

**CONSTITUTION and BYLAWS**  
**of**  
**METRO MILWAUKEE**  
**LUTHERAN MISSION SOCIETY**  
**Milwaukee, Wisconsin**

(As originally adopted on March 20, 1984 under the Greater Milwaukee Federation of Lutheran Churches–Missouri Synod and subsequently amended [insert date])

Preamble

The Metro Milwaukee Lutheran Mission Society shall work in partnership with churches, social agencies, and other Christian based organizations in an effort to renew and strengthen urban neighborhoods and Lutheran churches in the Greater Milwaukee area and beyond in answer to the Great Commission call.

Section 1 – Name, Location, and Form of Corporation

- 1.1 The name of the corporation shall be the “Metro Milwaukee Lutheran Mission Society” and the location of its principal office shall be in the City of Milwaukee, County of Milwaukee, and State of Wisconsin, where its principal books of account and corporate records shall be kept.
- 1.2 This corporation is formed without capital stock and therefore no part of the net earning of this corporation shall inure to the benefit of, or be distributed to its member organizations, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 2 – Objective and Purpose

- 2.1 The objectives and purposes of this Mission Society shall be:
  - 2.1.1 Initiate and support ministries that effectively meet the needs of our urban communities, neighborhoods, and residents.
  - 2.1.2 Solicit, receive, administer, and be accountable for gifts, grants, funding, and contributions for charitable and/or other religious purposes.
  - 2.1.3 Make distributions to organizations that are exempt under Section 501c3 of the IRS revenue code.
  - 2.1.4 Take any action or engage in any purpose that the not-for-profit Mission Society deems appropriate in their response to the Great Commission call and that is lawful under the laws in the state of Wisconsin.

- 2.1.5 Focus on reporting the needs, activities, results, and programs of our churches' ministries and other social agencies that focus on the ministry of the lost and un-churched.
- 2.1.6 Secure resources and funds for other partners' unique ministry and mission.

### Section 3 – Membership

- 3.1 Member Organizations – All congregations, social agencies and missions and ministries in southeastern Wisconsin that are affiliated with The Lutheran Church–Missouri Synod are eligible for membership in the Metro Milwaukee Lutheran Mission Society. Each member organization shall be entitled to designate one (1) representative.
- 3.2 Representative – Member organizations wanting representation must indicate interest by filling out a membership form and submitting the name of the proposed representative. This person will be sent a copy of the Mission Society's constitution and bylaws along with a form indicating acceptance of these documents. Upon receiving the signed notice back indicating acceptance, representative will be approved at the next meeting of the board of directors.

### Section 4 – Relationship with the LCMS and Related Districts

- 4.1 The Mission Society shall work in direct partnership with the English District, the SELC District, and the South Wisconsin District in southeastern Wisconsin and to a lesser extent with the LCMS. This partnership shall be one of mutual cooperation and collaboration in the building up, supporting, and accountability of the ministries and missions of the Greater Milwaukee area.

### Section 5 – Officers

#### 5.1 Board of Directors

- 5.1.1 Duties – The administration and management of the Mission Society shall be vested in the board of directors and the executive staff that they hire or contract.
- 5.1.2 Number – The board of directors shall consist of five (5) laymen, three (3) pastors, and two (2) commissioned ministers, all who reside in the southeastern Wisconsin area. In addition, one (1) member of the board of directors shall be appointed by the South Wisconsin District. The executive staff shall be advisory members.
- 5.1.3 Term – The term of office of a member of the board of directors shall be three (3) years, with approximately one-third of the board of directors being elected each year. Board members may not serve more than two (2) consecutive terms. The term starts and ends with the annual meeting.
- 5.1.4 Vacancy – If a vacancy occurs on the board of directors, a replacement may be appointed who shall hold office until the next annual election.
- 5.1.5 Powers – The board of directors shall have the power to enact, maintain, and enforce such rules and regulations as are delegated to it by the constitution and bylaws or by resolution from the Mission Society. It shall annually appoint a treasurer. It shall set the salaries of all Mission Society employees or contract staff.

## 5.2 Elected Officers

- 5.2.1 Election – The officers of the Mission Society shall be elected annually by the board of directors from among the members of the board of directors. They shall be president, vice president, and secretary. This shall be done at the first board of directors meeting following the annual meeting.
- 5.2.2 Duties – The officers shall perform such duties as outlined in the bylaws or delegated to them by the board of directors or by Mission Society action.
- 5.2.3 Term – The term of office is two (2) years, with the president and secretary to be elected in the even numbered years, and the vice president to be elected in the odd numbered years.
- 5.2.4 Executive Committee – Within the board of directors there shall be an executive committee which is comprised of the president, vice president and secretary, with the treasurer and the executive staff, as *ex officio* members. This committee shall serve in an advisory capacity to the board of directors.

## Section 6 – Dissolution

- 6.1 In the event of the dissolution of this Mission Society, its remaining assets, properties and records shall be given to the South Wisconsin District of The Lutheran Church–Missouri Synod or its successor, provided that the recipient shall qualify as an exempt organization under Section 501c3 of the Internal Revenue Code. Should the South Wisconsin District or The Lutheran Church–Missouri Synod or its successor no longer qualify or be in existence, then the assets, properties, and records of this Mission Society shall be given to another charitable, religious, or educational organization which shall qualify as an exempt organization under section 501c3 of the Internal Revenue Code.

## Section 7 – Amendments

- 7.1 Constitution and Bylaws – A proposed amendment shall be submitted in writing to the board of directors. If approved, it shall be sent to all representatives sixty (60) days prior to a monthly board of directors meeting. Acceptance of proposed amendment shall be passed by two-thirds of those representatives voting via mail or E-mail.

# Bylaws

## Section 8 – Meetings of Mission Society

- 8.1 Annual Meeting – There shall be one (1) annual meeting. At this meeting an annual report shall be distributed along with an election of board members as needed. This meeting shall occur in February of each year.
- 8.2 Special Meetings – Special meetings may be called by the president after consultation with the executive committee, by the board of directors, or by petition of at least five (5) representatives.
- 8.3 Notice of Meetings – Notice of annual and special meetings of the Mission Society shall be sent to all member organizations and representatives at least fourteen (14) days prior to each meeting.
- 8.4 Quorum – The representatives present at any meeting shall constitute a quorum.
- 8.5 Majority Decisions – All amendment and constitution changes shall be decided by majority vote.

## Section 9 – Board of Directors

- 9.1 Regular Meetings – Monthly meetings shall normally occur and be held at a time, date and place agreed upon by the board of directors. Notice shall be given at least seven (7) days in advance.
- 9.2 Special Meetings – Special meetings may be called by the president or upon request of any three (3) members of the board of directors. Notice shall be given at least two (2) days in advance.
- 9.3 Quorum – A majority of the membership of the board of directors shall constitute a quorum for transaction of business.
- 9.4 Majority Decision – A majority of the votes cast at any meeting shall decide any question that comes before the meeting.
- 9.5 Reports – The board of directors shall present at the annual meeting a report on the work that is being carried out by the Mission Society.

## Section 10 – Order of Business

- 10.1 All meetings shall be conducted in accordance with the most current Robert’s Rules of Order. Christian love, however, shall always prevail.

## Section 11 – Nominations and Elections

- 11.1 Nominees for Board of Directors – Nominees shall be members in good standing of any area Lutheran Church—Missouri Synod congregation. Information on nominees shall be sent to all representatives prior to the annual meeting.

- 11.2 The annual election shall be by ballot at the annual meeting and the nominee(s) receiving a majority of the total votes cast shall be declared elected. The newly elected directors will be installed at this meeting, with their first official meeting presence being requested at the next monthly meeting of the board of directors.

## Section 12 – Duties of Officers and Senior Staff

### 12.1 President – The president shall:

- 12.1.1 Preside at all meetings of the Mission Society.
- 12.1.2 Act as chairperson of the board of directors.
- 12.1.3 Appoint, with assistance and approval from the board of directors, any and all special or standing committees.
- 12.1.4 Supervise the overall work of the Mission Society.
- 12.1.5 Present report from the board of directors at annual meeting.
- 12.1.6 Affix signature to all appropriate documents whereby president's signature is required.

### 12.2 Vice President – The vice president shall:

- 12.2.1 Perform the duties of the president in his/her absence or inability to serve.
- 12.2.2 Perform other duties as may be delegated by the president or the board of directors.
- 12.2.3 Serve as organizing and managing chairperson of all special or standing committees.
- 12.2.4 Act as chairperson of executive committee.
- 12.2.5 In the absence or inability of the treasurer to serve, perform duties as described in 12.4.

### 12.3 Secretary – The secretary shall:

- 12.3.1 Record proceedings of both the Mission Society and the board of directors.
- 12.3.2 In absence or inability of the executive director or staff, perform the duties prescribed in 12.3.2.1-12.3.2.4.
  - 12.3.2.1 Receive and answer correspondences.
  - 12.3.2.2 Notify representatives and the board of directors of respective meetings.
  - 12.3.2.3 Act as custodian of records and correspondences.
  - 12.3.2.4 Maintain a roster of all representatives and their information.

### 12.4 Treasurer – The treasurer as *ex officio* director shall:

- 12.4.1 Secure arrangements with banks for necessary accounts.
- 12.4.2 Handle all receipts and disbursements of all Mission Society money.
- 12.4.3 Make all payments of required invoices and bills.
- 12.4.4 Keep accurate records of all receipts and disbursements.
- 12.4.5 Have records current and available for review.
- 12.4.6 Pay all wages or management contracts.
- 12.4.7 Provide a monthly statement and also a yearly accounting at each meeting.
- 12.4.8 Help set annual budget.

12.5 Executive Director – The executive director shall:

- 12.5.1 Carry out the policies set by the board of directors in the coordination of programs administered by the Mission Society.
- 12.5.2 Provide administrative oversight and management of programs in the areas of finances, marketing, and coordination between ministries to help avoid duplication of services and efforts.
- 12.5.3 Carry out the mission and vision of the Mission Society consistent with the Great Commission.
- 12.5.4 Work with the South Wisconsin District Mission Executive, staff, and others as needed in the management and coordination of urban ministries and missions in the Greater Milwaukee area.
- 12.5.5 Participate in overall urban plan and program development for the Greater Milwaukee area in helping reach the lost and un-committed.
- 12.5.6 Promote the work of the Mission Society through all channels of communication and marketing including printed, web based, televised, and speaking and meeting opportunities.

12.6 Urban Development Director – The urban development director shall:

- 12.6.1 Develop relationships and partnerships with granting institutions, foundations (religious, public, and private), individuals, churches and other organizations for the express purpose of helping to fund partner missions and ministries through grants, endowments (individual, direct, and deferred), gifts and business gifts, services and products.
- 12.6.2 Represent the individual ministry opportunity which is in partnership with the Mission Society and southeastern Wisconsin districts to granting institutions and foundations, churches, individuals, and businesses.
- 12.6.3 Utilize the resources of personnel within the Mission Society, southeastern Wisconsin districts, and the mission and ministries that are represented in order to reach out effectively and communicate their distinct and specific message of each individual ministry to those who are considering granting or gifting funds.
- 12.6.4 Help to educate each of the ministries in granting, gifting, and giving options so that they may further enhance their relationship with current and future donors of their organizations.
- 12.6.5 Work closely with and utilize the ability and expertise of the financial resources and personnel that are available – namely the LCMS Foundation, Lutheran Church Extension Fund, and Thrivent Financial for Lutherans employees and staff – in the furthering of the mission and ministries of the Mission Society and the southeastern Wisconsin districts.
- 12.6.6 Develop and maintain a data collection and evaluation system for all mission and ministry programs that are being administered and funded through the Mission Society.