Vice President of Special Focus Ministries, with the approval of the Executive Committee.

1. The members of the Heart to Heart Sisters Committee shall:
 - a. be drawn from at least two (2) zones;
 - b. serve a term of two (2) years or until their successors are appointed;
 - c. be eligible for reappointment.
2. The Heart to Heart Sisters Committee shall:
 - a. identify, develop, support, and encourage women leaders in ethnic ministries, thus celebrating the gifts God has given the church;
 - b. 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, LWML;
 - c. identify and encourage cross-cultural opportunities within LWML, thus emphasizing the church’s rich diversity;
 - d. have its chairman report to the Vice President of Special Focus Ministries.

Section 6.

The Organizational Resources Department shall include the Leader Development Committee and the Structure Committee, with the Vice President of Organizational Resources as coordinator of the department.

- A. **The Leader Development Committee** shall consist of a chairman and up to three (3) committee members appointed by the Vice President of Organizational Resources, with the approval of the Executive Committee.
 1. The members of the Leader Development Committee shall:
 - a. be drawn from at least (2) zones;
 - b. serve a term of two (2) years or until their successors are appointed;
 - c. be eligible for reappointment.
 2. The Leader Development Committee shall:
 - a. identify women with special abilities and talents to serve in leadership positions in the LWML CNH;
 - b. equip and encourage women by creating and developing ideas, techniques, and resources, which will enrich and stimulate individuals to serve in leadership positions where God has placed them;
 - c. develop resources and training to assist existing societies in designing viable LWML organizations;
 - d. create and provide ideas, techniques, and resources which will enrich and stimulate individuals to increase membership within their units;
 - e. promote programs and consultation resources to help develop new LWML organizations;
 - f. conduct workshops, as directed and approved by the Executive Committee and Board of Directors;
 - g. have its chairman report to the Vice President of Organizational Resources.

- B. **The Structure Committee** shall consist of the Parliamentarian and up to three (3) committee members appointed by the Vice President of Organizational Resources, with the approval of the Executive Committee. The Vice President of Organizational Resources shall serve as chairman of the Structure Committee.
1. The members of the Structure Committee shall:
 - a. serve a term of two (2) years or until their successors are appointed;
 - b. be eligible for reappointment.
 2. The Structure Committee shall:
 - a. examine and evaluate the bylaws of the LWML CNH;
 - b. submit to the Board of Directors for consideration and approval such amendments as it deems advisable;
 - c. submit the required number of copies of the approved amendments to the LWML Structure Committee for approval;
 - d. submit proposed amendments to the LWML CNH Convention for adoption;
 - e. submit revisions to the LWML Structure Chairman;
 - f. receive and examine zone and society bylaws and proposed amendments and approve those not in conflict with the bylaws of the LWML CNH or LWML.
 - g. have its chairman report to each regular meeting of the Board of Directors and to the Convention.

ARTICLE XII: MISSION GRANT PROPOSALS

Section 1.

- A. Mission grant proposals may be submitted by members, societies, zones of the LWML CNH, the CNH LCMS Mission Executive, or any LCMS recognized service organization (RSO).
- B. Proposals for mission grants shall be submitted to the LWML CNH Vice President of Gospel Outreach, postmarked no later than September 30 of odd-numbered years, following the procedures outlined in the "Guidelines for Submitting Mission Grant Proposals".
- C. Proposals submitted by members, societies, or zones shall be reviewed and signed by the President and Pastoral Counselor of the zone in which they originate; proposals submitted by the District, the Synod, or other RSOs shall be reviewed and signed by District, Synod or RSO mission executive.

Section 2.

- A. The Vice President of Gospel Outreach shall present the mission grant proposals to the CNH LCMS President or his representative, the CNH LCMS Mission Action Counsel (MAC), and the LWML CNH Pastoral Counselors for evaluation.
- B. Proposals shall then be presented to the LWML CNH Board of Directors for approval before submitting them to the LWML CNH Convention for consideration and action.

Section 3.

Funds voted for a mission grant must be disbursed and used within three (3) years from the time of the vote or be reallocated. The Board of Directors has authority to extend the time or reallocate the funds.

ARTICLE XIII: FINANCES

Section 1.

- A. The LWML mission offerings shall be gathered through Mite Boxes and other voluntary means.
- B. All offerings shall be remitted to the LWML CNH Financial Secretary.
- C. The LWML CNH shall remit twenty-five percent (25%) or more of the mite offerings to the LWML Office. The LWML CNH shall retain seventy-five percent (75%) or less of mite offerings in the treasury for approved projects, administration of LWML CNH, and official publications.

Section 2.

The expenses of meetings of the Board of Directors, the Executive Committee, and the Departments, and other routine administrative expenses incurred in the management of the LWML CNH shall be paid from the treasury.

ARTICLE XIV: FISCAL YEAR

The fiscal year of the LWML CNH shall be from April 1 to March 31 inclusive. The Financial Secretary and the Treasurer shall adhere to these dates in closing their books.

ARTICLE XV: EMERGENCY ACTION

In the event of any great emergency, such as war, epidemic, disaster, or other prevailing conditions making the holding of a LWML CNH Convention inadvisable, the Executive Committee shall have authority to determine whether or not the convention shall be held, a two-thirds (2/3) vote of the voting members of the Executive Committee shall decide. The vote may be taken by mail or electronic messaging. If the convention is not held, the Executive Committee shall have the authority to plan the procedure for conducting routine convention business. Such procedures shall be approved by a majority of the Board of Directors.

ARTICLE XVI: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised, shall govern the proceedings of the LWML CNH in all cases in which they are applicable and in which they are not inconsistent with these bylaws, standing rules, guidelines, applicable law, or Christian principles.

ARTICLE XVII: AMENDMENTS

Section 1.

These bylaws may be amended by a two-thirds (2/3) vote of the voting delegation of the LWML CNH Convention, provided they have been approved by the LWML CNH Board of Directors and LWML Structure Committee. Proposed amendments shall be distributed to societies at least two (2) months prior to the LWML CNH Convention.

Section 2.

Proposed amendments may be presented to the LWML CNH Convention without previous notice; however a unanimous vote of the voting assembly is required. A three-fourths (3/4) vote shall be required for adoption.

Adopted January 1993
Amended January 1996
Amended September 1997
Amended April 2000

Amended April 2003
Amended April 2004
Amended April 2006
Amended April 2008

Amended April 2010
Amended April 2012
Amended April 2016
Amended April 2018

