

BYLAWS OF THE LUTHERAN WORLD FEDERATION

(as adopted by the LWF Council, Chicago, USA, 1991, including amendments adopted by the LWF Ninth Assembly, Hong Kong, 1997, the incoming LWF Council, Winnipeg, Canada, 2003, by the LWF Council, Jerusalem-Bethlehem, 2005 and by the LWF Council, Lund, Sweden, 2007)

1. LEGAL STATUS AND HEADQUARTERS

1.1 Legal Status

The Lutheran World Federation (hereafter the "Federation" or the "LWF") shall be a non-profit association incorporated and registered under Article 60 and following of the Swiss Civil Code.

1.2 Headquarters

The legal headquarters of the Federation shall be in the Canton of Geneva, Switzerland.

2. MEMBERSHIP

(LWF Constitution, Articles V and IX)

2.1 Membership Application Procedure

A church applying for membership shall submit to the General Secretary:

- a.* a completed application form;
- b.* minutes of the church's appropriate decision-making body evidencing that the church accepts the LWF Constitution and wishes to apply for membership;
- c.* the constitution of the church;
- d.* a brief statement of the history and background of the church;
- e.* such other information as the General Secretary may require.

2.2 Criteria for Evaluating Membership Applications

2.2.1 The following conditions must be met for the approval of a membership application:

- a.* the church must formally accept the doctrinal basis of the LWF;
- b.* the church must be an autonomous body;
- c.* the church which applies for membership must consist of more than one local congregation.

2.2.2 Additionally, the views of other member churches and, where applicable, National Committees in the particular country or area are to be heard.

2.3 Continuation, Suspension and Termination of Membership

2.3.1 Continuation of Membership

If a merger takes place involving only member churches, the new church may declare that it wishes to belong to the Federation and on the basis of that declaration

it will be considered a member church.

If a merger takes place involving one or more member churches and one or more non-member Lutheran churches, the new church may declare that it wishes to belong to the Federation and on the basis of that declaration it will be considered a member church.

If a merger takes place involving one or more Lutheran churches and one or more non-Lutheran churches, the united church, having first consulted with the respective world communions, may apply for membership in the Federation, also if it is a member or is qualified for membership in another world communion.

2.3.2 Suspension of Membership

Upon the recommendation of the Council, a church's membership in the LWF may be suspended by a two-thirds vote of the Assembly. The suspended church shall be allowed to send representatives to the Assembly with a right to speak but not to vote or hold elective office.

2.3.3 Reinstatement of a Suspended Church

The membership in the LWF of a suspended church shall be reinstated upon an agreement by a two-thirds vote of the Assembly or Council that the reasons for suspension no longer exist and that full membership should be reinstated.

2.3.4 Termination of Membership

A church's membership in the LWF terminates:

- a.* if the General Secretary receives written notice of the church's withdrawal from the Federation; or
- b.* if, upon recommendation of the Council, the Assembly votes by a two-thirds majority to terminate the membership; or
- c.* if the church ceases to exist as an autonomous body.

2.4 Associate Membership, Recognized Councils and Recognized Congregations

2.4.1 Application

Churches, councils, and congregations which accept the doctrinal basis set forth in Article II of the LWF Constitution may apply for associate membership or recognition by the Federation. When applying, they shall submit to the General Secretary:

- a.* a completed application form;
- b.* minutes of the applicant's appropriate decision-making body evidencing that the applicant accepts the doctrinal basis set forth in Article II of the LWF Constitution and wishes to apply for associate membership or recognition;
- c.* the constitution of the applicant;
- d.* a brief statement of the history and background of the applicant;

- e.* a statement of reasons why associate membership or recognition rather than full membership is being sought;
- f.* such other information as the General Secretary may require.

2.4.2 Criteria for Evaluating Applications for Associate Membership

2.4.2.1 The following conditions must be met for the approval of an application for associate membership:

- a.* the church must formally accept the doctrinal basis as set forth in Article II of the LWF Constitution;
- b.* the church must be an autonomous body;
- c.* the church which applies for membership must consist of more than one local congregation.

2.4.2.2 Additionally, the views of other member churches and, where applicable, National Committees in the particular country or area are to be heard.

2.4.3 Definitions

2.4.3.1 Associate Membership (Recognized Church)

An associate member church may participate in all activities of the Lutheran World Federation; its representatives to the Assembly shall have the right to speak but not to vote or hold elective office. The Council shall allocate membership fees to be paid by associate member churches, using the same criteria as for full membership.

Associate membership status may be granted to a church or a church judicatory which:

- a.* has a distinctively Lutheran character in its confession and practice, or includes member congregations or churches which have such a character; and
- b.* as an autonomous identity.

2.4.3.2 Recognized Council

A recognized council may participate in all activities of the LWF; its representatives to the Assembly shall have observer status.

A recognized council status may be granted to a council which:

- a.* has a distinctively Lutheran character in its confession and practice, or includes member congregations or churches which have such a character; and
- b.* has an autonomous identity.

2.4.3.3 Recognized Congregation

A recognized congregation may participate in all activities of the LWF; its representatives to the Assembly shall have observer status.

A recognized congregation status may be granted to a congregation which:

- a. has a distinctively Lutheran character in its confession and practice;
- b. has an autonomous identity; and
- c. has no possibility of joining another Lutheran World Federation member church.

2.4.4 Granting and Termination

Associate membership or recognition status may be granted by vote of the Assembly or the Council. Associate membership or recognition may be terminated by vote of the Assembly or the Council or by withdrawal.

2.4.5 Periodic Review

The General Secretary shall periodically review, with associate member churches, recognized councils and recognized congregations, their relationship to the LWF. One year before the Assembly, the General Secretary shall report to the Council concerning the reviews.

2.5 Official Lists

The General Secretary shall maintain and periodically publish an official list of member churches, associate member churches, recognized churches, councils and congregations, and national committees.

3. THE ASSEMBLY

(LWF Constitution, Article VII)

3.1 Meetings

3.1.1 The Assembly of the Federation shall normally be held every six years at the call of the President. The time, place and program of each Assembly shall be determined by the Council.

3.1.2 An extraordinary Assembly with specific and limited agenda may be called by the Council.

3.2 Delegates

3.2.1 The Assembly shall consist of representatives of the member churches of the Federation. The total number of representatives shall be determined and apportioned to the member churches by the Council.

- 3.2.2 The member churches shall choose their own representatives to the Assembly. Due regard shall be given by the Council and the member churches to a balanced participation of ordained and lay persons, men, women and youth in accordance with the relevant Standing Resolutions.

3.3 Rules of Procedure

The Assembly shall at its first session adopt by majority vote rules of procedure.

4. THE COUNCIL

(LWF Constitution, Article VIII)

4.1 Membership

- 4.1.1 The members of the Council shall be elected by the Assembly in accordance with the LWF Constitution. Each member must have the endorsement of his/her member church.
- 4.1.2 The Council shall review the distribution of its membership according to geographical areas and propose to each Assembly a formula for the distribution of the members of the Council to be elected.
- 4.1.3 Members of the Council may be reelected only once.
- 4.1.4 The President, the Treasurer and the five Vice-Presidents shall be elected so that one person shall come from each of seven geographical areas. As provided by the Constitution, the Treasurer shall be elected by the Council either from among its members or from outside. The Treasurer is to be a full member of the Council.
- 4.1.5 Upon the death or incapacity of the President, the Treasurer, in consultation with the Executive Committee and the General Secretary, shall within three months convene a meeting of the Council to elect a President who shall serve until the next Assembly.

In the Council meeting called for this purpose, the first item of business shall be the election of a person to chair the meeting and guide the electoral process.

- 4.1.6 Should a member of the Council not complete his/her term of office, the Council, after consultation with the member church, shall elect a replacement for the remaining term of service.
- 4.1.7 If the Council is informed in writing by the member church of one of its members that that person no longer enjoys the endorsement of the member church, the Council may declare that person's seat vacant. In that case the Council, after consultation with the member church, shall elect a replacement for the remaining term of office.

4.2 Rules of Procedure

The Council shall adopt by majority vote rules of procedure at the beginning of each of its meetings.

4.3 Meetings

4.3.1 Regular Meetings

Between Assemblies the Council shall normally meet once in every twelve to eighteen-month period.

4.3.2 Extraordinary Meetings

Extraordinary meetings of the Council may be called by the President with the concurrence of the Executive Committee. Extraordinary meetings shall also be called by the President if one-third of the members of the Council make written request.

At least one month's notification must be given of such a meeting and only business mentioned in that notification can be transacted at the meeting.

The presence of half of the members of the Council shall constitute a *quorum* for an extraordinary meeting of the Council.

Once called, an extraordinary meeting may not be canceled or postponed unless two-thirds of the members, including the President and a majority of the Executive Committee, concur.

5. PROGRAM AND STANDING COMMITTEES

(LWF Constitution, Article VIII)

5.1 Program and Standing Committees

As provided in the LWF Constitution, Program and Standing Committees shall be established by the Council.

5.2 Advisers

5.2.1 The Council may appoint up to 30 advisers to provide professional competence and expertise to the Program and Standing Committees. Each adviser must have the endorsement of his/her church. These advisers, who shall serve for the term of the Council, shall be full members with vote of the committees; they shall have voice but no vote in sessions of the Council.

5.2.2 Should an adviser not complete his/her term of office, the Council may elect a replacement for the remaining term of service.

- 5.2.3 If the Council is informed in writing by the member church of one of its advisers that that person no longer enjoys the endorsement of the member church, the Council may declare that person's seat vacant. In that case the Council may elect a replacement for the remaining term of office.

5.3 Terms of Reference

The Council shall adopt terms of reference in order to guide the work of Program and Standing Committees and such other bodies as shall be appropriate.

5.4 Meetings

Program and Standing Committees shall normally meet at the time of the Council meeting. The Program and Standing Committees shall report to the Council which acts on all necessary recommendations.

5.5 Election of Chairpersons

The Council shall elect from among its members chairpersons and if required vice-chairpersons for each Program and Standing Committee. The LWF Treasurer shall *ex officio* be chairperson of the Program Committee of the Office for Finance and Administration.

6. PROJECT COMMITTEE

- 6.1 There shall be an LWF Project Committee which is to oversee LWF project criteria, review project screening and approve projects.
- 6.2 The Project Committee shall be appointed by and be responsible to the Council which shall also approve its Terms of Reference. The Committee shall serve from Assembly to Assembly.
- 6.3 The Project Committee shall report to the Council through the Council's Program Committee for Mission and Development.
- 6.4 There shall be eight members of the Project Committee representing seven geographical areas of the world. The chairperson of the committee shall be appointed by the Council from within its own members.

7. THE EXECUTIVE COMMITTEE

(LWF Constitution, Article VIII)

The Executive Committee shall be composed of the following persons: the President, the Vice-Presidents, the Treasurer and the chairpersons of the Program Committees.

7.1 Meetings

The Executive Committee shall normally meet semiannually, with one meeting in conjunction with the Council meeting. Extraordinary meetings may be called by the President or by half of the members. Two-thirds of the members shall be necessary for a *quorum* for such meetings. At least one week's notification of an extraordinary meeting shall be given to all members of the Executive Committee.

7.2 Responsibilities

The Executive Committee is the appointing authority of staff with programmatic and supervisory responsibilities with the exception of Cabinet members, who are appointed by the Council. The Executive Committee serves as the LWF Personnel Committee and Board of Trustees. It shall perform such other duties as may be assigned by the Council.

7.3 Membership

At least four of the members of the Executive Committee shall be women and at least four shall be men. Geographical representation shall be considered in their selection.

8. ELECTION OF GENERAL SECRETARY

(LWF Constitution, Article XII)

- 8.1 In due time before the end of the General Secretary's term of office, the Council shall appoint a Search Committee for the position of General Secretary consisting of seven persons, four of whom shall be members of the Council. The Council shall appoint the chairperson and secretary for the committee from among the seven members. The Search Committee's Rules of Procedure shall be defined by the Council.

When the Search Committee is appointed, member churches shall be invited to submit nominations for the position of General Secretary; such nominations shall be submitted in writing and with *curricula vitae* to the Search Committee. The Search Committee shall have the mandate to consider other candidates than those nominated by the member churches. The Search Committee shall submit all nominations together with its recommendation to the Council. Nominees who decline consent shall not be submitted.

The Council shall, at its next ordinary meeting, elect a General Secretary who shall serve for a seven-year term. If the next ordinary meeting of the Council is the first meeting of the new Council immediately after an Assembly, the Council shall have the right to postpone the election to the next ordinary meeting of the Council.

The General Secretary shall be eligible for reelection once.

- 8.2 Upon the death, incapacity or resignation of the General Secretary, the Deputy General Secretary shall become the Acting General Secretary until the appointment of a new General Secretary.

The Acting General Secretary, in consultation with the President, shall immediately

invite member churches to submit nominations for the position of General Secretary.

At the same time, the Executive Committee shall appoint a Search Committee for the position of General Secretary consisting of seven persons, four of whom shall be members of the Council. The Executive Committee shall also appoint the chairperson and secretary for this committee from among its members. All nominations from member churches together with *curricula vitae* shall be considered by the Search Committee. The Search Committee shall submit all nominations together with its recommendations to the Council which at its next ordinary meeting, or at an extraordinary meeting if necessary, shall elect a General Secretary who shall serve through the next ordinary Assembly.

9. NATIONAL COMMITTEES (LWF Constitution, Article IX)

A National Committee consists of representatives of the LWF member church(es) in any one country, including members of the LWF Council from that country. It may also include as consultants representatives of other non-member Lutheran churches in that country.

9.1 Role of a National Committee:

- 9.1.1 To facilitate greater unity of the Lutheran churches in its own country.
- 9.1.2 To provide a channel of liaison and coordination between the LWF and its member churches, without violating the right of a member church to communicate directly with the LWF or *vice versa*.
- 9.1.3 To study and act on regional and national matters as mandated by the member churches involved.
- 9.1.4 To follow up Assembly and Council resolutions to be fulfilled at national and church levels.

10. GOVERNING DOCUMENTS

In addition to its Constitution and these present Bylaws, the Lutheran World Federation shall be governed by a number of official documents.

10.1 Rules of Procedure for an Assembly as approved at the first session of each Assembly (*cf.* 3.3 above).

10.2 Rules of Procedure for the Council as approved at the beginning of each meeting of the Council (*cf.* 4.2 above).

10.3 Standing Resolutions as approved by LWF Assemblies or Council meetings.

10.4 Terms of Reference for the Executive Committee as approved by the Council.

10.5 Terms of Reference that apply to all Council Committees, including the LWF Project Committee, as approved by the Council. The Council shall also approve Terms of Reference for such additional and *ad hoc* committees as it shall establish.

10.6 LWF Headquarters Personnel Policies as approved by the Executive Committee as LWF Personnel Committee.

10.7 LWF Headquarters Personnel Regulations as approved by the General Secretary.

10.8 Constitution of the LWF Staff Representative Council and its Bylaws as approved by the Executive Committee.

10.9 Charter of the Staff Welfare Plan (SWP) of the Lutheran World Federation with Standing Orders of the Board of the SWP, Regulations for the Election of Members of the Board of the Foundation, Provident Fund Regulations as well as Pension Fund Regulations as resolved by the Governing Board of that Staff Welfare Plan.

11. DISSOLUTION

Should the association be wound up, the assets remaining shall be transferred in full to an institution of public interest pursuing purposes similar to that of the association. These assets shall not be returned to the founders or to the members, nor shall they be utilized, wholly or in part, for their own benefit in any manner whatsoever.