

# **BYLAWS OF THE NATIONAL LUTHERAN ASSOCIATION ON SCOUTING**

## **ARTICLE I METHODOLOGY**

Section 1. Purpose and Means. The Christian Church seeks to maintain a vital and vibrant ministry with young people, who are the future of the church. Ministry among young people works to create positive, growing relationships with God and others, as well as in the young person's community and world.

Clause 1: As one means to achieving this purpose, the National Lutheran Association on Scouting has assumed the duties and responsibilities of National Lutheran Association of Scouters and the Lutheran Committee on Civic Youth Agency Relationships (LCCYAR), a joint committee of the Evangelical Lutheran Church in America and The Lutheran Church-Missouri Synod.

Clause 2: The National Lutheran Association on Scouting (the Corporation), as a partner in ministry and mission with Lutheran church bodies, seeks to carry out this ministry effectively among congregations and church body judicatories in cooperation with the civic youth serving agencies. The Corporation shall undertake to fulfill its Purpose as stated in its Certificate of Incorporation through a variety of means and methods.

Section 25. Relationships to Lutheran Church Bodies and Civic Youth Serving Agencies. The Corporation shall foster and encourage communications and cooperative programs, of mutual interest, with civic youth serving agencies recognized by the Lutheran church bodies. Consistent with the Corporation's goals and objectives, these cooperative programs should be developed to support the work of appropriate committees of the church bodies.

Section 3. Meetings. Meetings, as hereinafter described, will be held to facilitate discussion of common goals and concerns, propose new programs, and improve existing efforts.

Section 4. The Corporation may establish geographical organizations to facilitate its mission and ministry.

Section 5. Local Organizations. Locally-organized associations or committees of Lutherans serving in Scouting programs, which subscribe to and wish to further the purposes of the Corporation, may petition the Corporation for official recognition. The Corporation's Executive Board may establish such criteria for recognition as it deems appropriate.

## **ARTICLE II MEMBERS**

Section 1. Membership. There shall be three classes of membership, regular, complimentary, and honorary, as defined herein.

Clause 1. Regular memberships shall be open to persons aged 18 and older who are (a) members of Lutheran congregations, (b) leaders or members in one or more of the civic youth agencies with which the Corporation cooperates, or (c) other persons subscribing to and wishing to further the purposes of the Corporation. The Executive Board may establish such other criteria for membership, including levels of membership and a schedule of dues, as it deems appropriate.

Clause 2. The Executive Board may grant complimentary memberships to individuals, including representatives of partner organizations.

Clause 3. The Executive Board may award honorary memberships to individuals for noteworthy or lifetime accomplishments.

Section 2. Voting Membership. Voting members of the Corporation shall be those regular members who are in good standing as well as honorary members. "In good standing" is defined to mean that all dues have been paid in a manner and in accordance with deadlines established when the Corporation's budget is adopted, or as otherwise directed by the Executive Board. (1994)

Section 3. Removal for Cause. The Executive Board shall have the power to remove a member for cause under the following conditions:

Clause 1. Such action shall be taken only as the result of conduct which, in the opinion of the Board, has brought great discredit upon the Corporation and after the member concerned has had the opportunity either to refute the charges or resign.

Clause 2. Such action requires the affirmative vote of two-thirds of the voting members of the Executive Board.

## **ARTICLE III NATIONAL MEETINGS**

Section 1. Annual Meeting. The annual meeting of the Corporation shall be held, during the first ten months of each year at such date, time and place as the Executive Board shall designate.

Section 2. Notice of Annual Meeting. The Executive Board shall notify each member of the time, date and place of annual meetings, using written or electronic means, not less than 30 days before such meeting.

Section 3. Special Meetings. Special meetings of the members may be held upon the call of the Executive Board. Special meetings also may be convened by ten (10) percent of the eligible voting members of the Corporation who may, in writing, demand the call of a special meeting specifying the date and month thereof. The meeting shall be held at the office of the Corporation, or at any other place designated by the Board. The call for a special meeting shall specify the purpose for which it is to be called, no other business may be transacted.

Section 4. Notice of Special Meeting. The Executive Board shall notify each member of the time, date, place and purpose of each special meeting, using written or electronic means, not less than 30 days before such meeting.

Section 5. Quorum, Action. At all national meetings of the members, those who are present in person, shall constitute a quorum for the transaction of business. Action shall be by majority vote of the members so present at a meeting at which there is a quorum.

Section 6. Adjournments of Meetings. In the absence of a quorum, a majority of the members so present may adjourn the meeting. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 7. Organization. The President of the Corporation shall preside at all annual and special meetings of the members or, in the absence of the President, the President-Elect. If the President-Elect also is unavailable, a presiding officer shall be chosen by the members present. The Secretary of the Corporation shall act as secretary at all annual and special meetings of the members, but in the absence of the Secretary, the presiding officer may appoint any person to act as recorder of the meeting.

Section 8. Agendas. The Executive Board shall develop agendas for annual meetings. Agenda items may be initiated by the Executive Board; however, it is expected that items of business may arise from proposals submitted directly by members , as follows:

Clause 1. Business items relevant to an annual meeting may be submitted directly to the Secretary of the Corporation by any member in sufficient detail and time for study prior to inclusion on an annual meeting agenda.

Clause 2. To be considered at the next annual meeting, proposed business items shall be submitted in writing no later than 120 days prior to such meeting.

Clause 3. The Secretary of the Corporation shall refer all proposed business items to a Resolutions Committee formed under Article VI, Section 2. The Resolutions Committee shall assess the nature of all proposals and shall develop its recommendations for transmittal to the Executive Board no later than 90 days prior to the annual meeting.

Clause 4. The Executive Board shall notify all members of the proposed agenda not less than 30 days before the annual meeting.

Section 9. Annual Meeting Proceedings in Even-Numbered Years. The President, President-Elect, Secretary, Treasurer, and Executive Board Members-at-Large, who have been duly elected for 2-year terms, shall be installed during at annual meetings held in even-numbered years.

Section 10. Selection of Meeting Sites. The President, with the advice and consent of the majority of the Executive Board, shall announce the organization that shall be responsible for hosting the next national meeting of of the Corporation. This could be moved to an Operations Manual

Section 11. Each Regular and Honorary member Entitled to One Vote. Each regular member shall have one vote. All voting members shall have the opportunity to vote, by mail or electronic means, for National Officers and Executive Board Members-at-Large, for amendments to these Bylaws and, under Article VIII, Section 4, Clause 3, for significant program changes. Regular and honorary Members who are present on the floor may vote on all other matters that come before the meeting.

Section 12. Action Without a Meeting. Whenever Members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by all of the Members entitled to vote thereon.

## **ARTICLE IV OFFICERS**

Section 1. Numbers and Qualifications. National Officers shall be members of the Corporation and registered adult leaders in a recognized youth serving agency and shall consist of a President, President-Elect, Secretary, Treasurer, two members-at-Large and a representative designated by each participating Lutheran church body. A person may hold more than one office in the Corporation at the same time except the offices of President and Secretary. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

Section 2. President. The President shall serve as Chair of the Executive Board and shall be an ex-officio member of all committees of the members and of its Executive Board, except the Nominating Committee. The President shall preside at all annual and special meetings of the members. The President shall be the spokesperson for the Corporation on matters regarding policy and interpretation of these Bylaws. The President shall have general supervision of the affairs of the Corporation. The President shall keep the Executive Board and participating Lutheran church bodies fully informed, and shall freely consult with them concerning the activities of the Corporation. The President shall have the power to sign alone, in the name of the Corporation, all contracts authorized either generally or specifically by the Board, unless the Board specifically provides otherwise. The President shall perform such other duties as shall from time to time be assigned by the Executive Board.

Section 3. President-Elect. The President-Elect shall serve as Vice-Chair of the Executive Board. The President-Elect shall chair the Nominating Committee and shall perform such other duties as may be assigned by the President. In the absence of the President, the President-Elect, in general, shall perform the duties of the President. The President-Elect shall automatically succeed to the Presidency and its attendant responsibilities upon the end of term, death, incapacitation, resignation or removal of the incumbent President.

Section 4. Secretary. The Secretary shall act as recorder at annual and special meetings of the members and of all meetings of the Executive Board, and shall keep the minutes of all such meetings. The Secretary shall attend to the giving and serving of all notices of the Corporation. The Secretary shall maintain a current roster of the members of the Corporation, receive credentials of voting delegates to national meetings, receive written resignations of the Corporation's officers, maintain custody of the Corporate seal, and perform such other duties as may be assigned by the President or these Bylaws, or which customarily are performed as incident to the position of Secretary.

Section 5. Treasurer. The Treasurer shall maintain a proper accounting of all the Corporation's assets and liabilities, disburse in settlement of all just debts of the Corporation, render financial statements to all Executive Board members each fiscal quarter and to the Corporation's voting membership at the close of each fiscal year, open the books of the Corporation to a duly appointed audit committee prepare the Corporation's budget, and perform such other duties as may be assigned by the President or these Bylaws, or which customarily are performed as incident to the position of Treasurer.

Section 6. Member-at-Large. Two Members-at-Large shall represent the members of the Corporation in all matters before the Executive Board. They shall perform duties as assigned by the President or by action of the Executive Board.

Section 7. Church Body Representatives. One representative shall be selected by each participating Lutheran church body to represent that church body in all matters before the Executive Board. If the Church Body Representative is unable to attend a meeting, the church body may appoint an alternate who will have voting rights. If not already members, Church Body Representatives shall be granted complimentary memberships.

Section 8. Executive Director. When employed, an Executive Director shall be a non-voting member of the Executive Board. The duties will include those assigned by the President consistent with the employment contract approved by the Executive Board.

Section 9. Elections. National Officers of the Corporation shall be elected by the voting members, via mail or electronic ballots, in even-numbered years prior to the Annual Meeting.

Section 10. Term of Office. The term of office for all officers shall be two (2) years (with the exception of the President-Elect, who shall succeed to the Presidency for one two-year term). The term for all National Officers installed at an annual meeting shall be from the date of installation through the installation of succeeding officers or until the close of the second next annual meeting-unless sooner terminated due to death, incapacitation, resignation or removal. The President and President-Elect may not succeed themselves in positions to which originally elected. The Secretary, Treasurer and Members-at-Large may succeed themselves in positions to which originally elected for additional two-year terms. A President-Elect who becomes President due to a vacancy in the Presidency prior to the expiration of the term may serve a full two-year term as President.

Section 11. Ex-Officio Officers. Ex-Officio officers of the Corporation shall include the following with voice but no vote (except as individual voting members of the Corporation).

Clause 1. A Pastoral Advisor, who is ordained and rostered by one of the participating Lutheran church bodies and who is appointed by the President with consent of the Executive Board.

Clause 2. The immediate Past-President of the Corporation, who may attend all meetings of the members or the Executive Board.

Clause 3. A Parliamentarian, who is appointed by the President. Approval of appointment by the Executive Board is not required unless the services of a professional parliamentarian are to be engaged at a cost to the Corporation. (1994)

Section 12. Removal. An elected National Officer may be removed, with or without cause, by a vote of the members. The authority of any officer to act or to

attend meetings may be suspended by two-thirds of the voting Executive Board members.

Section 13. Vacancies. A vacancy in any of the Corporation's officer positions, excepting President if the President-Elect is available, shall be filled for the unexpired term by the Executive Board or by the members at an annual meeting.. Any further vacancy created by so filling any vacancy shall be filled by the Board or by the members at an annual meeting.

## **ARTICLE V EXECUTIVE BOARD**

Section 1. Executive Board. The Board of Directors of this Corporation shall be known as the Executive Board.

Section 2. Composition, Quorum, Action. The Executive Board shall consist of the, President, President-Elect, Secretary, Treasurer and two Members-at-Large and Church Body Representatives, as well as the three Ex-Officio officers of the Corporation. A quorum shall consist of a majority of the Board's voting members. Action shall be by majority vote of those present and eligible to vote.

Section 3. Powers and Duties. The Executive Board shall have general power to manage and control the affairs and property of the Corporation during the interval between its annual meetings. Among other things, The Board shall have full power to adopt rules and regulations governing the action of the Board, and shall have full and complete authority with respect to the distribution and payment of the moneys received by the Corporation from time to time. The Board may not, however, amend the fundamental and basic purposes of the Corporation as expressed in the Certificate of Incorporation, nor permit any part of the net earnings or capital to inure to the benefit of any member or private individual, except as permitted by law.

Section 4. Place of Meeting. The Executive Board may hold its meetings at such places within or without the State of New York as the Board may from time to time determine.

Section 5. Regular Meetings: Notice. The Executive Board shall meet immediately before and after each annual or special meeting. Other regular meetings of the Board shall be held at such time and place as may be determined by the Board and notice shall be made at least thirty days in advance of such regular meetings.

Section 6. Special Meetings: Notice. Special meetings of the Executive Board shall be held at the request of the President or upon petition to the Secretary of

the Corporation by at least three (3) Executive Board members. The President or Secretary shall notify Executive Board members in writing of the meeting time, place, and topics to be discussed at least ten (10) days prior to such meetings.

Section 7. Adjournments of Meetings. If, at any meeting of the Board, there shall be less than a quorum present, the Board members present may adjourn the meeting from time to time until a quorum is present, and at such adjourned meeting any business may be transacted which might have been transacted at the meeting as originally called.

Section 8. Voting; Action Without a Meeting; Telephone Meetings. At any meeting of the Executive Board, each Board member present in person, other than Ex-Officio Officers, shall be entitled to one vote. Any action required to be taken at any meeting of the Board or of any committee thereof, may be taken without a meeting if all members of the Board or committee, as the case may be, consent in writing to the adoption of a resolution authorizing the action, and such consents are filed with the minutes. Members of the Board, or any committee thereof, may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment that enables all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 9. Removal for Cause. The Executive Board shall have the power to remove an officer for cause under the following conditions:

Clause 1. Such action shall only be taken as the result of conduct which, in the opinion of the Board, has brought great discredit upon the Corporation and after the officer concerned has had the opportunity either to refute the charges or resign.

Clause 2. Such action requires the affirmative vote of two-thirds of the voting members of the Executive Board.

## **ARTICLE VI COMMITTEES**

Section 1. Nominating Committee. The President-Elect shall assemble and chair a Nominating Committee, consisting of at least four (4) regular members selected from across the country, to develop a slate of nominees for National Officers, and corollary biographical sketches and candidate statements in formats identified by the Executive Board, for submission to the Secretary of the Corporation by December 1 of each odd-numbered year. The Nominating Committee shall also be responsible for developing a list of nominees in the event that a vacancy must be filled.

Section 2. Resolutions Committee. The Secretary shall assemble and chair a Resolutions Committee, consisting of no fewer than three (3) regular members of the Corporation selected from across the country. The Resolutions Committee shall consider all locally proposed business items referred to it by the Secretary. The Committee shall make recommendations and transmit all proposals to the Executive Board at least 90 days prior to an annual or special meeting.

Section 3. Other Committees Authorized. Other national or ad hoc committees may be formed, from time to time, with chairpersons appointed by the President and approved by the Executive Board. Chairpersons will attempt to obtain representation from across the country on respective committees.

## **ARTICLE VII FINANCES**

Section 1. Fiscal Year. The fiscal year of the Corporation shall be from January 1 of each year through December 31 of that year.

Section 2. Receipts and Expenditures.

Clause 1. The necessary expenses of the Corporation shall be met from the receipt of annual membership dues and contributions, from the sale of approved publications and supplies, and from such other sources as may be determined by the Executive Board. Contributions shall be solicited in the name of and for the Corporation only by the authority of the Executive Board.

Clause 2. All budgeted and approved expenses of the Corporation shall be disbursed and accounted for by the Corporation's Treasurer.

Section 3. Budget. The Treasurer of the Corporation [Operations Manual] shall develop a budget for the Corporation and transmit it, together with appropriate rationale, to the Executive Board at least 60 days before the end of the fiscal year, for Board approval and execution.

Section 4. Annual Dues. Based upon the budget as approved by the Executive Board, annual dues shall be assessed consistent with the following clauses:

Clause 1. The method of payment shall be by check, credit or debit card, or money order payable to the Corporation and mailed or electronically transferred as directed by the Executive Board.

Clause-2. In the event that Members, in person at a regular or special meeting, vote to adopt new programs or program changes and associated regular dues increases to fund such programs or program changes that exceed the dues

currently in effect by twenty-five percent or more, such new programs or program changes and the associated dues increases shall be held in abeyance until affirmed by a majority of all voting members via mail ballot.

Section 5. No Authority to Bind. No member shall have authority to bind the Corporation to any financial obligation whatsoever. No member, upon withdrawal from the Corporation, shall have any right or claim to the assets of the Corporation.

Section 6. Annual Audit. There shall be an annual audit of the books of the Corporation by an independent Audit Committee with results reported to the Executive Board of the Corporation.

Section 7. Checks, Notes and Contracts. The Executive Board is authorized to select such depositories as it shall deem proper for the funds of the Corporation and shall determine who shall be authorized in the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

Section 8. Investments. The funds of this Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Executive Board in its discretion may deem desirable.

## **ARTICLE VIII AMENDMENTS**

These Bylaws may only be amended using the following procedures:

Section 1. Prior Submission. Proposed amendments, other than those developed by the Executive Board, shall be submitted in writing with appropriate rationale to the Secretary of the Corporation for referral to the Executive Board. Amendments proposed by a voting member shall be endorsed by at least twelve (12) other voting members prior to submission.

Section 2. Action by the Executive Board. The Executive Board shall develop an explanation of pros and cons for each proposed amendment and, in the case of amendments suggested by a member, shall make a recommendation thereon. Each proposed amendment, together with the Board's report, shall be transmitted with ballots and pre-addressed return envelopes by the Secretary to the members for consideration at least thirty days prior to the stated postmark suspense date.

Section 3. Vote Required. Amendments shall be proposed, by mail ballot, to the entire voting membership. An affirmative vote by the majority of all voting members is necessary for passage of the amendment, provided that at least ten percent of the eligible voting members of the Corporation respond to the request for vote. If fewer than ten percent respond then, at the discretion of the Executive Board, the proposal either shall be deemed to have failed or the matter must be re-balloted.

Section 4. Effective Date. Approved amendments become effective immediately.

## **ARTICLE IX INDEMNIFICATION**

The Corporation may, to the fullest extent then permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, or his or her testator or intestate, was a director or Officer of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

## **ARTICLE X DISSOLUTION**

Section 1. Proposal for Dissolution. Dissolution of the Corporation may be proposed by the Executive Board, or by the members in the same manner as amendments of these Bylaws may be proposed (refer to Article VIII, Section 1).

Section 2. Adoption of Plan. If the Executive Board shall adopt a plan of dissolution pursuant to Section 1001 of the Not-for-Profit Corporation Law, it shall be submitted via mail ballot to all voting members of the Corporation.

Section 3. Vote. An affirmative vote by at least two-thirds vote of members voting is required to authorize dissolution, provided that at least ten percent of the eligible voting members of the Corporation respond to the request for vote. If fewer than ten percent respond to the request then, at the discretion of the Executive Board, the proposal either shall be deemed to have failed or the matter must be re-balloted.

Section 4. Distribution of Assets. Upon dissolution of the Corporation, the Executive Board shall apply residual funds and property to the payment of organizational obligations. Any surplus shall be distributed to the participating Lutheran church bodies for the non-profit purposes of the Corporation or to such other charitable, educational and religious as shall qualify under Section

501(c)(3) of the Internal Revenue Code of 1954, as amended, as may be directed by a Justice of the Supreme Court of the State of New York or such other court having jurisdiction over the Corporation.

## **ARTICLE XI MISCELLANEOUS PROVISIONS**

Section 1. Governing Rules. All national meetings of the Corporation shall be governed by Robert's Rules of Order, Newly Revised, the current edition, when not in conflict with these Bylaws.

Section 2. Office. The office of the Corporation shall be located at such place within or without the State of New York as the Executive Board may from time to time determine

Section 3. Books. There shall be kept at the office of the Corporation, or at any other place within or without the State of New York as the Executive Board shall approve, correct books of account of the activities and transactions of the Corporation including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the members and of the Executive Board.

Section 4. Corporate Seal. The seal of the Corporation shall be circular in form and shall bear the name of the Corporation and words and figures showing that it was incorporated in the State of New York and the year of incorporation.

Section 5: The Executive Board shall establish and maintain an Operations Manual.