

**BYLAWS  
OF THE  
INTERNATIONAL LUTHERAN COUNCIL, INC.  
(Approved by the ILC Executive Committee 26 June 2017)**

**PREAMBLE**

The International Lutheran Council (ILC) has existed as a semi-formal but non-legal association of member churches since the adoption of its first constitution in 1993, though its origins can be traced to a meeting of leaders of confessional Lutheran churches in 1952. It has been an organization of member church bodies that has shared information, studied theological questions and concerns, issued statements addressing contemporary questions facing the Church, discussed effective and coordinated means of carrying out the mission and ministry of the Church, nurtured and strengthened inter-church relationships, and worked toward the closest possible joint expression of faith and confession.

In this year of the 500<sup>th</sup> anniversary of the Reformation, the ILC sees fit to convert the growing ILC into a legal entity equipped to meet the challenges and opportunities facing it and the changing needs of its members. While retaining the spirit of the original ILC constitution, these Bylaws are designed to equip the ILC with the legal personality and associated provisions to enable its further growth and development in the worldwide service of Confessional Lutheranism.

**ARTICLE 1**  
**NAME**

The name of this non-profit corporation is the International Lutheran Council, Inc. It is hereinafter referred to in these Bylaws as the Corporation.

**ARTICLE II**  
**MEMBERS**

1. Doctrinal Basis. Church bodies wishing to be full, regular, voting members in the Corporation must subscribe to the following:
  - A. The Holy Scriptures (The Bible). Consisting of the canonical books of the Old and New Testaments, the Holy Scriptures are the inspired and infallible Word of God and are the source and norm of doctrine and practice.
  - B. The Lutheran Confessions. All the historic confessions of the Evangelical Lutheran Church as contained in the Book of Concord of 1580 are true statements that accord with the Word of God, namely: 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 Treatise on the Power and Primacy of the Pope, the Large Catechism of Luther, the Small Catechism of Luther, and the Formula of Concord.
  - C. Fidelity. Nothing may be taught and no practice may be implemented that is

contrary to the Holy Scriptures or the Lutheran Confessions.

D. Other Matters of Doctrine and Practice. The Holy Scriptures not only guide doctrine but the life and morals of the Church. The Holy Scriptures and the Decalogue are binding upon the life of the Christian. As a result, the following matters are here explicitly defined as true and binding:

1. Ethics and Morality

a. Human Life. The command not to murder applies to any type of deliberate harming of innocent human life, including abortion and euthanasia.

b. Marriage and Sexuality. Marriage was created by God as the life-long union of a man and a woman for their mutual help and joy and for the procreation and nurturing of children. A man and a woman enter into marriage by the public promise to live faithfully together until death. Conjugal relations are intended only for marriage.

2. Church Fellowship and Ministry

a. Fellowship, Unionism, and Syncretism. The Holy Christian Church is found where the Word of God is preached purely and the Sacraments are administered according to Christ's institution. While all Christians are to work together wherever possible, altar and pulpit fellowship between church bodies is only possible where there is a common confession of faith based on the Word of God. Where there are disagreements between church bodies regarding the Word of God, we shall not pretend that these divisions are unimportant or give a false witness of unity by practicing altar or pulpit fellowship.

b. Office of the Ministry. Though all Christians—men and women—are redeemed and able to serve the Church in many ways, Holy Scripture requires that only men who are spiritually qualified in life and doctrine are to be called and ordained as pastors to preach the gospel and administer the sacraments.

2. Nature and Functions.

a. At all categories of membership, the Corporation furthers a united witness to the Gospel of Jesus Christ and strengthens its member churches in preaching that Gospel to the entire world; furthers united diaconal action through intentional acts and programs of mercy in response to human need and suffering; furthers theological study and the formation of qualified, orthodox, Lutheran pastors; and furthers peace and unity by mediating member disputes.

b. As an instrument of its autonomous member churches, the Corporation may, to the extent permitted by law, take action in matters committed to it by its Member Churches. As permitted by law, the Corporation may act on behalf of one or more churches in such specific tasks as they commit to the Corporation. As allowed by law and the Corporation's Articles of Incorporation and these Bylaws, the Corporation may

request individual member churches to undertake tasks on its behalf.

3. Classes. There shall be three classes of members:

a. Members. Official, organized church bodies that accept the doctrinal basis set forth in Article II (1) of these Bylaws may be accepted as Members. Members enjoy voting rights. Each church body which applies to be a Member shall declare its acceptance of the Doctrinal Statement and agree to adhere to these Bylaws. Upon fulfillment of the foregoing, reception of new Members shall be decided and effected by a simple majority vote of existing voting members. The membership of a Member may be terminated at any time by the voluntary withdrawal of the Member. An assembly of voting members (or “delegates”) may also vote to suspend or terminate a Member by a two-thirds vote of the delegates. The membership of a Member shall be automatically transferred to that of an Observer in the event that the Corporation receives confirmed information that the Member has officially adopted or officially articulated a doctrinal or practical position in opposition to the doctrinal basis set forth in Article II of these Bylaws. A Member so transferred shall be required to re-apply if it desires to be received as a voting member again. Disputes surrounding such a membership transfer shall be decided by a simple majority vote of the Executive Committee.

b. Associate Members. Official, organized church bodies that accept the doctrinal basis set forth in Article II (1) of these Bylaws but do not find it expedient to seek a voting membership may be considered for membership as Associate Members. Associate Members are excluded from voting and from serving on the Executive Committee. Each church body which applies for Associate Membership shall declare its acceptance of the Articles of Incorporation and these Bylaws. Upon fulfillment of the foregoing, reception of new members into Associate Membership shall be decided and effected by a simple majority vote of assembled voting members. The membership of an Associate Member may be terminated at any time by the voluntary withdrawal of the Associate Member. An assembly of voting members may also vote to suspend or terminate an Associate Member by a two-thirds vote of the delegates. The membership of an Associate Member shall be automatically transferred to that of an Observer in the event that the Corporation receives confirmed information that the Associate Member has officially adopted or officially articulated a doctrinal or practical position in opposition to the doctrinal basis set forth in Article II of these Bylaws. An Associate Member so transferred shall be required to re-apply if it desires to attain Associate membership again. Disputes surrounding such a transfer shall be decided by a simple majority vote of the Executive Committee.

c. Others. The third class of membership has three sub-classes:

i. Observers. Official, organized church bodies that do not qualify as Members or Associate Members may be accepted as Observers of the Corporation. Aside from their attendance at Corporation events, Observers

are excluded from voting and from any benefits and obligations under these Bylaws. Each church body which applies for Observer status shall declare its acceptance of the Articles of Incorporation and these Bylaws, noting, if necessary, any exceptions to Article II. Upon fulfillment of the foregoing, reception of Observers shall be decided and effected by a two-thirds vote of the Executive Committee. Observers may be terminated at any time by the voluntary withdrawal of the Observer. The ILC Executive Committee may also dissolve an Observer's status at any time by a simple majority vote.

- ii. Recognized Organizations. The Corporation may recognize as eligible to participate in the work of the Corporation ecclesiastical organizations other than or at a different level than organized church bodies, such as councils, districts, dioceses, organized movements, and individual congregations, as long as such ecclesiastical organizations accept the doctrinal basis set forth in Article II of these Bylaws. The Corporation may similarly recognize non-ecclesiastical organizations. In the case of Recognized Organizations, their membership does not convey fellowship, voting rights, or any other rights not specifically extended to them by the Corporation in accordance with these Bylaws. Each organization which applies for Recognized Organization status shall declare its acceptance of the Articles of Incorporation and these Bylaws. Upon fulfillment of the foregoing, reception of Recognized Organizations shall be decided and effected by a two-thirds vote of the Executive Committee. Recognized Organizations may be terminated at any time by the voluntary withdrawal of the Recognized Organization. The ILC Executive Committee may also dissolve a Recognized Organization's status at any time by a simple majority vote.
- iii. Individuals. The Corporation may recognize as eligible to participate in the work of the Corporation individual persons, as long as they accept the doctrinal basis set forth in Article II of these Bylaws. In these cases, their ILC affiliation does not convey fellowship, voting rights, or any other rights not specifically extended to them by the ILC in accordance with these Bylaws. Individual persons may be received into affiliation upon the submission of an application on a form determined by the Executive Committee. The Executive Committee may dissolve an Individual's membership at any time by a simple majority vote.

3. Voting Rights. Only Members shall have the right to vote on all matters to be voted on by the members. Only Members shall be eligible to serve on the Executive Committee.

4. Other Rights and Privileges. All members shall receive Corporation publications, shall have the privilege of attending the Corporation's meetings, and shall enjoy such other rights and privileges not inconsistent with these Bylaws as the Assembly may from time to time confer.

5. Applications. Any person or entity desiring to become a member of the Corporation

shall apply to do so, on forms to be approved and supplied by the Executive Committee for that purpose.

6. Dues. The Assembly shall establish, and may change from time to time, the amounts of dues required to be paid by members. No entity shall be permitted to become or remain a member of the Corporation without paying the required dues. Members whose dues are more than ninety (90) days in arrears will be suspended pending payment. Members whose dues are not paid before the end of the year for which they were due will be terminated as members.

7. Meetings of the Assembly.

(a) The Assembly shall consist of representatives of the Members of the Corporation. Each Member shall have the right to have at least one representative in the Assembly. Only those representatives from Members shall be allowed to vote.

(b) The Assembly shall elect the Chairman and the members of the Executive Committee. The Assembly shall act on the reports of the Executive Committee.

(c) The Assembly shall normally be held every three (3) years with the time, place, and program to be determined by the Executive Committee.

(d) Extraordinary Assembly. An extraordinary assembly may be held upon the majority vote of the Executive Committee at the time and place stated in the call. If no place is stated, the meeting shall be held at the Corporation's principal office.

(e) Notice. The Secretary (or other person or persons calling the meeting) of the Corporation shall notify all members of the Corporation of the Assembly and any extraordinary assemblies in writing, sent to each member at his address in the records of the Corporation not more than sixty (60) days nor less than ten (10) days before the date of the meeting. In the case of an extraordinary assembly, the notice shall state the purpose or purposes for which the meeting is called.

8. Termination of Membership.

(a) General rule. Membership in the Corporation shall terminate upon the resignation of a member, or upon its expulsion from membership for violation of the Bylaws or commission of any act injurious to the reputation and standing of the Corporation.

(b) Expulsion. No member shall be expelled except as specified above under each membership class.

(c) Forfeiture. Upon resignation or expulsion from the Corporation, any and all rights and privileges of membership, and any interest in the property or other assets of the Corporation, shall be forfeited.

(d) Liability for dues. Resignation, suspension, or expulsion from membership shall not relieve the entity from liability for any unpaid dues or other duly assessed fees or charges.

9. World Areas. The membership shall be divided into the following five world areas: Asia, North America, Latin America, Europe, and Africa. Assignment of a member to a region, as well as any disputes on such matters, shall be decided by the Executive Committee.

### **ARTICLE III** **EXECUTIVE COMMITTEE**

1. General Powers. The property, affairs, and business of the Corporation shall be managed and controlled by its Executive Committee. The Executive Committee may by general resolution delegate to officers of the Corporation and to committees such powers as provided for in these Bylaws.

2. Number. The Executive Committee shall consist of at least seven (7) voting directors, or some other number set by the Assembly from time to time, so long as that number is not less than one (1). The Executive Committee shall consist of one Chairman, one Secretary, and one representative from each of the five world areas. The founding body has the right, but not the obligation, to have a voting member on the Executive Committee. The Executive Committee has the right to appoint to the Executive Committee additional voting members, who must be a U.S. citizen (or have dual US citizenship) and a member in good standing of a Corporation Member. In addition, the Executive Secretary of the Corporation shall be a non-voting, *ex officio* member of the Executive Committee. All directors, except the Corporation Executive Secretary, the representative appointed by the founding body and the member(s) appointed by the Executive Committee, must be the ordained and installed leaders of their respective church bodies. All directors must be members in good standing of a Corporation Member. The Chairman shall be the presiding officer of the Assembly and the Executive Committee.

3. Election. Except for the Director appointed by the founding body and the additional voting member(s) appointed by the Executive Committee, directors shall be elected by a majority vote of the Assembly. If the founding body chooses to exercise its right to have a voting member on the Executive Committee, the founding body's seat is filled by the President of the Lutheran Church-Missouri Synod or his appointed representative, and such individual must be a member in good standing of the Lutheran Church-Missouri Synod. The Executive Committee shall appoint the additional voting member(s) by a majority vote.

4. Terms. Except for the Director appointed by the founding body and the Director(s) appointed by the Executive Committee, the initial Directors shall serve a three-year term or until their successors are elected. Directors may succeed themselves in office.

5. Resignation. Any Director may resign at any time by giving written notice to the Chairman. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Chairman or the Executive Committee. If a director other than the director appointed by the founding body, resigns or is otherwise unable to fulfill his duties for any reason, the Executive Committee shall select his replacement by majority vote. Such director shall serve the remainder of the term of the resigning director.

6. Removal. The vote of a two-thirds majority of the number of the Directors established

by these bylaws shall be required to remove a Director, other than the director appointed by the founding body, from office prior to the expiration of the term for which that Director has been elected.

7. Vacancies. Vacancies among the Directors, except the director appointed by the founding body, whether caused by resignation, death, or removal, may be filled by a vote of the directors at any regular or special meeting.

8. Meetings. (a) The Executive Committee shall provide by resolution the time and place, whether within or without the State of Delaware, for the holding of the annual meeting of the Executive Committee, and any other regular meetings of the Executive Committee.

(b) Special meetings of the Executive Committee may be called by the Chairman, or by a majority of the voting Directors then in office, who may fix any place, whether within or without the State of Delaware, as the place for holding any special meeting.

9. Notice. Notice of any special meeting of the Executive Committee shall be given at least seven days previous thereto by written notice delivered personally, electronic methods or mail delivered to each director at his physical or electronic address as shown in the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by electronic methods, such notice shall be deemed to be delivered when the notice is sent to an address or number approved by the recipient. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Executive Committee need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

10. Quorum. The presence in person of a majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Executive Committee; but if less than a majority of the Directors are present in person at said meeting, the meeting shall be adjourned and re-scheduled when a quorum can be present.

11. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Executive Committee, unless the act of a greater number is required by law or by these Bylaws. Directors may attend a meeting by telephonic or similar equipment by means of which all persons participating in the meeting can hear each other.

12. Informal Action. Any action required by law to be taken at a meeting of Directors, or any action that may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

13. Compensation. Directors shall not receive any stated salaries for their services as such, but by resolution of the Executive Committee expenses of attendance may be allowed for attendance at each regular or special meeting of the Executive Committee; however, nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

## ARTICLE IV OFFICERS

1. Officers. The officers of the Corporation shall be an Executive Secretary, a Deputy Executive Secretary, a Secretary, a Treasurer, and such other officers as may be appointed in accordance with other provisions of this Article. Any two or more offices may be held by the same person.

2. Selection. The Executive Secretary shall be appointed by a majority vote of the Executive Committee. The other officers shall be appointed by the Executive Secretary in consultation and concurrence with the Executive Committee. Each officer shall hold office until his successor shall have been duly appointed.

3. Removal. Any officer, except the Executive Secretary, elected or appointed may be removed by the Executive Committee whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. The Executive Secretary shall be removed only upon a two-thirds vote of the Directors.

4. Vacancy. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Executive Committee for the unexpired portion of the term.

5. Executive Secretary. The Executive Secretary shall be the principal executive officer of the Corporation and shall exercise general supervision over the affairs of the Corporation, its officers, and personnel, consistent with policies established by the Executive Committee and the Assembly. The Executive Secretary may sign any deeds, mortgages, bonds, contracts, or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Executive Committee or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general shall perform all duties incident to the office of the Executive Secretary and such other duties as may be prescribed by the Executive Committee. The Executive Secretary may authorize and approve expenditures and take such other steps he or she shall deem necessary to advance the purposes of the Corporation, provided such steps do not exceed the scope of authority granted him by the Executive Committee or the Assembly.

6. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Executive Secretary or by the Executive Committee. The Treasurer shall be responsible for the administration and oversight of the Corporation's financial records, initiation of an annual audit, compliance with statutory reporting requirements, tax returns, and tax payments. If required by the Executive Committee, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Executive Committee shall determine.

7. Secretary. The Secretary shall keep the minutes of the meetings of the Executive Committee and shall oversee the keeping, preparation, and filing of all other records required by law or by the policies of the Executive Committee; be custodian of the corporate records of the Corporation; keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Executive Secretary or by the Executive Committee or Assembly.

8. Assistant Treasurers and Secretaries. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the Executive Secretary or the Executive Committee. If required by the Executive Committee, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Executive Committee shall determine.

## ARTICLE V COMMITTEES

1. Authority. (a) The Executive Committee, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees of its members, each of which shall consist of two or more persons, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Executive Committee in the management of the Corporation; provided, however, that no such committee shall have the authority of the Executive Committee in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Executive Committee which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Executive Committee or any individual Director of any responsibility imposed upon it or him by law.

(b) Other committees not having and exercising the authority of the Executive Committee in the management of the Corporation may be designated and appointed by resolution adopted by a majority of the Directors at a meeting at which a quorum is present, or by the Chairman as authorized by a like resolution of the Executive Committee. Membership on such committees need not be limited to Directors.

2. Term. Each member of a committee shall continue as such until the next annual meeting of the Directors of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

3. Chairman. One member of each committee shall be appointed chairman by the person

or persons authorized to appoint the members thereof.

4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

5. Manner of Acting. Unless otherwise provided in the resolution of the Executive Committee designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Executive Committee.

## **ARTICLE VI** **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

1. Contracts. The Executive Committee may authorize any officer or officers, agent, or agents of the Corporation in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

2. Checks. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent, or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Executive Committee. In the absence of such determination by the Executive Committee, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the Executive Secretary of the Corporation.

3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Executive Committee may select.

4. Funds. The Executive Committee may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

## **ARTICLE VII** **BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Assembly and committees having any of the authority of the Assembly.

## **ARTICLE VIII** **FISCAL YEAR AND BUDGET**

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of

June. The Executive Committee shall authorize the budget for transmission to the member churches, commending it for support through designated and undesignated contributions.

**ARTICLE IX**  
**INDEMNIFICATION**

Any present or former representative of the Assembly, officer, employee, or agent of the Corporation, or other such persons so designated in the discretion of the Assembly, or the legal representative of such person, shall be indemnified (including advances against expenses) by the Corporation against all judgments, fines, settlements, and other reasonable costs, expenses, and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such person or his legal representative may be made a party by reason of his being or having been such a representative of the Assembly, officer, employee, or agent, to the extent authorized by the Assembly. No indemnification or advance against expenses shall be approved by the Assembly or paid by the Corporation until after receipt from legal counsel of an opinion concerning the legality of the proposed indemnification or advance.

**ARTICLE X**  
**GLOBAL HEADQUARTERS**

The Corporation shall have a global headquarters adequate to carry out its tasks.

**ARTICLE XI**  
**AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a two-thirds majority of the votes cast at any ordinary Assembly excepting changes to the doctrinal basis in Article 2.1 A-C, which shall require a three-fourths majority, provided notice of intention to amend shall have been submitted through the Executive Secretary to the voting members at least three months before the Assembly.