

Bylaws

Confessional Lutherans for Christ's Commission

Adopted June 2016

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Bylaws

ARTICLE I—NAME

The name of this organization shall be *Confessional Lutherans for Christ's Commission*, hereafter abbreviated as CLCC.

ARTICLE II—CONFESSION

Every member of CLCC accepts without reservation:

1. The Scriptures of the Old and the New Testament as the written, inspired, and inerrant Word of God and the only rule and norm of faith and practice; and
2. All the Symbolical Books of the Evangelical Lutheran Church as a true and unadulterated statement and exposition of the Word of God, to wit: the three Ecumenical Creeds (the Apostles' Creed, the Nicene Creed, the Athanasian Creed), the Unaltered Augsburg Confession, the Apology of the Augsburg Confession, the Smalcald Articles, the Large Catechism of Luther, the Small Catechism of Luther, and the Formula of Concord.

The organization will use the Book of Concord, 1580 printing.

This article is the basis for relationships with all members and associated organizations.

ARTICLE III—MISSION AND VISION

CLCC's objectives are to develop and deliver educational programs and resources focused on confessional Lutheran teachings that will benefit Lutherans, primarily the laity, throughout the United States and to contribute to a more knowledgeable laity that translates into more active congregational life.

ARTICLE IV—RELATIONSHIP WITH OTHER ENTITIES

CLCC's work will be carried out externally with other Lutheran organizations and internally through the cooperation of pastors and laity, working through local congregations.

Confessional organizations that share a common mission with CLCC may choose to work with CLCC on items of common interest and purpose, all leading to greater unity and cooperation among confessional organizations. Formal association with such organizations will be based on the organization's subscription to the Confessions as stated in Article II (Confession) of these bylaws. If, after informal discussions between organizations, the Board of Directors believes such a formal association will further the objectives of CLCC, it may enter into that formal association.

CLCC is a recognized service organization of the Lutheran Church—Missouri Synod. Recognition by the Synod (i) is not an endorsement of the fiscal solvency of CLCC, nor of services or programs offered by CLCC, (ii) does not express or imply endorsement of the fiscal solvency of CLCC, or Synod responsibility for the debts or other financial obligations of CLCC, and (iii) does not cause the Synod or its districts or congregations to incur or be subject to the liabilities or debts of CLCC or its subsidiaries and/or affiliates.

ARTICLE V—MEMBERSHIP

CLCC membership is made up of individuals who subscribe to Articles II and III and have become and remained members as prescribed in these bylaws.

Section 1. Members

Confirmed members of Lutheran congregations may become members of CLCC by completing the membership application, paying the annual fee, and being accepted into membership by the procedures established by the CLCC Board of Directors. Each member has one vote.

Section 2. Honorary Membership

Honorary life membership may be conferred upon a member who has rendered notable service to CLCC. An honorary member shall have none of the obligations of membership but shall be entitled to all of the privileges except making motions, voting, and holding office.

Section 3. Dues

Annual dues shall be established by the Board of Directors. Members whose dues are delinquent are not eligible to vote.

ARTICLE VI—OFFICERS

Section 1. Elected Officers and Qualifications for Office

The elected officers of CLCC are the six directors. Three of the directors shall be ordained men with a Master of Divinity degree from a Lutheran seminary and three shall be male laymen. At least two of the three clergy members shall be rostered members of LCMS and at least two of the three lay members shall be members of LCMS congregations. Non-LCMS directors shall be members of church bodies in fellowship with LCMS. All directors shall be members of CLCC.

Section 2. Nomination and Election

- A. Nominations.** Members shall be invited to submit the names of candidates for the director positions. These nominations shall be submitted to the Board of Directors for approval for placement on the ballot.
- B. Elections.** The directors shall be elected in the fall. The Secretary shall conduct the election (via surface or electronic mail) and promptly notify all CLCC members of election results.
- C. Term of Office.** The directors shall serve for three years or until their successors are elected, and their term of office shall begin January 1. Terms shall be staggered such that one clergy member and one lay member are elected each year. No director shall serve more than three consecutive terms as director.
- D. Vacancies in Office.** If a director misses two consecutive meetings of the Board of Directors, by majority vote the Board may declare his office vacant. Vacancies in the office of director shall be filled by the Board of Directors.

Section 3. Appointed Officers

- A. Qualifications and Appointment.** The appointed officers are the Executive Director, Secretary, and Treasurer. The Board of Directors shall appoint the appointed officers. The Executive Director shall be male; the other appointed officers may be male or female. An elected officer may also hold an appointive office.
- B. Term of Office.** The appointed officers shall serve for one year or until their successors are appointed, and their term of office shall begin January 1. The appointed officers are not subject to term limits.
- C. Vacancies in Office.** If an appointed officer is unable to perform his duties, by majority vote the Board of Directors may declare the office vacant. The Board of Directors shall fill vacancies in the appointive offices.

ARTICLE VII—DUTIES OF OFFICERS

The CLCC officers shall actively seek to accomplish the objectives of CLCC. They shall perform the duties pertaining to their office as directed by these bylaws, the Board of Directors, and by the parliamentary authority adopted by CLCC.

Section 1. Executive Director

The Executive Director, subject to approval by the Board of Directors, shall appoint additional members of the Executive Committee as needed to carry out the mission of CLCC. These members shall serve for one year or until their successors are appointed, and their term of office shall begin January 1. These members are not subject to term limits.

Section 2. Transactions between CLCC and Interested Officers

- A. Conflict of Interest.** A transaction with CLCC in which an officer has a direct or indirect interest is not voidable by the CLCC solely because of the officer's interest in the transaction if either (1) the material facts of the transaction and the officer's interest were disclosed or known to the Board of Directors or a committee of the Board of Directors, and the Board of Directors or committee authorized, approved or ratified the transaction; or (2) the transaction was fair to CLCC. Authorization, approval or ratification occurs if a majority of the directors on the Board of Directors or on the committee, who have no direct or indirect interest in the transaction vote to authorize.
- B. Disqualification.** An officer of CLCC shall not be disqualified from contracting with CLCC as vendor, purchaser, or otherwise; nor shall any contract or arrangement entered into by or on behalf of CLCC in which any officer is in any way interested be voided on that account, provided that such contract or arrangement shall have been approved or ratified by a majority of the Board of Directors without counting in such majority the officer so interested, although such officer may be counted toward a quorum.

ARTICLE VIII—BOARD OF DIRECTORS

The elected directors and the Executive Director shall constitute the Board of Directors. The Board of Directors shall have full power and authority over the affairs of CLCC except those otherwise assigned in these bylaws.

Section 1. Board Officers

- A. Election.** The Board of Directors shall elect its chairman from among its clergy members and its vice-chairman from among its lay members.
- B. Term of Office.** The term of office for the chairman and vice-chairman shall be one year, or until their successors are elected, and shall begin at the close of the meeting at which they were elected. No director shall serve more than three consecutive terms as chairman or vice-chairman.
- C. Vacancy in Office.** Vacancies in the offices of chairman or vice-chairman shall be filled by election at the next Board of Directors meeting.
- D. Chairman.** The chairman of the Board of Directors shall
1. Be the spokesman for the CLCC on theological issues.
 2. Set the time, place, and agenda for Board of Directors meetings.
 3. Chair all Board of Directors meetings.
 4. Approve the minutes of the Board of Directors meetings.
 5. Be an ex officio member of the Executive Committee and of all committees created by the Board.
- E. Vice-Chairman.** The Vice-Chairman of the Board of Directors shall call a Board meeting if the chairman is unable to do so.

Section 2. Board Duties

The Board shall

1. Oversee the affairs of CLCC.
2. Approve the annual budget and, if necessary, approve any revisions in the annual budget.
3. Establish annual membership fees.
4. Approve candidates for elective offices.
5. Appoint the appointed officers and direct the secretary to notify the membership of these appointments.
6. Approve additional appointments to the Executive Committee and direct the secretary to notify the membership of these appointments.
7. Approve the appointment of CLCC instructors.

The Board of Directors may create committees as needed to carry out its work. Their members shall be appointed by the chairman unless ordered otherwise by the Board when the committee is created.

Section 3. Board Meetings

- A. Meeting Schedule.** The Board shall meet as soon as practical after the annual elections to elect the chairman and vice-chairman.

The Board of Directors shall hold a minimum of two meetings each year at the call of the chairman or vice chairman. The Board may meet via teleconference. Any face-to-face meetings should be planned to coincide with regional events or conventions of CLCC when possible.

- B. Quorum.** The quorum for a Board of Directors meeting shall consist of two clergy members and two lay members.

ARTICLE IX—EXECUTIVE COMMITTEE

The Executive Director, Secretary, Treasurer, and such other members as the Executive Director shall appoint, subject to the Board of Director's approval, shall constitute the Executive Committee.

The Executive Committee shall perform the duties assigned to it by the Board of Directors including the development and execution of programs consistent with CLCC's objectives and the management of the organization's administrative and fiscal duties in accordance with applicable legal, regulatory, and fiduciary standards, and the display of Christian love and respect for each other.

ARTICLE X—FINANCES

Section 1. Fiscal Year

The fiscal year for CLCC shall be January 1 through December 31.

Section 2. Budget.

Prior to year-end, the Executive Committee will propose to the Board of Directors a budget constructed to accommodate anticipated revenues and expenditures that includes a reasonable cushion for unanticipated expenditures. This cushion shall be managed by the Executive Director and subject to justification at the Board's request.

Section 3. Banking

All monies belonging to CLCC shall be deposited and disbursed through an approved bank account established and maintained for CLCC by the Treasurer. All funds must be deposited in a timely manner.

The Treasurer and the Executive Director or his designee shall have sole authority to pay all budgeted and approved expenditures in a timely manner.

Section 4. Financial Review

A routine financial review shall be performed every three years or with the change of officer.

ARTICLE XI—PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern CLCC in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order CLCC may adopt.

ARTICLE XII—AMENDMENTS

These bylaws may be amended by a two-thirds vote in the affirmative of the members voting, provided that by a majority vote the Board of Directors has decided to submit the amendment to the membership for ratification and the amendment does not conflict with Article II (Confession) of these bylaws.

ARTICLE XIII—DISSOLUTION

CLCC may be dissolved by a two-thirds vote in the affirmative of the members voting, provided that by a majority vote the Board has directed that the resolution to dissolve CLCC be submitted to the membership for ratification (vote may be via surface or electronic mail). Alternatively, CLCC may be dissolved by unanimous vote of the current members of the Board of Directors.