



LUTHERAN WOMEN’S MISSIONARY LEAGUE–CANADA INC.
BY–LAW NO 1/95
Last amended 2021

A By-law relating generally to the transaction of business and affairs of LUTHERAN
WOMEN’S MISSIONARY LEAGUE–CANADA INC.

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Lutheran Women's Missionary League–Canada Inc.

Amended Bylaw No. 1/2021

1.01 Definitions – In the By-laws of the League, unless the context otherwise requires:

“Act” means The Corporation Act (Manitoba), and any statute that may be substituted therefore, as from time to time amended;

“articles” means the articles of the League as from time to time amended or reinstated;

“By-laws” means this By-law;

“Church” means the Lutheran Church–Canada or The Lutheran Church-Missouri Synod within Canada;

“Convention” means the meeting of Delegates held on a triennium basis;

“Director” means an individual who is elected to the Board of Directors of the League;

“Counsellor” means a pastor who is appointed to serve the League in an advisory capacity;

“District” means one of the four geographic areas of Canada established as a District pursuant to Article Four of these By-laws;
[See By-law No. 1/2012]

“Officer” means a current or past Officer of the League;

“Vice-President, District Administration” means an individual who is a current presiding Vice-President District Administration of a District described in Schedule “A”;

“Board of Directors” means those individuals elected or appointed as Directors pursuant to this By-law which shall represent members at annual meetings of the League, and which shall manage the business and affairs of the League as provided in this By-law;

“Individual Member” has the meaning ascribed to that term in paragraph 4.01(b);

“League” means the corporation incorporated under the Act and named Lutheran Women's Missionary League–Canada Inc.;

“meeting of Board of Directors” includes an annual meeting of Directors which shall be an annual meeting of the League, and any other special meeting of Directors;

“non-business day” means Saturday, Sunday and any other day that is a holiday as defined in The Interpretation Act (Manitoba);



“recorded address” means in the case of a member society, that member society’s address as recorded in the members’ register; and in the case of a representative, Delegate, Director, Officer, accountant or member of a committee of the board, that individual’s latest address as recorded in the records of the League;

“Society Member” has the meaning accorded to that term in Section 4.01(a).

“signing Officer” means, in relation to any instrument, any person authorized to sign the same on behalf of the League by Article 2.03 of these By-laws or by a resolution passed pursuant thereto;

“Tapestry” means the official publication or magazine of the League;

“Zone” means a Zone established pursuant to Article Four of these By-laws, comprising those member societies assigned to that Zone from time to time in accordance with these By-laws;

“Zone Delegate” means an individual elected at a Zone meeting to attend a Convention;

save as aforesaid, words and expressions defined in the Act have the same meanings when used herein; and words importing the singular number include the plural and vice versa; words importing gender includes the masculine, feminine and neuter genders; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

Article Two Undertaking and Business of the League

2.01 Undertaking of the League.

The profits or other accretions to the League shall be used in furthering its undertaking. The Board of Directors may take such steps as they may deem requisite to enable the League to receive donations and benefits for the purpose of furthering its undertaking.

2.02 Registered Office.

Until changed in accordance with the Act, the registered office of the League shall be at the City of Winnipeg in the Province of Manitoba and at such location therein as the Board of Directors may from time to time determine.

2.03 Corporate Seal.

Until changed by the Board of Directors the corporate seal of the League shall be in the form impressed in the margin hereof.

2.04 Fiscal Year.

Until changed by the Board of Directors, the fiscal year of the League shall end on the last day of March in each year.

2.05 Execution of Instruments.

Deeds, transfers, assignments, contracts, obligations, certificates, and other instruments may be signed on behalf of the League by the President and Secretary together, or by one of them together with a Vice-President or the Treasurer. In addition, the Board of Directors may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing Officer may affix the corporate seal to any instrument requiring the same.

2.06 Financial Arrangements.

The financial business of the League shall be transacted with such banks, credit unions, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board of Directors. Such financial business or any part thereof shall be transacted under such agreements, instruments and delegations of powers as the Board of Directors may from time to time prescribe or authorize.

2.07 Official Publication.

The official publication of the League shall be called "*Tapestry*". It shall be published by the Editorial Staff Committee. The purpose of *Tapestry* shall be:

- a) to promote the objects of the League;
- b) to inform the membership of the activities of Officers and committees;
- c) to provide topics for study and discussion.

Article Three Investments

3.01 Investments.

Monies in the possession of the League not immediately needed for disbursement or advancement of League business may be invested with a Canadian financial institution, one or more of the following: a Canadian Chartered Bank or federally regulated Trust Company or LLC Financial Ministries (operating as Lutheran Foundation Canada).

3.02 Monies held in Trust.

Every investment of monies given to the League in trust, under circumstances which require the League to invest same as capital money, shall be limited to those classes of securities authorized for investment of trust money by trustees under The Trustee Act (Manitoba).

3.03 Safe Keeping of Securities.

All securities owned by, or belonging to, the League, shall be lodged in the name of the League with a Chartered Bank or a Trust Company, or in safety deposit box or, if so authorized by resolution of the Board of Directors with such other depositories, or in such other manner as may be determined from time to time by the Board of Directors.

Article Four Membership, Zones and Districts Membership

4.01 Types of member.

There shall be two (2) types of membership, namely:

- a) Society Members: Such membership shall be open to Women's organization within congregations of the Church, on campus, in resident homes or in other settings; provided however one or more societies affiliated with the League from the same congregation, campus, in a resident home, or in other single setting shall be considered a single society member. Applications for membership as a Society will be forwarded by District for approval by LWML–Canada.
- b) Individual Members: Such membership shall be available to individuals as set out in Article 4.06. An individual member shall have the privileges set out in Article 4.06.

[See By-law No. 1/2006 and By-law No. 1/2015]

4.02 Approval of Board of Directors.

An applicant society or an individual member shall become a member of the League upon passage of a resolution by the Board of Directors approving such an application.

[See By-law No. 1/2006 and By-law No. 1/2015]

4.03 Contributions by Member Societies.

Each member society shall be expected to remit monthly to the League the voluntary mite offerings received by it from its members. Individual members shall be expected to remit voluntary mite offerings to the League through the League Financial Secretary.

[See By-law No. 1/2006 and By-law No. 1/2015]

4.04 Termination of Membership.

The interest of a member society or an individual member in the League is not transferable and lapses and ceases to exist when the society ceases to be a member by resignation or otherwise in accordance with these By-laws. Any member society may resign from membership upon notice in writing to the Recording Secretary.

[See By-law No. 1/2015]

4.05 Cancellation or Suspension of Membership.

The Board of Directors may cancel or suspend the membership of a member society or an individual member by resolution for cause, or where the Board of Directors is of the opinion that such cancellation or suspension is in the best interest of the League. Such member society shall receive at least seven (7) days notice of the meeting of the Board of Directors at which such resolution is to be considered, together with a statement of the grounds upon which the membership of the member society is proposed to be terminated, and such member society shall be entitled to appear by an agent or counsel, to make submissions at the meeting.

[See By-law No. 12015]

4.06 Individual Membership.

A woman who is a communicant member of the Church but who is not a member of a member society may apply to become an individual member of the League. If she maintains her active membership in an LCC congregation, even if she is living in another area with no LCC congregation, she would still qualify for nomination and election. Such individual applicant will become an individual member of the League upon approval of such application by the Board of Directors. Individual members shall not be entitled to notice of meetings of the League but may attend such meetings on a non-voting basis. Individual members may however be appointed as District members for standing committees or nominated and elected to office on the Board of Directors of the League.

4.07 Establishment of Zones.

The geographic area of Canada shall be divided into Zones as listed in Schedule A - DISTRICTS AND ZONES of the handbook.

4.08 Assignment of Member Societies to Zones.

Each member society shall be assigned to a Zone by the Board of Directors. Societies may be added to a Zone or removed from a Zone by resolution of the Board of Directors.

4.09 Establishment of Districts.

There shall be four (4) Districts, the names, and geographical boundaries of which are set out in Schedule "A".

[See By-law No. 1/2012]

4.10 Composition of Districts.

Each District shall be composed of the Zones set out underneath the name of that District on Schedule “A”.

Article Five DISTRICTS AND VICE-PRESIDENTS DISTRICT ADMINISTRATION

5.01 Governance of Districts.

Each District shall operate pursuant to the League By-laws.

5.02 Representation of Districts on Board of Directors.

At each convention, the Voting Body in attendance at such convention shall elect from among the slate of nominees, a Vice-President District Administration for each District. Each Vice-President District Administration shall, upon election, hold the office of Director for a term of office of three (3) years or until their successors are appointed or they are removed by the Board of Directors. They are eligible for re-election to a second consecutive three (3) year term.

Article Six Zones

6.01 Governance of Zones.

Each Zone shall operate pursuant to the League By-laws.

6.02 Zone meetings.

At least ninety (90) days prior to any Convention, the Vice-President District Administration of each District shall cause a meeting to be called in each Zone (a “Zone meeting”) in that District. The time, location, and manner of giving notice of each Zone meeting shall be determined by the Vice-President District Administration.

Any individual who is a member of a member society (a “qualified individual”) may attend and vote at a Zone meeting.

6.03 Election of Zone Delegates.

At each Zone meeting called for the purpose of electing Zone Delegates, the qualified individuals in attendance shall elect from among their number a Zone Delegate or Zone Delegates. A Zone comprising more than ten (10) active member societies may elect from such qualified individuals one (1) additional Zone Delegate for each additional ten member societies (or major fraction thereof) comprising that Zone.

6.04 Election of Alternate Zone Delegates.

The qualified individuals in attendance at any Zone meeting called for the purpose of electing Zone Delegates shall also elect from among their number a number of Alternate Zone Delegates equal to the number of Zone Delegates elected by that meeting.

6.05 Notification of Zone Delegates and Alternate Zone Delegates.

The secretary of the Zone meeting shall provide the Recording Secretary with a list of those Zone Delegates and Alternate Zone Delegates elected at the Zone meeting.

6.06 Zone Delegates to Attend Convention.

Each Zone Delegate shall be entitled to attend and vote at the Convention held following the election of that Zone Delegate. In the event a Zone Delegate from a Zone is unable to attend all or part of a Convention which that Zone Delegate is entitled to attend and vote at, the Alternate Zone Delegate from that Zone who received the highest number of votes upon election may attend and vote at such Convention in the place and stead of the Zone Delegate. In the event more than one (1) Zone Delegate from a Zone are unable to attend all or part of a Convention in which the Zones' delegates are entitled to attend and vote at, the Alternate Zone Delegates from that Zone who received the next highest number of votes upon election may attend and vote at such Convention in the place and stead of such Zone.

6.07 Term of Service of Zone Delegates

Each Zone Delegate shall serve for a term of three (3) years following the Convention until the next delegate is elected. This allows delegates to attend to any between convention League business that may occur. In the event a Zone Delegate cannot complete her term, the elected Alternate Delegate will serve out the term as Delegate. In the event the Alternate Delegate cannot complete the term, the Zone will elect another Delegate.

Article Seven Conventions

7.01 Conventions.

Commencing in 2003, and in every third year thereafter the Board of Directors shall cause a Convention to be called. The time and date of the Convention shall be determined by the Board of Directors. The location of the Convention shall be determined by the Board of Directors after considering the report and recommendation of the Convention Site Committee. The Board of Directors has the option to have the Convention held online when an in-person Convention is not feasible due to extraordinary events such as acts of God, war, terrorism, government regulations, disaster, strikes, civil disorder, pandemic, etc... The Board of Directors will then inform the membership of this change within a minimum of 90 days prior to the date of the convention to allow for the Convention Site Committee and attendees to cancel any arrangements made.

[See By-law No.1/2003]

7.02 Notice of Convention.

a) Particulars of the time and location of each Convention shall be published in the Spring issue of *Tapestry*.

b) Convention Business requiring a vote will be published in a convention business bulletin made available to all societies by April 01 of the Convention year.

[See By-law No. 1/2009]

7.03 Voting Attendees.

In addition to those Zone Delegates and Alternate Zone Delegates entitled to attend and vote at a Convention, Vice-President District Administration and Elected Officers may attend and vote on all resolutions considered at a Convention (the "Voters").

7.04 Non-Voting Attendees.

Each member of a member society, each individual member, and each Advisor appointed under Article 10.15 may attend a Convention.

[See By-law No. 1/2003 and By-law No. 1/2015]

7.05 Quorum.

A quorum for the transaction of business at any Convention shall be two-thirds (2/3) of the total Voting Delegates.

7.06 Convention Reports.

The President shall present to the Convention a Triennial Report and the Treasurer shall present the financial statements of the League for each fiscal period ending since the last Convention.

7.07 Budget.

The Treasurer shall present to each Convention a budget for the current and next succeeding fiscal period of the League for concurrence or suggestions for modification.

7.08 Election of Board of Directors.

The Voters at each Convention shall select twelve (12) individuals to be members of the Board of Directors, one (1) to hold each of the following offices of the League (the “Elected Offices”):

- President
- Vice-President, Member Development
- Vice-President, Christian Growth
- Vice-President, Christian Mission
- Vice-President, Communication
- Recording Secretary
- Financial Secretary
- Treasurer
- Vice-President District Administration, ABC District
- Vice-President District Administration, Central District
- Vice-President District Administration, Ontario District
- Vice-President District Administration, Laurentian District

7.09 Qualification of Nominees.

To be selected as a Member of the Board of Directors by a Convention and to be nominated as an Elected Officer, the nominee must be a member of a member society or an individual member and have served as a District Officer, Zone president, chair of a District committee or member of a League committee. The nominee for President must also have served as an Elected Officer or as a District President/ Vice-President District Administration or as a President of a similar organization to the League established under the Church.

[See By-law No. 1/2006 and By-law No. 1/2015]

Upon assuming Office as a Member of the Board of Directors, an individual must immediately resign any current position held by that individual as an appointed District member of a standing committee.

[See By-law No. 1/2012]

7.10 Nomination of Candidates and Balloting.

The Nominating Committee shall present to the Voters a report which includes at least one (1) nominee for each of the Elected Offices of the League. Additional nominees for any Elected Office may be added by the Voters in attendance. Such additional nominees must have signified in writing accepting the nomination and such acceptance shall be handled by the Chair of the Nominating Committee at the time the nomination is made. Nomination shall be closed by a motion passed by the majority of those Voters present. If only one (1) nominee is nominated, the President shall declare such individual selected to such Elected Office. If a ballot is required, the ballot shall be prepared by the Nominating Committee.

Scrutineers who are not nominees, shall be appointed by the President and approved by the Voters for the purpose of counting such ballot and reporting the results to the Convention. The scrutineers shall be responsible for the distribution, collection, and counting of ballots, and report the results to the Convention. In the case of a dispute over the procedure to be followed in conducting a ballot, the President shall determine the procedure to be followed.

[See By-law Nos. 1/2006 and 1/2012]

7.11 Majority to Govern.

A majority of the ballots cast shall be required to select an individual as the candidate for each Elected Office. In the event there are three (3) or more candidates for an Elected Office, and a majority vote has not been reached after two (2) ballots, the candidate with the fewest number of votes on the last ballot shall have her name removed from the next ballot. In the case of a tie between or among candidates, their names shall remain on the next ballot.

7.12 Voting.

A resolution put to a vote shall be decided by a show of hands, unless a ballot is demanded and where a ballot is demanded, it shall be taken in the manner as the President directs. Each Voter shall have one (1) vote on a question to be decided at a Convention. No individual shall vote by proxy. The President shall have the right to vote on all questions. In the event of a tie the motion shall be declared lost, provided that if the President refrained from initially voting a question, she may cast a vote to break such tie.

7.13 Resolutions and Notice.

Except as provided in Article 7.17

a) Each resolution, notice of which has been given to the Board of Directors by January 30 of a Convention year and supplied with the Summer issue of *Tapestry*, may be passed by a simple majority of Voters present and voting on such resolution.

[See By-law No. 1/2006]

b) A resolution which was not included in the notice may not be considered by the Convention unless its consideration has been approved by a resolution of the Board of Directors to permit the presentation of such late resolution to the Convention.

c) Any such resolution of Board of Directors must be passed by two-thirds (2/3) of the members of the Board of Directors present and entitled to vote on such resolution.

d) Such resolution approved by the Board of Directors may be passed by a simple majority of the Voters present and voting on such resolution.

Such resolution shall be printed and distributed to the Voting Body at the Convention.

7.14 Mission Grants.

The Christian Mission Committee shall report to the Convention and may present proposals for grants for consideration by the Convention, and present proposals for Mission Opportunity Fund grants for consideration by the Board of Directors.

[See By-law No. 1/2003]

7.15 The Convention Liaison Committee.

The Convention Liaison Committee shall, prior to each Convention make a recommendation to the Board of Directors for the location of the next Convention. The recommendation should be based upon a rotation of convention sites through the Districts.

[See By-law Nos. 1/2003 and 1/2009]

7.16 Recommendations of Board of Directors.

A Convention may make such recommendations to the Board of Directors and give such guidance to the Board of Directors as it deems appropriate.

7.17. Amendment to By-laws.

Any resolution to approve any amendment to this By-law shall require the affirmative vote of at least two-thirds (2/3) of those Voters present and voting on such resolution, provided that if no notice was given of a resolution intended to approve an amendment to this By-law, such resolution may only be voted upon with the unanimous approval of the Voters present and voting on a resolution to waive such notice, and such resolution intended to approve an amendment to this By-law shall then require the affirmative vote of at least seventy-five percent (75%) of those Voters present and voting on the resolution to approve such amendment.

7.18. Rules of Procedure.

Robert's Rules of Order, Newly Revised, shall govern the proceedings of a Convention except where inconsistent with these By-laws, standing rules, guidelines, or Christian principles.

Article Eight Board of Directors

8.01 Size.

Until changed in accordance with the articles, the Board of Directors shall consist of twelve (12) Directors.

8.02 Establishment of Board of Directors.

The Board of Directors shall consist of the Elected Officers which includes the Vice-Presidents District Administration. The Advisors appointed under Article 10.15 shall be entitled to notice of all meetings of the Board of Directors and may attend and speak during such meetings at the invitation of the President but shall not be entitled to vote on any resolution considered by the Board of Directors.

[See By-law No. 1/2003]

8.03 Qualification.

No individual shall be qualified to be a Director if that individual is less than eighteen (18) years of age; if that individual is of unsound mind and has been so found by a court in Canada; or if that individual has the status of a bankrupt; or if that individual is an employee of the League or has contracted directly or indirectly, to provide services to the League; or if that individual is not a resident of Canada.

8.04 Quorum.

The quorum for the transaction of business at any meeting of the Board of Directors shall consist of a majority of the Directors entitled to attend at such meeting.

8.05 Vacation of Office.

A Director ceases to hold office when that Director dies; that Director is removed from office by the Board of Directors under Article 9.02; that Director is absent from two (2) consecutive meetings of the Board of Directors unless that Director's absence is due to illness or other emergency which prevented that Director from attending or unless such absence is excused or consented to by the Board of Directors; that Director ceases to be qualified for election as a Director; or that Director's written resignation is sent or delivered to the Board of Directors or, if a time is specified in such resignation, at the time so specified, whichever is later.

8.06 Vacancies.

Subject to the Act, in the event of a vacancy in the office of a Director, the Board of Directors shall forthwith call a special meeting of the Board of Directors to fill the vacancy. If the Board of Directors fails to call such a meeting, then any three (3) Elected Officers may call the meeting. An individual elected to fill the vacancy in the office of a Director shall serve the balance of the term of the Director whose cessation of office caused the vacancy. Upon completion of her current appointed term, an individual may stand for election for that office. The individual filling a vacancy will be eligible for election to only one (1) additional term for the position.

8.07 Action by the Board of Directors.

The Board of Directors shall manage the business and affairs of the League. Subject to Article 8.08, the powers of the Board of Directors may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all the Directors entitled to vote on that resolution at a meeting of the Board of Directors. Where there is a vacancy in the Board of Directors, the remaining Directors may exercise all the powers of the Board of Directors so long as a quorum remains in office.

8.08 Electronic Meetings.

Board of Directors meetings may be held by electronic means. For in-person meetings, if all the Directors consent, one or more Directors may participate in a meeting of the Board of Directors or of a committee of the Board of Directors by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board of Directors and of committees of the Board of Directors held while a Director holds office.

8.09 Place of Meetings.

Meetings of the Board of Directors may be held at any place in Canada.

8.10 Calling of Meetings.

Meetings of the Board of Directors shall be held from time to time and at such place as the President, Board of Directors, or any five (5) Directors may determine.

8.11 Notice of Meetings.

Notice of the time and place of each meeting of the Board of Directors shall be given in the manner provided in Article 12.01 not less than fourteen (14) nor more than fifty (50) days before the date of the meeting to each Director. Notice of a meeting of the Board of Directors called for any purpose other than consideration of the financial statements and financial review, election of Officers and reappointment of the incumbent accountant shall state the nature of such business in sufficient detail to permit the Director to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the meeting. A Director may in any manner waive notice of or otherwise consent to a meeting of Directors.

8.12 First Meeting of Board of Directors Following Convention.

Provided a quorum of Directors is present, the Board of Directors may without notice hold a meeting immediately following a Convention.

8.13 Adjourned Meeting.

Notice of an adjourned meeting of the Board of Directors to be held within forty-eight (48) hours from the time the original meeting is adjourned is not required if the time and place of the adjourned meeting is announced at the original meeting.

8.14 Meetings.

The Board of Directors shall meet at least once every twelve (12) months. The first meeting of the Board of Directors following the conclusion of a fiscal year of the League shall be considered the annual meeting of the League for the purpose of considering the financial statements and reports required by the Act to be placed before an annual meeting, appointing accountants, and for the transaction of such other business as may properly be brought before the meeting. Notice of any annual meeting of the League shall be given to the accountant. Any meeting of the Board of Directors shall be held at such time, and subject to Article 8.09, at such place as the Board of Directors, or the President, or any five (5) Directors may determine.

8.15 Chair.

The chair of any meeting of the Board of Directors shall be the President, or in the absence of the President, a Vice-President who is chosen by the Directors present to be Chair. If no such Officer is present the Directors present shall choose one (1) of their number to be Chair.

8.16 Votes to Govern.

At all meetings of the Board of Directors every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the Chair of the meetings shall not be entitled to a second or casting vote.

8.17 Conflict of Interest.

A Director who is a party to, or who is a Director or Officer of or who has a material interest in any person who is a party to, a material contract or proposed material contract with the League shall disclose the nature and extent of that individual's interest at the time and in the manner provided by the Act. Any such contract or proposed contract shall be referred to the Board of Directors for approval even if such contract is one that in the ordinary course of the League's business would not require approval by the Board of Directors, and a Director interested in a contract so referred to the Board of Directors shall not vote on any resolution to approve the same except as provided by the Act.

8.18 Reimbursement for Expenses.

The Directors and Advisors shall not be paid remuneration for their services. The Directors and Advisors may, by resolution of the Directors, be reimbursed for travelling and other expenses properly incurred by them in attending meetings of the Directors or any committee thereof.

8.19 Reporting.

The Board of Directors shall submit or cause to be submitted to the Convention a report as to the affairs of the League. In addition, it shall be the responsibility of each Vice President, District Administration to keep the District which elected such Vice President, District Administration informed as to the affairs of the League and to encourage interest, discussion and support on the part of the Districts throughout the year by presenting periodic reports to the Districts as to the affairs of the League and the condition of its business.

Article Nine Elected Officers

9.01 Election.

At the first meeting of the Board of Directors held after each Convention, the Board of Directors shall elect those individuals who have been selected by the Convention to hold the Elected Office for which such individual has been selected. ("Elected Officers"). Each term of office of an Elected Officer shall be three (3) years commencing at the first meeting of the Board of Directors following such individual's selection and election and terminating at the first meeting of the Board of Directors after the next Convention. Any Elected Officer shall be eligible for re-election to the same office for a second consecutive three (3) year term. In the event that there is no one selected to fill an elected position at the convention, it is understood that the individual currently serving in the position will continue until her successor is appointed.

9.02 Removal of Elected Officer.

Subject to the provisions of the Act, the Board of Directors may by ordinary resolution passed at a special meeting of the Board of Directors called for the purpose of considering same, remove any Elected Officer from office and the vacancy created by such removal may be filled at the same meeting.

9.03 Vacation of Office.

An Elected Officer ceases to hold office at the conclusion of that individual's term of office as an Elected Officer; when the Elected Officer dies; when the Elected Officer is removed from office by the Board of Directors; when the Elected Officer is absent from two (2) consecutive meetings of the Board of Directors unless the Elected Officer's absence is due to illness or other emergency which prevented the Elected Officer from attending or unless such absence is excused or consented to by the Board of Directors; or when the Elected Officer's written resignation is sent or delivered to the League, or if a time is specified in such resignation, at the time so specified, whichever is later.

9.04 Vacancies.

Subject to the Act, in the event of a vacancy in an Elected Office, the Board of Directors shall forthwith call a special meeting of the Board of Directors to fill the vacancy. If the Board of Directors fails to call such a meeting, then any three (3) Elected Officers may call the meeting. An individual elected to fill a vacancy in an Elected Office shall serve the balance of the term of the Elected Officer whose cessation of office caused the vacancy. Upon completion of her current appointed term, an individual may stand for election for that office. The individual filling a vacancy will be eligible for election to only one (1) additional term for the position.

9.05 President.

The President shall:

- a) receive and approve vouchers for payment of legitimately incurred expenditures and forward vouchers to the Treasurer for issuance of payment;
- b) recommend to the Board of Directors individuals to be appointed to standing committees and as Advisors;
- c) be responsible for inviting to Board of Directors meetings other individuals as deemed necessary;
- d) be an ex officio member of all committees except the Nominating Committee;
- e) give direction to:
 - Structure Committee
 - Resolutions Committee
 - Convention Liaison Committee
 - Data Manager
 - Archivist/Historian
 - Parliamentarian
 - Counsellors
- f) be responsible for the execution of resolutions passed by the Convention, and Board of Directors;
- g) report to the Board of Directors;
- h) report to the Convention including activities of the Board of Directors.

[See By-law Nos. 1/2003, 1/2006, 1/2009 and 1/2012]

9.06 Vice-President, Member Development.

The Vice-President, Member Development may perform the duties of the office of the President in the absence or at the request of the President 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 Chair for the Member Development Committee;
- c) report to the Board of Directors;
- d) report to the Convention including committee activities.

[See By-law Nos. 1/2003 and 1/2012]

9.07 Vice-President, Christian Growth.

The Vice-President, Christian Growth may perform the duties of the office of the President in the absence or at the request of the President and shall:

- a) be authorized to sign cheques for the Financial Secretary and Treasurer in an emergency;
- b) serve as Chair for the Christian Growth Committee;
- c) report to the Board of Directors;
- d) report to the Convention including committee activities.

[See By-law Nos. 1/2003 and 1/2012]

9.08 Vice-President, Christian Mission.

The Vice-President, Christian Mission may perform the duties of the office of the President in the absence or at the request of the President and shall:

- a) serve as Chair of the Christian Mission Committee;
- b) report to the Board of Directors;
- c) report to the Convention including committee activities.

[See By-law Nos. 1/2003, 1/2006 and 1/2012]

9.09 Vice-President, Communication.

The Vice-President, Communication may perform the duties of the office of the President in the absence or at the request of the President and shall:

- a) be responsible for overseeing all communication for the League;
- b) serve as chair of the Communication Committee;
- c) report to the Board of Directors;
- d) report to the Convention including committee activities.

[See By-law Nos. 1/2003 and 1/2012]

9.10 Recording Secretary.

The Recording Secretary shall:

- a) record the Convention proceedings and provide copies of such recording to Zone Delegates and to the members of the Board of Directors;
- b) shall initiate notice of the Board of Directors meeting, and collect and distribute all available reports prior to the meeting;
- c) record minutes of the meetings of the Board of Directors and provide copies of such minutes to each Director and any appointed personnel present;
- c) receive credentials of Delegates prior to the Convention;
- d) compile the Convention Manual;
- e) report to the Board of Directors;
- g) report to the Convention.
- f) report to the Convention. [See By-law No. 1/2003]

9.11 Financial Secretary.

The Financial Secretary shall:

- a) co-ordinate the receipt and deposits of all monies received for LWMLC into the LWMLC bank account;
- b) keep an itemized account of all receipts;
- c) send monthly revenue reports to the Treasurer;
- d) assist the Treasurer with the preparation of the work program;
- e) be a member of the Finance Committee;
- f) report monthly to the Board of Directors;
- g) report to the Convention;
- h) issue annual donation receipts as applicable;
- i) follow Financial Secretary procedures in Procedures Manual and update as required;
- j) in collaboration with Treasurer, assign tasks as necessary to members of the finance committee;
- k) other duties as requested.

[See By-law Nos. 1/2003 and 1/2006]

9.12 Treasurer.

The Treasurer shall:

- a) receive reports from the Financial Secretary regarding deposits on a monthly basis;
- b) keep an itemized account of all receipts and disbursements;
- c) make authorized payments for expenses and for adopted mission grants;
- d) send monthly financial statements to each member of the Board of Directors;
- e) be Chair of the Finance Committee;
- f) be responsible for the preparation of the mission program, with the assistance of the Finance Committee;
- g) administer the Gift for Growth Fund, and all other investments;
- h) submit records for professional review at the close of each fiscal year;
- i) send minutes with the change of Elected Officers to the bank;
- j) provide monthly report to the Board of Directors;
- k) provide consolidated report to the Triennial Convention.

[See By-law Nos. 1/2003 and 1/2009]

In the event of illness or other unavoidable absence of the Treasurer from her office, an individual with predetermined financial expertise would carry out the duties of the treasurer as authorized by the Board of Directors. The Board of Directors will determine the timing of the appointment based on the business needs of the League. Preference will be given to a member of LWMLC to serve in this capacity as Acting Treasurer. The Acting Treasurer would serve in that capacity until the elected Treasurer returns to office or for the balance of the term of the elected Treasurer.

9.13 Appointed Officers.

The Board of Directors may appoint other Officers. Any such appointed Officers will not be a member of the Board of Directors. The powers and duties of all appointed Officers shall be such as the terms of their engagement call for or as the Board of Directors may specify. Any of the powers and duties of an Elected Officer to whom an assistant has been appointed may be exercised and performed by such assistant unless the Board of Directors otherwise directs.

9.14 Conflict of Interest.

An Officer shall disclose that Officer's interest in any material contract or proposed material contract with the League in accordance with Article 8.17.

9.15 Agents and Attorneys.

The Board of Directors shall have the power from time to time to appoint agents or attorneys for the League with such powers of management or otherwise including the power to subdelegate as may be thought fit.

9.16 Fidelity Bonds.

The Board of Directors may require such Officers and agents of the League as the Board of Directors deems advisable to furnish bonds for the faithful discharge of their powers and duties, in such form and with such surety as the Board of Directors may from time to time determine.

Article Ten Committees and Advisors

10.01 Standing Committees.

The following standing committees are created:

- a) Member Development Committee
- b) Christian Growth Committee
- c) Christian Mission Committee
- d) Communication Committee
- e) Finance Committee

[See By-law No. 1/2003]

Members of Standing Committees are appointed by the Board of Directors upon recommendation by their respective Vice-President District Administration by September 30 after each Convention. All committee members shall serve for a term of three (3) years or until their successors are appointed or they are removed by the Board of Directors. They are eligible for reappointment to a second three (3) year term.

10.02 Special Committees.

The following special committees shall be established by the Board of Directors:

- a) Structure Committee
- b) Nominating Committee
- c) Convention Liaison Committee
- d) Resolutions Committee

The above committees with the exception of the Nominating Committee will be accountable to the President.

[See By-law Nos. 1/2003, 1/2006 and 1/2009]

10.03 Chair and Members of Committees, Inter-Committee Meetings.

a) The respective Vice-Presidents shall be Chair for each standing committee and the Board of Directors shall appoint members to serve on each standing committee by September 30th after each Convention.

b) The Board of Directors shall appoint a Chair, with the exception of the Chair of the Nominating Committee (see 10.09), and members to serve on each special committee by September 30th after each Convention. All committee members shall serve for a term of three (3) years or until their successors are appointed or they are removed by the Board of Directors and shall be eligible for reappointment to a second three (3) year term. The President shall be, ex officio, a member of each committee with the exception of the Nominating Committee.

[See By-law No. 1/2006]

c) The Board of Directors may from time to time appoint such other committees as it may deem advisable, but the functions of any such other committees shall be advisory only.

d) At least one inter-committee meeting may be held during a triennium.

[See By-law No. 1/2003]

10.04 The Member Development Committee, consisting of five (5) members including the Chair and one member from each District, shall

- a) administer the Resource Centre;
- b) use, adapt or develop resources to enable women to empower and mentor others;
- c) research and provide models for different organizational structures within LWML– Canada;
- d) co-ordinate seminars as directed by LWML–Canada;
- e) develop training for leaders;
- f) develop training for Officers;
- g) encourage and train women of LCC in the use of God given gifts and talents;
- h) advise and encourage women of LCC of creative and new opportunities for Christian service in the Church, the community and the world;
- i) encourage members to pray for Officers and leaders on all levels of LWMLC.

[See By-law Nos. 1/2003 and 1/2009]

10.05 The Christian Growth Committee.

The Committee consisting of five (5) members including the Chair and one member from each District, shall

- a) develop Bible Studies, Devotions and Devotional Skits for women of LCC;
- b) develop women's issue-related studies;
- c) develop informal worship materials;
- d) review submitted materials;
- e) develop and provide training in skills for writing Christian material;
- f) develop training in leading Bible studies;
- g) encourage development of women's prayer life.

[See By-law Nos. 1/2003]

10.06 The Christian Mission Committee.

The Committee consisting of five (5) members including the Chair and one member from each District, shall

- a) administer Mission grant and Mission Opportunity Fund process;
- b) provide information about ongoing and completed grants to members and Convention;
- c) develop Christian material related to Mission;
- d) develop program ideas and materials to grow mission-minded children and teens;
- e) provide education in recognizing and acting on personal mission opportunities;
- f) encourage prayer and other support for missionaries;
- g) compile list of mission speakers and provide information to other levels of LWML–Canada.

[See By-law Nos. 1/2003 and 1/2009]

10.07 The Communication Committee.

The Committee consisting of five (5) members including the Chair and one member from each District, shall

- a) develop an overall communication plan;
- b) promote communication between all levels of the League;
- c) co-ordinate display/resource packet for League events;
- d) co-ordinate and provide content for the website;
- e) co-ordinate and provide content for *Tapestry*;
- f) provide training in communication;
- g) co-ordinate the publication of *Tapestry*; and
- h) co-ordinate the production and marketing of all League materials and products.

[See By-law Nos. 1/2003, 1/2009 and 1/2012]

10.08 The Structure Committee

The Committee consisting of three (3) or more members, shall:

- a) study the By-laws of the League;
- b) submit to a Convention proposed amendments to the By-laws of the League for a resolution of approval;
- c) be responsible for keeping the League Handbook, policy manual and procedure manual current;
- d) have its Chair report to each regular meeting of the Board of Directors and the Convention.

[See By-law Nos. 1/2003 and 1/2006]

10.09 The Nominating Committee.

The Nominating Committee consisting of not less than three (3) and not more than five (5) members shall be appointed by the Board of Directors by September 30 after each Convention. The members of the Nominating Committee shall meet at a time and place designated by the President and shall elect from among their number a chair.

The Nominating Committee shall:

- a) prepare a report for the next Convention which report shall nominate at least one (1) eligible candidate who has consented in writing to such nomination for each Elected Officer;
- b) cause such report to be published in *Tapestry* prior to such Convention;
- c) have the Chair report to the Board of Directors as requested;
- d) be responsible for all matters in connection with any further nominations and preparation of any required ballots.

At the conclusion of each Convention, the current Nominating Committee shall be dissolved.

[See By-law Nos. 1/2003, 1/2006 and 1/2012]

10.10 The Convention Liaison Committee.

The Committee consisting of two (2) or more members shall:

- a) evaluate the facilities and personnel of the District invitation to host a Convention (as per rotation basis);
- b) make recommendations to the Board of Directors;
- c) report to the Convention;
- d) review and update the Convention Planning Guide.

[See By-law Nos. 1/2003, 1/2006 and 1/2009]

10.11 The Finance Committee.

The Finance Committee consisting of the Treasurer as Chair, the Financial Secretary and one member for each District appointed by the Board of Directors shall assist with the financial planning of the League. The committee shall:

- a) Prepare the Mission Goal Work Program of LWML–Canada, Inc.;
- b) Propose from time to time to the Board of Directors recommendations concerning improvements to the general accounting procedures of LWML–Canada.

[See By-law No. 1/2003]

10.12 The Resolutions Committee.

The Committee shall consist of one of the Vice-President District Administration as Chair and two (2) members who shall:

- a) receive and review overtures;
- b) recommend acceptance or decline of overtures;
- c) prepare resolutions to submit to Convention;
- d) arrange for publication of resolutions;
- e) submit accepted resolutions pertaining to By-laws to the Structure Committee;
- f) report directly to the President.

[See By-law Nos. 1/2003 and 1/2009]

10.13 Transaction of Committee Business.

A meeting of a committee may be called by the Chair of the committee with the approval of the Board of Directors. The powers of any committee of the League may be exercised by a meeting of that Committee at which a quorum is present. Committee meetings may be held at any place in Canada. [See By-law No. 1/2003]

10.14 Procedure. Unless otherwise determined by the Board of Directors, each committee shall have the power to fix its quorum at not less than a majority of its members and to regulate its procedure. [See By-law No. 1/2003]

10.15 Advisors.

The Board of Directors shall appoint individuals to serve as Advisors in the following offices:

- Archivist/Historian
- Data Manager
- Parliamentarian
- Counsellors

Each appointment shall be for a term of three (3) years or until the individual's successor is appointed. Each term shall commence at the first meeting of the Board of Directors following the approval of such appointment. Each appointee shall be eligible for reappointment.

The Advisors with the exception of the Chair of the Nominating Committee will report directly to the President.

[See By-law Nos. 1/2003, 1/2006 and 1/2012]

10.16 Archivist/Historian.

The Archivist/Historian shall:

- a) write a history of the activities of the League during each triennium;
- b) gather and preserve records and other materials of historical significance to the League.

[See By-law Nos. 1/2003 and 1/2006]

10.17 The Data Manager.

The Data Manager shall perform duties as defined by the President and the Editor-in-Chief of *Tapestry*.

[See By-law Nos. 1/2003 and 1/2006]

10.18 Parliamentarian.

The Parliamentarian shall serve as an advisor on parliamentary procedure to the League at the request of the President.

[See By-law No. 1/2003]

10:19 Counsellors.

The Board of Directors shall appoint three (3) Counsellors to serve for a term of three (3) years. Each Counsellor must be a pastor (active or emeritus) on the roster of the Church and must be approved by the President of LCC. A Counsellor shall be eligible for reappointment. Counsellors shall serve the League in an advisory capacity. Counsellors shall be entitled to receive notice of and, upon the invitation of the President, to attend meeting of the Board of Directors and the Convention.

[See By-law Nos. 1/2003, 1/2006 and 1/2012]

10.20 Variation of Powers and Duties.

The Board of Directors may from time to time and subject to the provision of the Act, vary, add to, or limit the powers and duties of any Advisor.

[See By-law Nos. 1/2003 and 1/2012]

Article Eleven

Protection of Directors, Officers and Others

11.01 Limitation of Liability.

Every Director and Officer of the League in exercising her powers and discharging her duties shall act honestly and in good faith with a view to the best interests of the League and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for any loss, damage or expense happening to the League through the insufficiency or deficiency of title to any property acquired for or on behalf of the League or for the insufficiency or deficiency of any security in or upon which any of the moneys of the League shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the League shall be deposited, or for any loss, occasioned by any error of judgment or oversight on her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of her office or in relation thereto; provided that nothing herein shall relieve any Director or Officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

11.02 Indemnity.

Subject to the limitations contained in the Act, the League shall indemnify a Director or Officer, a former Director or Officer, or a person who acts or acted at the League's request as a Director or Officer of a body corporate of which the League is or was a member, and her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by her in respect of any civil, criminal or administrative action or proceeding to which she is made a party by reason of being or having been a Director or Officer of the League or a Director or Officer of such body corporate, if

- a) that individual acted honestly and in good faith with a view to the best interests of the League; and
- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, that individual had reasonable grounds for believing that her conduct was lawful.

The League shall also indemnify such person in such other circumstances as the Act permits or requires.

11.03 Insurance.

The League may purchase and maintain insurance for the benefit of any person referred to in Article 11.02 against such liabilities and in such amounts as the Board of Directors may from time to time determine and are permitted by the Act.

Article Twelve Notice

12.01 Method of Giving Notices.

Any notice (which term includes any communication of document) to be given (which term includes sent, delivered or served) pursuant to the Act, the regulations thereunder, the articles, the By-laws or otherwise to a Director, Officer, accountant or member of a committee of the League shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to their recorded address or if mailed to them at their recorded address by prepaid ordinary or air mail or if sent to them at their recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid, a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of a Director, Officer, accountant or member of a committee of the League in accordance with any information believed by her to be reliable.

12.02 Computation of Time.

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

12.03 Undelivered Notices.

If any notice given to a Director pursuant to Article 12.01 is returned on three (3) consecutive occasions because she cannot be found, the League shall not be required to give any further notices to such individual until she informs the League in writing of her new address.

12.04 Omissions and Errors.

The accidental omission to give any notice to a Director, Officer, accountant or member of a committee of the League or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

12.05 Waiver of Notice.

A Director, Officer, accountant or member of a committee of the League may at any time waive any notice, or waive or abridge the time for any notice, required to be given to them under any provision of the Act, the regulations thereunder, the articles, the By-laws or otherwise and such waiver or abridgement shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of the Board of Directors which may be given in any manner.

Article Thirteen Dissolution

13.01 Dissolution.

Upon dissolution or winding up of the Corporation all remaining property and/or assets of the Corporation, after payment of all debts and liabilities of the Corporation, shall be distributed to Lutheran Church – Canada. (Articles of Incorporation)

Article Fourteen AMENDMENT

14.01 Amendment, Repeal and Replacement.

This By-law may be amended, repealed and replaced by a resolution of the Board of Directors passed by the affirmative vote of the Directors present at such vote and otherwise in accordance with the Act.

14.02 Prior Convention Approval.

No resolution under Article 14.01 shall be voted upon by the Board of Directors unless it has first been approved by a resolution passed in accordance with Article 7.17 by the Voters at a Convention.