

**Explanation of Proposed Bylaw Amendments for
Lutheran Services in America, Incorporated
Charlotte Haberaecker, President and CEO, March 2017**

I. Introduction

Lutheran Services in America, Incorporated (LSA) has two classes of Members:

- **Class A Members** are all social ministry organizations that are affiliated as Social Ministry Organizations by the Evangelical Church in America (ELCA) or that are recognized as Recognized Service Organizations by The Lutheran Church-Missouri Synod (LCMS).
- **Class B Members** are the ELCA and The LCMS.

The Class A and Class B Members are “member-owners” of LSA and provide certain governance functions such as approval of budgets and Bylaw changes.

The LSA Board of Directors consists of 20 members, including:

- The Executive Director of the appropriate unit of the ELCA and Executive Director of the appropriate unit of The LCMS or their designees (Class B Members)
- Seven members appointed by the ELCA (Class B Members)
- Nine member CEOs elected by the Social Ministry Organizations (Class A Members)
- Two members elected by the Board (Class C Members)

The LSA Board of Directors voted at its October 19, 2016 Board meeting to recommend to the Membership that the Bylaws be amended to reconstitute the Board and address certain governance issues. The ELCA and The LCMS formally approved the Bylaw amendments as required.

II. Proposed Amendments to LSA’s Bylaws

A. Reconstituted LSA Board of Directors

The LSA Board of Directors recommends that the Members approve a reconstituted Board of 10-13 members that includes:

- The Executive Director of the appropriate unit of the ELCA and Executive Director of the appropriate unit of The LCMS or their designees

- Four to six Chief Executive Officers of Social Ministry Organizations elected by the Class A Members
- Four to six members elected by the Board

At least 50% of the Board members will be active members of Lutheran congregations. In addition, at least one Board officer must be a Chief Executive Officer member and at least one Officer must be a Board-elected member. Under the current Bylaws, the Chair and Vice Chair of the LSA Board must be Class A members and the Treasurer and Secretary must be Class B members.

The ELCA, LCMS and 300 Social Ministry Organizations remain “member-owners” of LSA and retain certain governance functions such as approval of the budget and Bylaw changes.

The proposed Bylaw amendment provides for a strategic board with strong Lutheran identity, champions and connectors, a greater range of critically needed skills, and a continued strong mission connection with the ELCA and The LCMS.

B. Additional Updates to the LSA Bylaws

The Board also voted to recommend to the Membership that certain technical changes be made such as allowing electronic transmission of information.

III. Action Required by the Members

Under Article XVIII (Amendments of the Bylaws), any amendments to the LSA Bylaws recommended by the Board of Directors to the Membership of Lutheran Services in America, Incorporated, require an affirmative vote of the majority of the Class A members present at an Annual or Special meeting as well as the written concurrence of the Class B members. The content of any proposed amendments must be included in the notice of such meeting, which must be sent no less than thirty days prior to the meeting.

In order to widely distribute information about the need and opportunities provided by the amendments recommended by the Board of Directors, LSA is using several electronic vehicles and messages in addition to the required notice. The proposed amendments will be placed before the membership at the LSA Annual Meeting in Washington, DC on Friday, May 5, 2017.