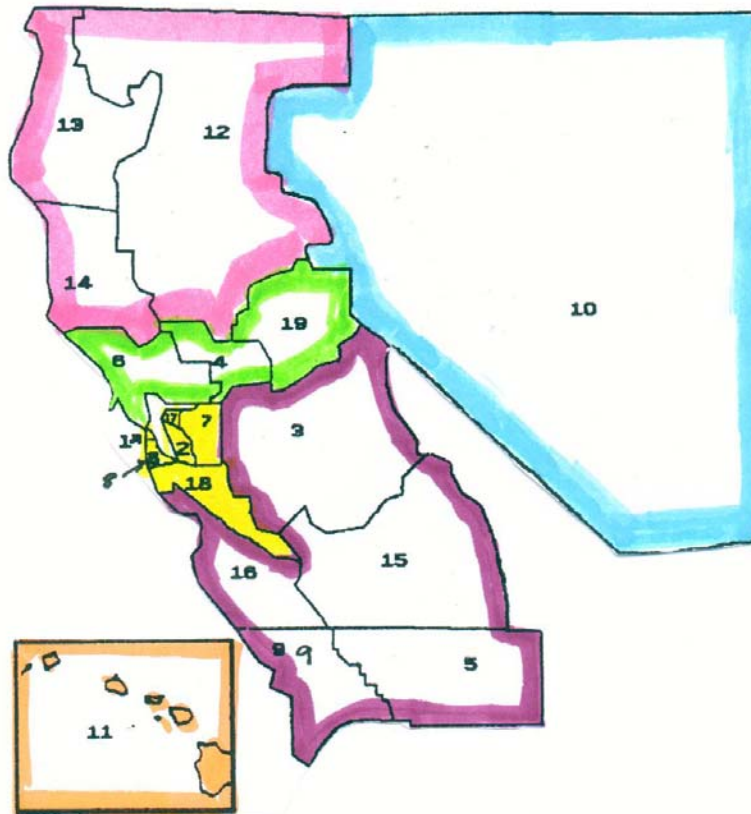


Bylaws

California-Nevada-Hawaii District

Lutheran Women's Missionary League

**CALIFORNIA-NEVADA-HAWAII DISTRICT
Map of Regions and Zones**



CNH LWML 6 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)

CNH LWML Zones:

1	San Francisco	11	Hawaii
2	Concordia	12	North Sacramento
3	North San Joaquin	13	North Coast
4	West Sacramento	14	Redwood Empire
5	South San Joaquin	15	Central San Joaquin
6	North Bay	16	Monterey Bay
7	Mt. Diablo	17	East Shore
8	Peninsula	18	Santa Clara
9	Central Coast	19	East Sacramento
10	Sierra Nevada		

**TABLE OF CONTENTS
CNH DISTRICT LWML BYLAWS**

OFFICER PERSONNEL	Page	4
ARTICLES OF INCORPORATION	Page	5
ARTICLE I: Members	Page	7
ARTICLE II: District Organization	Page	7
ARTICLE III: District Conventions and Representation	Page	8
ARTICLE IV: Nominations and Nominating Committee	Page	8
ARTICLE V: Elected Officers and Elections	Page	9
ARTICLE VI: Duties of Elected Officers	Page	9
ARTICLE VII : Pastoral Counselors	Page	12
ARTICLE VIII: Special Appointed Personnel	Page	12
ARTICLE IX: Board of Directors	Page	15
ARTICLE X: Executive Committee	Page	16
ARTICLE XI: Departments and Standing Committees	Page	16
ARTICLE XII: Mission Grant Proposals	Page	19
ARTICLE XIII: Finances	Page	20
ARTICLE XIV: Fiscal Year	Page	20
ARTICLE XV: Emergency Action	Page	20
ARTICLE XVI: Parliamentary Authority	Page	21
ARTICLE XVII: Amendments	Page	21

**CNH DISTRICT LWML
OFFICER PERSONNEL**

EXECUTIVE COMMITTEE

President	Treasurer
Vice President of Christian Life	Pastoral Counselors
Vice President of Convention Planning	Secretary to the President
Vice President of Gospel Outreach	News Editor
Vice President of Human Care	Parliamentarian
Vice President of Servant Resources	Planning Director
Recording Secretary	Public Relations Director
Financial Secretary	

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

HUMAN CARE

Caring Ministry Committee

SERVANT RESOURCES

Committee on Young Women
Leader Development Committee

Structure Committee

SPECIAL APPOINTED PERSONNEL

Archivist-Historian	Parliamentarian
Convention Chairman	Planning Director
Mailing Coordinator	Public Relations Director
News Editor	Secretary to the President

ARTICLES OF INCORPORATION

ARTICLE I: NAME

The name of this corporation is
CALIFORNIA-NEVADA-HAWAII DISTRICT of the LUTHERAN WOMEN'S MISSIONARY LEAGUE.

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 California-Nevada-Hawaii District of the Lutheran Women's Missionary League 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 for those for which no adequate provision has been made in the LCMS or LCMS district budgets.

D. The secondary purposes 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 in the State of California of this corporation's initial agent for service of process is:

CNH District LWML 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 assets 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 for 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 the 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 object 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 such offices, boards, and committees from time to time as the bylaws shall direct.

ARTICLE VII: AMENDMENTS TO ARTICLES

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

Approved by
Secretary of State
of the State of California
November 4, 1992
Date

Helen Bartz, President
Original Incorporator

Amended: April 2000
Amended: April 2006

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 California-Nevada-Hawaii District (hereinafter referred to as CNH) of the Lutheran Women's Missionary League (hereinafter referred to as the LWML).
- 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 California-Nevada-Hawaii District Lutheran Women's Missionary League 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 a unit, nor does it confer voting privileges at the national level.

Section 2.

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

Section 3.

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

ARTICLE II: DISTRICT ORGANIZATION

Section 1. District

- a. The CNH LWML shall be comprised of societies united to form zones; zones are united to form the district.
- b. The CNH LWML shall be under CNH LCMS guidance.
- c. The CNH LWML Bylaws shall not be in conflict with LWML Articles of Incorporation and Bylaws and must conform to the LWML articles on object, members, representation at national 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 CNH LWML Bylaws. Zone bylaws and proposed amendments shall be submitted, as required, for approval to CNH LWML Structure Committee, prior to zone adoption.
- b. Zones shall submit names of delegates and alternates to the CNH LWML President for certification as delegates to the LWML conventions. Each zone may send one (1) certified delegate for each additional ten (10) units or major fraction thereof, as of January 1 preceding the convention.

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 CNH LWML;
 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 CNH LWML Board of Directors;
- c. Past Presidents of CNH LWML who are current members of CNH LWML.

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. A Nominating Committee of five (5) LWML members shall be selected as follows:

- a. A list of candidates for the nominating committee 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 in order of the number of 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. 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 CNH LWML, 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;
- e. submit names of Pastoral Counselor nominees selected by the Board to the CNH LCMS President for review;
- f. submit names of reviewed Pastoral Counselor nominees to the Board of Directors at its summer winter meeting in odd-numbered years, at which time the Board shall select six (6), if possible, by plurality vote;
- g. obtain the written consent of the Pastoral Counselor nominees to serve if elected;
- h. select two (2) candidates from the six (6) selected Pastoral Counselor nominees;
- i. submit the entire slate of candidates for inclusion in the Convention Call Packet;
- j. prepare ballots listing candidates in alphabetical order for each office.

Section 3.

Nominations for elected officers may be made from the floor of the convention, 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: ELECTED 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 Human Care
Vice President of Servant Resources
Recording Secretary
Financial Secretary
Treasurer

Section 2.

The elected officers shall be elected by ballot at the CNH LWML convention to serve a term of 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. Newly elected officers shall assume their duties at the close of the convention in which they are elected.
- b. The election of officers shall be as follows:
 1. The President, Vice President of Convention Planning, Vice President of Servant Resources, Recording Secretary, Financial Secretary, and a Pastoral Counselor shall be elected in one (1) convention.
 2. The Vice President of Christian Life, Vice President of Gospel Outreach, Vice President of Human Care, Treasurer, and a Pastoral Counselor, shall be elected at the following convention.
 3. A majority vote shall elect.
 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.

ARTICLE VI DUTIES OF ELECTED OFFICERS

Section 1. The President shall:
a. preside at CNH LWML Executive Committee meetings, Board of Directors' meetings, and Conventions;
b. appoint, with the approval of the Executive Committee,
Archivist-Historian
Convention Chairman
Mailing Coordinator
News Editor
Parliamentarian
Planning Director
Public Relations Director

Secretary to the President

Chairmen of Standing Committees, unless otherwise provided for in the bylaws, and other necessary personnel;

- c. appoint 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 CNH LWML Conventions, Executive Committee, and Board of Directors;
- h. report to the CNH LWML Convention, Executive Committee, and Board of Directors;
- i. represent the CNH LWML at zone rallies or send a representative from the Executive Committee;
- j. attend, as a voting member, all LWML Board of Directors' Meetings and Conventions.

Section 2. The Vice President of Christian Life may perform the duties of the office of President 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 this Committee, with approval of the Executive Committee;
- c. serve on the Convention Program Committee;
- d. report to the CNH LWML Convention, Executive Committee, and Board of Directors.

Section 3. The Vice President of Convention Planning may perform the duties of the office of President 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 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 CNH LWML Convention, Executive Committee, and Board of Directors.

Section 4. The Vice President of Gospel Outreach may perform the duties of the office of President 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 the members of this Committee with approval of the Executive Committee;
- c. serve on the Convention Program Committee;
- d. report to the CNH LWML Convention, Executive Committee, and Board of Directors.

Section 5. The Vice President of Human Care may perform the duties of the office of President at the request of the President or the Executive Committee and shall:

- a. serve as Coordinator of the Human Care Department and be an ex officio member of all committees in this department;

- b.* serve as Chairman of the Caring Ministry Committee and appoint the members of this Committee, with the approval of the Executive Committee;
- c.* serve on the Convention Program Committee;
- d.* report to the CNH LWML Convention, Executive Committee, and Board of Directors.

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

- a.* serve as coordinator of the Servant Resources Department and be an ex officio member of all committees in this department;
- b.* serve as Chairman of the Structure Committee and appoint this committee, with approval of the Executive Committee;
- c.* serve as Chairman of the Leader Development Committee and appoint three (3) members of this committee, with approval of the Executive Committee;
- d.* appoint a Chairman and two (2) members of the Committee on Young Women, with approval of the Executive Committee;
- e.* serve on the Convention Program Committee;
- f.* report to the CNH LWML Convention, Executive Committee, and Board of Directors.

Section 7. The Recording Secretary shall:

- a.* record CNH LWML Convention proceedings and meetings of the Executive Committee and Board of Directors;
- b.* provide each member of the Executive Committee and Board of Directors with a copy of the minutes of their respective meetings, and of the CNH LWML Convention proceedings;
- c.* provide each unit with a copy of the CNH LWML Convention proceedings;
- d.* serve as Credentials Chairman and receive credentials of delegates, Board of Directors, and past presidents of CNH LWML prior to the convention;
- e.* serve on the Convention Program Committee;
- f.* 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.i);
- g.* receive the Special Election ballots from the Board of Directors and call a meeting of the tellers to tally votes;
- h.* report to the CNH LWML Convention, Executive Committee, and Board of Directors.

Section 8. The Financial Secretary shall:

- a.* be bonded in an amount determined by the Executive Committee
- b.* receive and deposit all monies in a financial institution approved by the Executive Committee;
- c.* keep an itemized account of all receipts;
- d.* submit financial reports to the CNH LWML Convention, Executive Committee, and Board of Directors;
- e.* notify societies annually of pro-rate due date;
- f.* order and make available Mite Boxes to CNH LWML members;
- g.* submit records for professional review annually;
- h.* submit records for professional review upon special direction of the Executive Committee;
- i.* serve on Special Election Tellers Committee for filling a vacancy in the office of President (see Article IX, Section 4., i.);
- j.* serve on Convention Program Committee.

Section 9. The Treasurer shall:

- a.* be bonded in an amount determined by the Executive Committee

- b. receive from the Financial Secretary a report of all monies deposited;
- c. keep an itemized account of all receipts and disbursements;
- d. make all payments authorized by the CNH LWML President;
- e. submit financial reports to the CNH LWML Convention, Executive Committee, and Board of Directors;
- f. submit records annually for professional review;
- g. submit records for professional review upon special direction of the Executive Committee;
- h. serve on the Special Election Tellers Committee for filling a vacancy in the office of the President (see Article IX, Section 4., i.);
- i. 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. Each Pastoral Counselor shall serve one (1) term of four (4) years. The Pastoral Counselor may serve one term or until a successor is selected. Four (4) years after concluding his term, a Pastoral Counselor may again be eligible for election.

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

- a. One (1) Pastoral Counselor shall be elected by ballot at each CNH LWML 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 reviewed by the CNH LCMS President.

Section 3. The Pastoral Counselors shall:

- a. serve the CNH LWML in an advisory capacity;
- b. attend CNH LWML Conventions, meetings of the Executive Committee and Board of Directors, and other meetings or activities as assigned;
- c. serve on the Convention Program Committee;
- d. report to the CNH LWML Convention, Executive Committee, and Board of Directors.

ARTICLE VIII: SPECIAL APPOINTED PERSONNEL

Section 1. The special appointed personnel shall be

Archivist-Historian
 Convention Chairman
 Mailing Coordinator
 News Editor
 Parliamentarian
 Planning Director
 Public Relations Director
 Secretary to the President

Section 2. 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 CNH LWML history;
 2. gather and preserve records and other materials of historical significance to the CNH LWML;
 3. attend meetings at the request of the President, without vote;
 4. report to the President.
- Section 3. 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 CNH LWML Convention Guidelines;
 2. attend meetings at the request of the President, without vote;
 3. report to the Vice President of Convention Planning.
- Section 4. 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 CNH LWML personnel;
 2. maintain records of *Lutheran Woman's Quarterly* subscriptions;
 3. process bulk mailings and other mailings, as requested by elected officers;
 4. attend meetings at the request of the President, without vote;
 5. report to the President.
- Section 5. News Editor**
- a. Appointment
1. The News Editor 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 CNH LWML;
 2. serve as a member of the Executive Committee and Board of Directors, without vote;
 3. 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 Executive Committee and Board of Directors, without vote;
5. report to the President.

Section 7. Planning Director

a. Appointment

1. The Planning 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. direct the planning activities of the district at the direction of the President;
2. serve as a member of the Executive Committee and Board of Directors, without vote;
3. report to the President.

Section 8. Public Relations Director

a. Appointment

1. The Public Relations Director shall be appointed by the President.
2. Appointment requires the 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 alert for news of CNH LWML and make it known to the membership and church-at-large;
2. forward news and information received from LWML to societies;
3. be coordinator of CNH LWML Convention publicity;
4. serve as a member of the Executive Committee and Board of Directors, without vote;
5. report to the President.

Section 9. 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 CNH LWML personnel;
 2. secure sites and make physical arrangements for Executive Committee and Board of Directors' meetings and CNH LWML workshops held in conjunction with them;
 3. serve as a member of the Executive Committee and Board of Directors, without vote;
 4. report to the President.

ARTICLE IX: BOARD OF DIRECTORS

Section 1.

- a. The voting members of the Board of Directors shall be
 - CNH LWML Elected Officers
 - CNH LWML 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 CNH LWML 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 shall be
 - News Editor
 - Parliamentarian
 - Pastoral Counselors
 - Planning Director
 - Public Relations Director
 - Secretary to the President

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 the approval of the Executive Committee.
- d. In case of emergency, action may be taken by mail, electronic messaging, or telephone, with written confirmation to follow within ten (10) days.

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 CNH LWML between conventions;
- b. carry out the business of the CNH LWML approved in conventions;
- c. select six (6) nominees, if possible, for Pastoral Counselor from the list submitted by the Nominating Committee;
- 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 in CNH LWML;
- 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 are serving at least the second year in their term of office.
 - 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.

ARTICLE X: EXECUTIVE COMMITTEE

Section 1.

The Executive Committee shall be the elected officers. The Pastoral Counselors, News Editor, Parliamentarian, Planning Director, Public Relations Director, and Secretary to the President shall be advisory members.

Section 2.

- a. The Executive Committee shall meet at the call of the President.
- b. Five (5) 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. Written confirmation 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 CNH LWML Convention and approve the convention budget;
 - c. determine the amount of bonds for the Financial Secretary and Treasurer;
 - d. arrange for insurance coverage for the benefit of the organization in such amount as the Executive Committee deems advisable;
 - e. fill vacancies occurring in CNH LWML elective offices, except in the office of President (see Article IX, Section 4.i.);
 - f. approve committee appointments and special appointed personnel;
 - g. approve financial institution(s) for deposit of funds;
 - h. receive and take action on membership applications.

ARTICLE XI: DEPARTMENTS AND STANDING COMMITTEES

Section 1.

- a. The Departments shall be:
 - Christian Life
 - Convention Planning
 - Gospel Outreach
 - Human Care
 - Servant Resources
 A Vice President shall serve as coordinator of each department

- b. The Standing Committees shall be

Christian Life Committee	(Christian Life Department)
Convention Planning Committee	(Convention Planning Department)
Gospel Outreach Committee	(Gospel Outreach Department)

Caring Ministry Committee	(Human Care Department)
Committee on Young Women	(Servant Resources Department)
Leader Development Committee	(Servant Resources Department)
Structure Committee	(Servant 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 three (3) members, appointed by the Vice President of Christian Life, and subject to 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 Board of Directors;
 4. plan, promote, and facilitate CNH LWML Christian Growth retreats;
 5. have its chairman report to each regular meeting of the Board of Directors and to the 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 CNH LWML 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 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. committee members who shall 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 Board of Directors;

6. have its chairman report to each regular meeting of the Board of Directors and to the convention.

Section 5.

The Human Care Department shall include the Caring Ministry Committee. The Vice President of Human Care shall be the coordinator of the department and chairman of the committee. The Caring Ministry Committee shall consist of three (3) members, appointed by the Vice President of Human Care, with the approval of the Executive Committee.

- a. The members of the Caring Ministry 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 Caring Ministry Committee shall:
 1. encourage sensitivity in women toward those who are hurting and in need;
 2. provide resources and encouragement to enable knowledgeable, Biblical, hands-on assistance and comfort to others;
 3. alert members to opportunities and challenges for mission service in the church, community, and world;
 4. encourage participation and provide materials and suggestions for mission service programs;
 5. send informational letters to missionary parents of high school students informing them about Steinbeck Memorial Scholarships;
 6. receive Steinbeck applications and present to the Board of Directors for selection of scholarship recipients;
 7. conduct workshops, as directed and approved by the Executive Committee and Board of Directors;
 8. have its chairman report to each regular meeting of the Board of Directors and to the convention.

Section 6.

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

- a. The Committee on Young Women shall consist of a chairman, appointed by the President, and two (2) committee members appointed by the Vice President of Servant Resources, with the approval of the Executive Committee.
 1. The members of the Committee on 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 on 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 CNH LWML programs and functions intended especially for young women, as directed and approved by the Executive Committee and Board of Directors;
 - c) report to the Vice President of Servant Resources.
- b. The Leader Development Committee shall consist of a chairman, appointed by the President, and two (2) committee members appointed by the Vice President of Servant Resources, with the approval of the Executive Committee.

1. The members of the Leader Development 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 Leader Development Committee shall:
 - a) identify women with special abilities and talents to serve in leadership positions in the District LWML;
 - 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 each regular meeting of the Board of Directors and to the convention.
- c. The Structure Committee shall consist of the Parliamentarian, and two (2) committee members appointed by the Vice President of Servant Resources, who shall serve as chairman, with the approval of the Executive 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 CNH LWML;
 - 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 CNH LWML 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 CNH LWML or LWML.

ARTICLE XII: MISSION GRANT PROPOSALS

Section 1.

- a. Mission grant proposals may be submitted by members, societies, zones of the CNH LWML, the CNH LCMS Mission Executive, or any LCMS recognized service organization (RSO).
- b. Proposals for mission grants shall be submitted to the CNH LWML 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 RSO's 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 Council (MAC), and the CNH LWML Pastoral Counselors for evaluation.
- b. Proposals shall then be presented to the CNH LWML Board of Directors for approval before submitting them to the CNH LWML 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 CNH LWML Financial Secretary.
- c. The CNH LWML shall remit twenty-five percent (25%) or more of the mite offerings to the LWML Office. The CNH LWML shall retain seventy-five percent (75%) or less of mite offerings in the treasury for approved projects, administration of CNH LWML, and official publications.

Section 2.

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

ARTICLE XIV: FISCAL YEAR

The fiscal year of the CNH LWML 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 CNH LWML 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 CNH LWML 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 at the CNH LWML Convention, provided they have been approved by the CNH LWML Board of Directors and LWML Structure Committee. Proposed amendments shall be distributed to societies at least two (2) months prior to the CNH LWML Convention.

Section 2.

Proposed amendments may be presented to the CNH LWML 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