

Proposed Bylaw Amendments for Lutheran Services in America, Incorporated: Questions and Answers

1. Why is a Bylaw Amendment required to change the composition of the LSA Board of Directors?

LSA's current Bylaws require a 20-person Board of Directors, 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)

Furthermore, LSA's Bylaws require that Class A Board members serve as the Chair and Vice Chair of the Board and that Class B Board members serve as the Treasurer and Secretary.

2. Why are changes to the LSA Board of Directors recommended?

As described in the Case for Change, there have been dramatic changes affecting Lutheran social ministry organizations over the past 20 years since LSA was created ranging from increased complexity and regulations to changes in funding and service delivery. The LSA Board of Directors believes that this requires a board that is: 1) strategic to understand member needs and ways to propel the network forward; 2) champions and connectors to connect LSA to needed expertise and resources; 3) skilled in key areas; and 4) right-sized for LSA. The proposed change maintains and builds upon LSA's strong mission partnership with the ELCA and The LCMS.

3. Are you changing the ownership of LSA?

No, the ownership of LSA remains the same. The ELCA, LCMS and 300 Social Ministry Organizations are "member-owners" of LSA and have certain governance functions such as approval of the budget and Bylaw changes.

4. How does this affect Social Ministry Organizations?

The proposed Bylaw change is intended to strengthen the LSA's board governance structure to ensure a thriving, sustainable network of Lutheran social ministry organizations in the future. Having a board that is strategic, champions and connectors, skilled, and the right size for LSA is critical for the future of the network.

The Members currently elect nine CEOs of social ministry organizations at the Annual Membership Meeting. The proposed Bylaw change reduces the total size of the LSA Board from 20 to a range of 10-13 members, including four to six member CEOs elected by the Members at the Annual Membership Meeting. In addition, at least one of the Officers must be a member CEO.

5. How does this affect the Lutheran identity of LSA?

The proposed Bylaw change maintains LSA's strong Lutheran identity and strong mission connection to the ELCA and The LCMS. The ELCA and LCMS (and 300 Social Ministry Organizations), remain as "member-owners" of LSA which provide certain governance functions such as approval of budgets and Bylaw changes. In addition, the Executive Directors of the appropriate units in the ELCA and The LCMS or their designees retain their appointment on the LSA Board of Directors. LSA is the only national Lutheran organization where the ELCA and LCMS have appointed Board positions.

Under the proposed Bylaw change, at least 50% of the Board members must be active members of Lutheran congregations.

The proposed Bylaw change maintains LSA's strong mission partnership with the ELCA and The LCMS. Recrafting the LSA Board structure and composition will help ensure that LSA can respond to the rapidly changing needs of Lutheran social ministry, connect to needed resources and expertise, and accomplish its mission so that the Lutheran social ministry network can continue to provide ministry and works of mercy in the future.