

BYLAWS

OF

LUTHERAN DEAF MISSION SOCIETY

Table of Contents

	<u>Page</u>
ARTICLE 1	Name 2
ARTICLE 2	Mission Purpose..... 2
ARTICLE 3	Confession 2
ARTICLE 4	Membership 2
4.1	Relationships..... 2
4.2	Membership 2
ARTICLE 5	Board of Directors 3
5.1	Powers of the Board..... 3
5.2	Officers of the Board 3
ARTICLE 6	Committees 4
ARTICLE 7	Elected Officers 4
ARTICLE 8	Indemnification 4
ARTICLE 9	General..... 5
9.1	Core Values..... 5
9.2	Conflict of Interest Policy..... 5
9.3	Fiscal Responsibility 5
9.3	Handbook..... 5
9.5	Amendments 5
APPENDIX 1	Core Values 6
APPENDIX 2	Conflict of Interest Policy 7

**BYLAWS
OF
Lutheran Deaf Mission Society**

ARTICLE 1

Name

The Organization's name is Lutheran Deaf Mission Society, as set forth in the Articles of Incorporation. In public relations materials the Organization may also be called "LDMS" or "Lutheran Deaf Mission."

ARTICLE 2

Mission Purpose

The Lutheran Deaf Mission Society (LDMS) seeks (1) to help more Deaf Persons (and their families) see Jesus Christ as their Savior; and (2) to help more Deaf Persons serve Jesus Christ as their Lord. Through grace, Jesus' Father (God) saved you through faith. God has prepared a special work for each of His saved people to do (Ephesians 2:8, 10). (collectively, the "Mission Purpose.")

ARTICLE 3

Confession

The Organization acknowledges and accepts the Holy Bible as the revealed and inspired Word of God. The Organization also accepts the three Ecumenical Creeds and the Confessional Writings of the Evangelical Lutheran Church contained in the Book of Concord to be the true and genuine exposition of the doctrines of the Holy Bible. The Organization will work to defend and foster this confessional position in its entirety.

ARTICLE 4

Membership

4.1 Relationships. The Organization will endeavor to cooperate with LCMS and other entities in fellowship with LCMS to accomplish the Organization's Mission Purposes.

4.2 Membership. Prospective members will be admitted as members of the Organization upon request and satisfaction of the membership criteria for one of the membership classes defined in the *Handbook*. Members of each membership class will have such additional privileges that the Board of Directors may approve from time to time.

ARTICLE 5

Board of Directors

5.1 Powers of the Board. The Board of Directors will control and manage the Organization's property and activities, but it may not decide anything contrary to God's Word and the Confessions of the LCMS. The Board of Directors will have and is vested with all and unlimited powers and authorities, subject to applicable law, the Articles of Incorporation and these Bylaws,

- (a) to do or cause to be done any and all lawful acts and things for and on behalf of the Organization,
- (b) to exercise or cause to be exercised any or all of the Organization's powers, privileges and franchises, and
- (c) to pursue the Organization's Mission Purposes and organizational purposes. Without limiting the generality of the foregoing, the Board of Directors will oversee the Organization's management, assist with fundraising for the Organization, consider and adopt when appropriate the Organization's *Handbook* (as set forth in Section 9.4) and amendments and supplements thereto, and consider and recommend to Affiliated Member Congregations for approval the Organization's annual budget and any amendments or supplements to the Organization's Bylaws. The *Handbook*, if any, may establish additional responsibilities for the Board of Directors.

5.2 Officers of the Board. Each year the Board shall elect a Chairman and a Secretary. The Chairman of the Board is the organizations chief executive officer. The Secretary of the Board will also serve as the secretary of the whole organizations. A person may be chosen to serve as Secretary Pro-tem to help at various meetings.

ARTICLE 6

Committees

The Board of Directors may designate one or more standing or special committees and appoint members of the Board of Directors to serve on them. Each such committee will have two or more members, all of whom will serve at the pleasure of the Board of Directors. Each committee will have the power and authority that the Board of Directors specifies when establishing such committee, subject to the Articles of Incorporation, these Bylaws and applicable law.

ARTICLE 7

Officers

Elected Board Officers.

- (a) A Chairman and a Secretary will be elected each year by the Board of Directors at the annual meeting of the Board of Directors
- (b) (ii) The Secretary. The Secretary will have the general authority, powers, duties, and responsibilities of a secretary of a corporation

ARTICLE 8

Indemnification

The Organization will provide to its directors such indemnification as it is required to provide, and indemnification and advancement of defense expenses to the fullest extent permitted, under the Missouri Nonprofit Corporation Act, subject to the standards of conduct provided therein. Such indemnification will not be deemed to be exclusive of any other rights to which those seeking indemnification may be entitled under any provision of law, the Articles of Incorporation, these Bylaws, any agreement or contract, any vote of disinterested directors, or otherwise, both as to action in an official capacity and as to action in any other capacity while holding such office, and will continue as to a person who has ceased to be a director, officer, employee or agent and will inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE 9

General

9.1 The **Core Values** of the Organization are listed in Appendix 1.

9.2 The Organization shall enforce the **Conflict of Interest** policy. (Attached Appendix 2)

9.3 **Fiscal Responsibility.** Recognition by the Lutheran Church-Missouri Synod of The Lutheran Deaf Mission Society (LDMS) as a Recognized Service Organization

- (i) is not an endorsement of the fiscal solvency of the LDMS, nor of services or programs offered by the LDMS;
- (ii) does not express or imply endorsement of the fiscal solvency of the LDMS, or synodical responsibility for the debts or other financial obligations of the LDMS; and
- (iii) does not cause Synod or its districts or its congregations to incur or be subject to the liabilities and debts of the LDMS or its subsidiaries, branches, and/or affiliates.

9.4 **Handbook.** The Organization shall prepare and adopt a *Handbook* to assist and guide Members and the Board of Directors in carrying out the Organization's Mission Purposes.

9.5 **Amendments.** Article 3 of these Bylaws may not be amended or suspended. The other Bylaws of the Organization may from time to time be altered, amended, supplemented or repealed, in whole or in part, and new Bylaws may be adopted, by a two-thirds (2/3) vote of the Affiliated Member Congregations, with the prior recommendation by the Board of Directors (also acting by two-thirds vote).

End of *Bylaws*

CERTIFICATE

I certify that (1) I am the Secretary of the Lutheran Deaf Mission Society, a Missouri nonprofit corporation, and the keeper of its corporate records; (2) the Bylaws to which this Certificate is attached were duly adopted by the Organization's Board of Directors as and for the Organization's Bylaws effective as of October 15, 2008; and (3) these Bylaws constitute the Organization's Bylaws and are now in full force and effect.

Reverend Michael Bronner
Secretary

APPENDIX 1

CORE VALUES

1. We **share Jesus**: “God our Savior ... desires all people to be saved and to come to the knowledge of the truth” (1 Timothy 2:4) and to “do the work of an evangelist” (2 Timothy 4:5). God has given us a joyful responsibility. We tell people about His salvation.

2. We **trust** each other: Each one of us knows: “I am always 100% sinner; I am always 100% forgiven by God. We do not focus on mistakes. We focus on Christ and His people. “Behold I (Jesus) and the children God has given Me” (Hebrews 2:13b).

3. We **talk to** each other: Matthew 18:15-20 is our communication policy. We attempt to grow closer to others (v. 15) with Christ in our midst (v. 20).

4. We train Deaf Congregations to become **Indigenous** (belonging to the culture). LDMS seeks to help Deaf Congregations become:

1) **self-governing**;

2) **self-supporting** (this large challenge requires we ourselves serve God more; and

3) **self-sharing of God's Word by skilled teachers**. It is most important we rightly divide Law and Gospel in the Bible. All of us work hard to rightly divide Law and Gospel while we share God's Word. We want more Deaf persons to join with us in this sharing of God's Word in their home congregations.

5. We **disciple Jesus' believers**: Jesus chose disciples. Paul chose Timothy and Titus. Jesus said, “Teaching them to observe all that I have commanded you” (Matthew 28:20). We deliberately enter a discipling relationship with one (or more) of Jesus' disciples. We learn together about the special service(s) we are doing for Jesus. Then when Jesus asks us to do something else, our disciple can carry forth the special service after us. We remember God's word: “He gave ... to equip the saints for the work of ministry” (Ephesians 4:12). We intentionally disciple, train, and equip congregational members to be more active and effective disciples of Jesus.

6. We **serve** by His **grace**: God does not owe us special blessings because we serve Him. We serve Him because of the faith the Holy Spirit makes and keeps in us. “It is required of servants that God finds them faithful” (1 Corinthians 4:2). This is possible. Alleluia! “For by grace God saved you through faith. You did not save yourself. Salvation is a gift of God, not because of our service. We can not boast. God works in us. He created us in Christ Jesus to do good works. God prepared us a long time ago to serve Him as we live.” (Ephesians 2:8-10). We serve our Triune God to thank Him.

APPENDIX 2

CONFLICTS OF INTEREST POLICY OF LUTHERAN DEAF MISSION SOCIETY

Article 1

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The purpose of the conflicts of Interest policy is to protect Lutheran Deaf Mission Society 's (the "Corporation") Interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Article II Definitions 1 . Interested Person

Any director, principal officer, or member of a committee with board delegated powers who has a direct or indirect "financial interest", as defined below, is an "interested person".

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

- a. an ownership or investment interest in any entity with which the Corporation has entered into a transaction or arrangement, or
- b. a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

A financial interest is not necessarily a conflict of interest Under Article III Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

Article III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An individual with a conflict of interest may be present during the portion of the meeting of the board or committee where the remaining directors discuss and vote upon the proposed transaction. Such individual, however, shall not participate in the discussion concerning the transaction or otherwise use his or her personal influence on such remaining directors respecting the proposed transaction and shall abstain from voting on the proposed transaction. The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- b. After exercising due diligence, the board or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- c. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

4. Violations of the Conflicts of Interest Policy

- a. If the board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

- b. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings The minutes of the board and all

committee with board-delegated powers shall contain:

1. the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.
2. the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Article V

Compensation

1. A voting member of the board of directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

Article VI Compliance

Statements

Each director, principal officer and member of a committee with board delegated powers shall receive a copy of the conflicts of interest policy, and agree to comply with the policy.

Article VII Periodic

Reviews

To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. Directors, officers, and committee members, periodically as appropriate, shall be educated and re-educated respecting this Conflicts of Interest Policy.

Article VIII

Miscellaneous

1. Effect on Indemnification

Nothing contained in the Policy or these procedures shall be construed in any manner to affect or limit any indemnification or protection afforded the Corporation's directors, committee members, officers, and others in the Corporation's Articles of Incorporation or Bylaws as the same may exist from time to time or under any applicable law or contract.

2. Additional Miscellaneous Provisions

This Conflicts of Interest Policy may not be amended without the approval of a majority of the board of directors at a meeting duly called and held.