

# CONSTITUTION AND BYLAWS

LUTHERAN CAMPUS COUNCIL OF CORVALLIS, OREGON

Revised November 2005  
Adopted November 28, 2005

*Supersedes all previous versions of the Constitution and Bylaws*

## PREAMBLE

An agreement was made in 1974, regarding Lutheran Campus Ministry at Oregon State University, between National Lutheran Campus Ministry (participating bodies included the American Lutheran Church, the Lutheran Church in America, and the Association of Evangelical Lutheran Churches) and the Northwest District of the Lutheran Church–Missouri Synod (LC–MS) to:

“Devise and put into effect procedures that will assist the cooperating bodies in the optimum development of their campus ministry and to enable them to undertake and maintain such campus ministry without undue duplication, overlapping of effort, or waste of resources.” And, further, shall “assist in the development and implementation of mutually acceptable patterns for joint programs in campus ministry, and to aid and encourage the campus ministry agencies to establish and share common facilities for campus programs.”

With the merger of the ALC, LCA and AELC in 1988, the Evangelical Lutheran Church in America (ELCA) and the Northwest District of the Lutheran Church–Missouri Synod (LC–MS) continued this cooperative effort. Sadly, in early 2004, the Northwest District announced its decision to discontinue funding its campus ministry staff position, thereby dissolving the cooperation which served well for 30 years.

This ministry, however, continues. The Board of Directors, at a retreat in the summer of 2004, reaffirmed the purpose of Lutheran Campus Ministry at Oregon State University to:

- invite the university community to see what God is doing
- explore the deep questions of faith and life
- nurture body, mind and spirit
- equip one another in faithful living
- send servants of faith to people in need

Lutherans of all backgrounds are welcomed and encouraged to participate in this ministry. Indeed, this ministry is a gift to the whole university community, graciously offered by the support of Lutherans throughout America. All people are welcomed here in the name of Christ.

## **ARTICLE I: NAME AND OFFICE**

The official name of this Corporation shall be the Lutheran Campus Council of Corvallis, Oregon, also known as the Lutheran Campus Ministry at Oregon State University. The principal office of the Corporation for the transaction of business shall be located at 211 NW 23rd Street in the city of Corvallis, County of Benton, State of Oregon.

## **ARTICLE II: PURPOSE**

The Corporation is formed for the purposes of maintaining, developing and promoting the ministry of the Lutheran Church as it bears witness to the Gospel of Jesus Christ among students, faculty, staff and administrators at Oregon State University. It shall be operated solely for religious purposes, to celebrate the presence of Jesus Christ in the world through worship, study, and social action that involves members and friends of the academic community.

## **ARTICLE III: MEMBERSHIP**

The Oregon Synod of the Evangelical Lutheran Church in America (ELCA) or its successors or assigns, which is organized and operated solely for religious purposes and is exempt from federal income tax under the Internal Revenue Code of 1954, as amended.

## **ARTICLE IV: MANAGEMENT**

### **Section 1. Board of Directors Membership**

The management of the Corporation shall be vested in the Board of Directors.

Except as limited in the Bylaws or the Articles of Incorporation, the Board of Directors shall have the powers and authority normally granted to a board of directors of a non-profit corporation under Oregon law.

The membership of the Board of Directors shall consist of no fewer than five (5) and no more than nine (9) persons who come from ELCA congregations. When desirable, one board member may be an ecumenical representative from the wider Christian community. The membership of the Board shall include members of the Oregon State University faculty, staff and student body.

It shall be deemed proper for the Board of Directors to recruit persons who are considered qualified to serve as directors. In case of a vacancy, the Board of Directors may name a qualified person to fill the vacancy. The Oregon Synod will approve and ratify board members according to its policies and procedures.

Members shall serve terms of three years each and may serve no more than two consecutive terms. Student members shall serve a term of one year, renewable

annually as long as they are registered students. Members shall continue to serve until their successors have taken office.

have Advisory members of the Board, who shall be invited to all meetings and shall the privilege of voice, but not vote, shall include:

- representative;
- A. The Bishop of the Oregon Synod, ELCA or his/her respective
  - B. The Regional Deployed Director for Campus Ministry, ELCA,;
  - C. Professional staff employed by the Corporation;
  - D. Any other person invited by the Board of Directors.

## Section 2. Board of Directors Duties

ministry According to the policies and procedures of the national office for campus of the ELCA and the Oregon Synod, the Board of Directors shall:

- A. Develop strategy and set priorities for this campus ministry;
  - B. Supervise the campus ministry program in the Corvallis area;
  - C. Elect campus ministry staff with the assistance of the Regional Deployed Director for Campus Ministry, ELCA;
  - D. Develop, administer, and review personnel policies for its staff;
  - E. Solicit, receive and disburse funds from Lutheran churches, supporters, alumni/ae, participants, the ELCA, and various granting agencies;
  - F. Determine pay for local campus ministry staff in accordance with Oregon Synod salary guidelines;
  - G. Arrange for property management and maintenance;
  - H. Encourage and develop greater inter Lutheran cooperation and unity in campus ministry;
  - I. Assist Board approved Lutheran student movements and organizations;
  - J. Work constructively with other Christian and interfaith communities and common causes with other groups in the interest of campus
- in ministry;
- K. Interpret its work and that of its staff to the local, synodical, and national expressions of the church;
  - L. Make no financial or contractual commitment, including borrowing of money, beyond the limits of the approved budget without first securing the written consent of the appropriate judicatories;
  - M. Approve all financial or contractual obligations of the Corporation;
  - N. Annually review the campus ministry program and staff.

## Section 3. Board of Directors Meetings

- A. Normally the Board shall meet monthly during the school year;
- B. Special meetings of the Board may be held at the call of the President of the Board. Special meetings shall also be held when three or more the members of the Board request such a meeting.

- C. Notice shall be given, if possible, to each voting and advisory member of the Board at his/her residence or place of business at least one week before any meeting, whether regular or special.
- D. A quorum for the transaction of business shall be one-half of the voting members.
- E. Except as otherwise stated in those Bylaws, or Bylaw, the vote of a majority of the Board of Directors present at a meeting duly called shall, if a quorum is present, constitute action of the Board.

## ARTICLE V: OFFICERS

### Section 1. Executive Officers

- A. The officers of the Corporation shall include President, Vice President/Secretary, and the Treasurer, elected by the members of the Board of Directors.
- B. The President shall preside at all meetings and shall be responsible for preparing, in consultation with the professional staff, an agenda for each meeting, and for administering all actions taken by the Board.
- C. The Vice President/Secretary shall preside at meetings in the absence of the President and shall ensure: the accurate recording and keeping of the minutes of the Board and the official papers of the Corporation, notification of all meetings as provided in Article IV, Section 3, and distribution of information in the form of reports as requested.
- D. The treasurer shall oversee the receiving and disbursing of funds in accordance with the Board's decisions, present a financial report at each regular meeting, prepare and keep all financial records, and provide in the form of reports or otherwise such records to the participants if requested. The Treasurer shall be bonded. There shall be an annual review of the financial records of the Treasurer.
- E. The persons authorized to sign checks shall be determined by resolution.

### Section 2. Executive Committee

- The Board of Directors shall elect at its May meeting three officers who shall serve a one year term. Officers may succeed themselves one time.
- A. The President, Vice-President/Secretary, and Treasurer shall serve as the Executive Committee of the Board of Directors.
  - B. The Executive Committee may act on behalf of the Board of Directors between meetings in all cases, except electing campus ministry staff, filling vacancies on the Board, selling, trading, alienating, or encumbering real property, or incurring financial obligations in excess of \$500.
  - C. For any action of the Executive Committee to be valid, each member of the Executive Committee must be present at the meeting at which the action occurs, although only a majority of the Executive Committee is required to approve a particular action.

- D. Any two members of the Executive Committee of the Board of Directors may sign legal documents approved by the Board.
- E. The President shall report all actions of the Executive Committee to the next annual, regular, or special meeting of the Board. The Board may reverse any action of the Executive Committee by a majority vote of voting members present at the Board meeting.
- F. The Board of Directors may appoint any committees or task forces considered necessary or helpful in expediting the campus ministry program.

**Section 3. Indemnification of Directors, Officers and Employees.**

Any person made, or threatened to be made, a party to any action or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the person or person's testator or intestate, is or was a director, officer, employee or agent of the Corporation, or serves or served as the employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation, and the Corporation may advance the related expenses, to the full extent permitted by law; provided, however, that indemnification with respect to a person who is or was serving as a trustee, director, officer, employee or agent of another enterprise shall be made hereunder only to the extent such a person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise. The indemnification provided for by this Article shall be made whether or not the claim against such person arises out of matters occurring before the adoption of this Article.

**ARTICLE VI: STAFF**

The Board of Directors shall appoint or cause to be appointed such staff with such duties as it may from time to time consider desirable for the implementation of the work of the Corporation. Campus ministry staff who are rostered with the ELCA shall remain under the pastoral discipline of the Oregon Synod and the ELCA. All staff are bound by the personnel policies established by the Board of Directors.

**ARTICLE VII: DISSOLUTION AND REVERSION**

Should the Corporation cease to act and be dissolved, all of its property and assets remaining after the payment of its liabilities shall be paid and distributed to the Oregon Synod or to its successors and assigns, provided, however, that payment shall be made hereunder only to corporations, trusts, foundations, or other organizations which are organized and operated exclusively for charitable or religious purposes and which shall then be exempt from Federal income tax under Section 501(a) of the Internal Revenue Code of 1954, as amended, as organizations described in Section 501(c)(3) thereof (references to include corresponding provisions of any future revenue law). In the event that the Oregon Synod or its successors or assigns, shall not then be so described, such property and assets shall, on the basis of written

approval of the member judicatories, be paid and distributed to one or more organizations as shall then be so described.

### **ARTICLE VIII: AMENDMENTS**

Subject to written approval by the Director of Campus Ministry of the Evangelical Lutheran Church in America and the Synod Council of the Oregon Synod of the ELCA, these Bylaws may be amended by a majority vote of the Board of Directors of the Corporation, provided written notice, embodying such proposed amendment, has been given in the notice of the meeting at which such proposed amendment is to be acted upon.