

ECLS Bylaws
BYLAWS and CONTINUING RESOLUTIONS
of the
Eastern Cluster of Lutheran Seminaries
2/2000 (with revisions through 6/2005)

Preamble

In 1993, the Churchwide Assembly of the Evangelical Lutheran Church in America adopted a recommendation emanating from the Task Force on the Study of Theological Education for Ministry, calling the eight seminaries of the ELCA to form from three to five clusters for leadership education. Each cluster is asked to provide a full range of theological education for mission on its territory. To accomplish this purpose, each cluster further is asked to develop a consolidated governance structure for decision-making which can plan and implement a comprehensive program of theological education.

The Lutheran Theological Seminary at Gettysburg, the Lutheran Theological Seminary at Philadelphia, and the Lutheran Theological Southern Seminary, located in Columbia, SC, have formed this cluster to provide a full range of theological education for the Eastern United States, in particular, and for the church at large, and establish this corporation to assist them in accomplishing the foregoing purpose.

The Eastern Cluster of Lutheran Seminaries, upon the approval by a majority vote of the governing boards of each of the three seminaries, adopts these bylaws.

Chapter 1. Name, Seal and Location

- 1.01 The name of this corporation, which is a Pennsylvania Non-Profit Corporation, is Eastern Cluster of Lutheran Seminaries.

- 1.02 The seal of the corporation contains the name and the year of incorporation. The name of the corporation forms the circular outer edge of the seal.

- 1.03 The official address of the corporation shall be 61 Seminary Ridge Gettysburg, PA 17325. The location of the administrative office of the corporation shall be determined by the Board of Directors.

- 1.04 1.03.A97 The administrative office of the corporation initially shall be located at 61 Seminary Ridge Gettysburg, PA 17325.

Chapter 2. Mission Statement

- 2.01 Centered in the Word of God made flesh in Jesus Christ, the Eastern Cluster of Lutheran Seminaries of the Evangelical Lutheran Church in America exists to

support the integrity and the fullness of the theological endeavor: as faith seeking understanding; understanding seeking expression; and expression fulfilling mission.

- 2.02 We are an interdependent body formed to meet the challenging needs of rostered leaders and all the baptized for their ministry in daily life, by providing theological leadership and offering programs to augment the curricula of the member seminaries.
- 2.03 We commit ourselves to the best stewardship of our talents and resources and the rich theological heritage entrusted to us, offering our particular gifts to the church. We rely upon the wisdom and power given to the Church by the Holy Spirit to guide our endeavors.

Chapter 3. Powers

- 3.01 This corporation shall have those powers provided by the Pennsylvania Non-Profit Corporation Law which are not inconsistent with these Bylaws. In addition, it shall have the power to develop a comprehensive plan for leadership education on behalf of the Cluster, for approval by the boards of the Lutheran Theological Seminary at Gettysburg, the Lutheran Theological Seminary at Philadelphia and the Lutheran Theological Southern Seminary. Further, it shall have the power
- a. to adopt a budget for the Cluster and to develop and implement formulae for allocation to the Cluster and among the three seminaries of unrestricted funds received by the Cluster;
 - b. (b) to receive and administer restricted funds given to the Cluster for the support of Cluster programs and activities; and
 - c. to solicit funds on behalf of the Cluster to support the operation of the Cluster and for the support of Cluster programs and activities.
- 3.02 The Cluster shall have such additional powers as the three seminary boards from time to time mutually shall agree to delegate to it.

Chapter 4. Board of Directors

- 4.01 The Board of Directors shall consist of eighteen Directors, which shall include the president and the board chairperson of each seminary and four additional Directors from each seminary elected by the board of each seminary from among its membership. The dean of each seminary and a member of the staff of the ELCA Division for Ministry, selected by the Division, shall serve as consultants to the Board of Directors, with voice but without vote. One of the Directors elected by each seminary shall be a

synodical bishop who is a member of the seminary board.

- 4.01.A97 This cluster commits itself to adhere to the guidelines for representation set forth in the governing documents of the ELCA, and therefore the Board of Directors will work with the boards of the three seminaries to endeavor to achieve compliance with those guidelines in the overall composition of the Board of Directors.
- 4.02 The term of each Director who is the president or chairperson of the board of a seminary, or who is a bishop serving as a member of a seminary board shall be unlimited, except that it shall terminate when the president or chairperson leaves that office, or in the case of a bishop when the bishop's service as a member of a seminary board terminates. The terms of other Directors elected by each seminary shall be three years. There shall be no limit as to the number of terms a Director may serve consecutively, except that a Director's tenure as a member of the Board of Directors shall terminate when the Director's service as a member of a seminary board terminates. A vacancy shall be filled by the board of the seminary which elected the Director, except that the term of a seminary president or board chairperson shall commence automatically upon that person's election as president or chairperson.
- 4.03 The Board of Directors shall meet at least twice each year, on such dates and at such locations as the Board of Directors shall determine. Special meetings may be called by the Chairperson of the Board of Directors in consultation with the Executive Director, or upon the written petition, addressed to the Executive Director, of at least five Directors, of whom no more than three shall be the president or a director of the same seminary. At least fourteen days' written notice of a special meeting shall be given to each Director.
- 4.03.A97 Three regular meetings of the Board of Directors shall be held each year. The Winter meeting (normally in January) shall be held at Southern Seminary; the Spring meeting (normally in May) shall be held at Gettysburg Seminary; and the Fall meeting (normally in September) shall be held at Philadelphia Seminary. The dates and times shall be scheduled by the Board of Directors at least three meetings in advance.

4.04 The affirmative vote of at least two-thirds of all of the Directors (regardless of the number of Directors present and voting) shall be required for the adoption of any of the following actions (provided that at least two Directors from each of the three seminaries shall have voted in the affirmative):

- a. To permit the withdrawal of any seminary from the Cluster or from participation or continuing participation in any program or activity of the Cluster;
- b. To reduce or increase the number of member seminaries which shall be permitted to participate in or continue to participate in any program or activity of the Cluster; or
- c. To approve a proposal for the distribution of unrestricted funds received by the Cluster to or for the use by any of the three seminaries.

Further, actions under a. or b. above affecting the tenure of any seminary as a member of the Cluster shall not become effective until approved by the Board of the ELCA Division for Ministry.

4.05 A majority of the Directors then in office shall constitute a quorum for any meeting of the Board of Directors, provided that at least two Directors from each of the three seminaries shall be in attendance.

4.06 Robert's Rules of Order, latest edition, shall establish the procedural rules for all meetings of the Board of Directors and its committees.

Chapter 5. Officers

5.01 The officers shall be a Chairperson, a Vice Chairperson, a Secretary and a Treasurer. Officers shall serve for a term of one year; and the annual meeting for the election of officers shall be the Winter meeting. All officers shall be members of the Board of Directors. At the discretion of the Board of Directors, the offices of Secretary and Treasurer may be combined.

5.01.A97 The following rules shall govern the election of officers: The Chairperson shall be chosen from among the chairpersons of the three seminary boards.

- a. The offices of Chairperson, Vice Chairperson and Secretary shall be rotated among the three seminaries. At no time shall two of the three officers be representatives from the same seminary. None of the three officers may serve more than two successive one-year terms.
- b. The chairperson, at the time of election, shall not be a representative of the same seminary as the person who is designated to serve as

Executive Director for the ensuing fiscal year.

- 5.02 The Chairperson shall be the president of the corporation and shall have authority to execute documents on behalf of the corporation. The Chairperson shall preside at meetings of the Board of Directors and of the Executive Committee.
- 5.03 The Vice Chairperson shall have the authority to act in the place of the Chairperson in the event of the death, resignation or disability of the Chairperson, including acting as interim president of the corporation.
- 5.04 The Secretary shall keep minutes of the meetings of the Board of Directors and of the Executive Committee, and shall furnish copies of the minutes of the meetings of the Board of Directors and of the Executive Committee to each Director and to those persons designated to receive copies of the minutes. The Secretary shall be the custodian of the Seal of the Corporation.
- 5.05 The Treasurer shall have custody of the corporate funds and all assets of the corporation and shall keep full and complete records of all receipts and disbursements in the books of the corporation, and shall deposit all monies of the corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall render to the Executive Director and the Board of Directors, whenever they may so require, but at least annually, an account of all transactions conducted by the Treasurer and of the financial condition of the corporation.
- 5.06 An officer may resign at any time upon written notice to the Executive Director or to the Board of Directors. The resignation shall be effective upon receipt or upon the date, if any, set forth in the notice, whichever is later.
- 5.07 An officer may be removed by the Board of Directors whenever in its judgment the best interest of the corporation will be served thereby. A

majority vote shall prevail, provided that at least two Directors from each of the three seminaries shall have voted in the affirmative.

- 5.08 A vacancy in any office shall be filled by the Board of Directors for the ~~remaining~~ balance of the term.

Chapter 6. Executive Director

- 6.01 There shall be an Executive Director who shall serve as chief executive officer of the corporation.
- 6.01.A97 The Executive Director shall be one of the three seminary presidents. In each six-year period, the president of each of the three seminaries shall serve as Executive Director for a total of two years. Normally, each president shall serve a two-year term. However, in the event the president serving as Executive Director shall cease being president, one of the other two presidents shall assume the office of Executive Director and terms shall be rearranged so that the effect is that no seminary shall have its president or presidents serve as Executive Director for a total of more than two years out of any given six-year period.

Chapter 7. Committees

- 7.01 There shall be an Executive Committee, consisting of the presidents and chairpersons of the boards of each seminary, and the secretary and treasurer of the Cluster Board of Directors. The Executive Committee shall have full power and authority to act on behalf of the Board of Directors, except that the Committee shall not have the power to revoke or rescind any prior action of the Board nor shall it have authority to take any action referred to in Section 4.04 of the Bylaws. Actions of the Executive Committee shall be subject to review by the Board of Directors.
- 7.02 There shall be a Planning Committee, which shall develop and monitor the implementation of the comprehensive plan for leadership education referred to in Section 3.01. It also shall perform such other functions as the Board of Directors shall assign.
- 7.02.A97 Initially, the Executive Committee shall serve as the Planning Committee.
- 7.03 There shall be an Academic Affairs Committee. The deans shall be ex officio members. The Committee shall plan and coordinate Cluster academic programs and serve as a forum for the exchange of information regarding the three seminaries' academic life. It also shall perform such

other functions as the Board of Directors shall assign.

- 7.04 There shall be a Budget and Finance Committee. In consultation with the Executive Director and the Treasurer, it shall develop the annual budget of the Cluster. It also shall develop proposals for allocation to the Cluster and among the three seminaries of unrestricted funds received by the Cluster. It shall serve as the investment committee for the Cluster, and shall perform such other functions as the Board of Directors shall assign. The treasurers of ~~each~~ of the three seminaries shall serve as consultants to the Committee in developing the annual budgets, and for such other purposes as the Committee may determine.
- 7.05 There may be such other committees as the Board of Directors may determine.
- 7.06 With respect to all committees except the Executive Committee: Each committee shall consist of three Directors (one from each seminary.) The Director- members of the committees and the chairpersons shall be selected by the Chairperson in consultation with the Executive Director. The Chairperson and the Executive Director shall be ex officio members of each committee; and the Treasurer shall be an ex officio member of the Budget and Finance Committee. Ex officio members of the committees shall serve with voice and vote. The Academic Affairs Committee also shall include three members of the Academic Planning Committee, one from each seminary, who shall be appointed by the respective seminary presidents. Other committees may have such numbers of non-Director members as the Board of Directors shall determine, the members to be selected by the Chairperson in consultation with the Executive Director and the committee chairperson. Non-director members of a committee shall have voice and vote. All committees shall report regularly to the Board of Directors.

Chapter 8. Funding

- 8.01 The Eastern Cluster of Lutheran Seminaries, working through the presidents and the advancement officers of the three seminaries, and in accordance with guidelines approved by the Board and the boards of the three seminaries, shall develop resources to fund its operations and its programs.
- 8.01.A97 Until such time as the Cluster shall be self-supporting, and for extra-budgetary funding, the Cluster shall seek the financial support of the three seminaries. Annually, the Cluster, through its Treasurer, the Executive Director and the seminary presidents shall present to each seminary the request of the Cluster for funding for the ensuing year.

Chapter 9. Indemnification

- 9.01 To the full extent permitted by law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration or investigative proceeding, including a proceeding by or in the right of this corporation, by reason of the fact that such person is or was a Director, officer, employee, agent or member of any Board Committee shall be indemnified against judgments, penalties, fines, settlements and reasonable expenses, including attorney's fees and costs, incurred by the person in connection with the proceeding. Such indemnification shall continue as to a person who has ceased to be a Director, officer, employee, agent or member of a Board Committee.
- 9.02 This corporation may purchase and maintain insurance on behalf of a person who is or was a Director, officer, employee, agent or member of a Board Committee against any liability asserted against and incurred by the person in or arising from that capacity.

Chapter 10. Miscellaneous Provisions

- 10.01 The Board of Directors, or any committee thereof, shall have the authority to conduct any meeting by telephone or other means of communication which allows all persons participating in the meeting to communicate with each other, provided that all provisions of these Bylaws and continuing resolutions pertaining to the calling of meetings, notice, and quorum shall have been complied with fully.
- 10.02 No member of the Board of Directors, or of any committee thereof, shall receive compensation for such service. However, this shall not be construed to prohibit payment by the Cluster of the costs necessary to purchase insurance coverage to fund the indemnification provided under Chapter 10 hereof.

Chapter 11. Amendments

- 11.01 Amendments to these Bylaws may be made by a two-thirds vote of the Directors present at any regular or special meeting of the Board, provided that any proposed amendments shall have been transmitted in writing by the Secretary to all Directors at least thirty days prior to the date of the meeting, and the notice of the meeting shall have included the announcement of the consideration of the proposed amendment and set forth the text of the proposed amendment. No amendment to the Bylaws shall become effective until it has been approved by the boards of each of the seminaries.
- 11.02 The Board of Directors may adopt continuing resolutions for the purpose of

interpreting or implementing the Bylaws. Such resolutions shall be adopted or amended by an affirmative vote of at least two-thirds of the Directors present and voting at any regular meeting of the Board or at any special meeting of the Board providing that notice of the proposed resolution is submitted to the directors in writing together with the notice announcing the special meeting. Such resolutions, upon their adoption, shall be published together with the Bylaws.

NOTE: Codification Explanation

Bylaws provide the primary governing principles. Continuing resolutions, which are intentionally more easily amendable, provide additional detail setting forth how the bylaws to which each is attached shall be carried out.

Bylaws are intended to be more permanent in nature and can be amended only upon the approval of the governing boards of each of the seminaries. Continuing resolutions may be amended at any time that the Board of Directors determines that there is a better or more effective way to fulfill the purpose of the bylaw.

Bylaws are codified with two sets of numbers, separated by a period. The first digit(s), preceding the period, represents the number of the chapter of which the bylaw is a part. The second set of numbers is a chronological listing of the bylaws contained in each chapter.

Continuing resolutions begin with the two sets of numbers contained in the bylaw to which they pertain, followed by a period, a capital letter, and two digits representing the year of adoption. Thus, "4.01.A97" is the designation for the first resolution appended to Bylaw 4.01 and shows that it was adopted in 1997. If a second resolution is appended, it would contain the letter "B" plus two digits indicating the year of adoption. If 4.01.A97 is amended, it would retain the designation 4.01.A, but would be followed by two digits referring to the year in which the amendment was adopted and the reference to 1997 would be deleted.

Appendix A

excerpts from **Pennsylvania NonProfit Corporation: Powers, Duties, Safeguards**

5502. General Powers

- a. **General rule.** – Subject to the limitations and restrictions imposed by statute and, except as otherwise provided in paragraph (4), subject to the limitations and restrictions contained in its articles, every nonprofit corporation shall have power:
 1. To have perpetual succession by its corporate name unless a limited period of duration is specified in its articles, subject to the power of the Attorney General under section 503 (relating to actions to revoke corporate franchises) and to the power of the General Assembly under the Constitution of Pennsylvania.
 2. To sue and be sued, complain and defend and participate as a party or otherwise in any judicial, administrative, arbitral or other proceeding

in its corporate name.

3. To have a corporate seal, which may be altered at pleasure, and to use the seal by causing it to be impressed or affixed or in any manner reproduced.
4. To acquire, own and utilize any real or personal property, or any interest therein, wherever situated, regardless of any limitation set forth in its articles prior to January 1, 1972 as to the quantity or value of real or personal property which it may hold, or as to the amount of income derived there from.
5. To sell, convey, mortgage, pledge, lease, exchange or otherwise dispose of all or any part of its property and assets, or any interest therein, wherever situated.
6. To guarantee, become surety for, acquire, own and dispose of obligations, capital stock and other securities.
7. To borrow money, issue or incur its obligations and secure any of its obligations by mortgage on or pledge of or security interest in all or any part of its property and assets, wherever situated, franchises or income, or any interest therein.
8. To invest its funds, lend money and take and hold real and personal property as security for the repayment of funds so invested or loaned.
9. To make contributions and donations.
10. To use abbreviations, words, logos or symbols upon the records of the corporation, and in connection with the registration of, and inscription of ownership or entitlement on, certificates evidencing membership in or securities or obligations of the corporation To be a promoter, partner, member, associate or manager of any partnership,
11. enterprise or venture or in any transaction, undertaking or arrangement that the corporation would have power to conduct itself, whether or not its participation involves sharing or delegation of control with or to others.
12. To transact any lawful business that the board of directors or other body finds will aid governmental policy.
13. To continue the salaries of such of its employees as may be serving in the active or reserve armed forces of the United States, or in the national guard or in any other organization established for the protection of the lives and property of citizens of the Commonwealth or the United States, during the term of that service or during such part thereof as the employees, by reason of that service, may be unable to perform their duties as employees of the corporation.
14. To pay pensions and establish pension plans, pension trusts, profit sharing plans, share bonus plans, share option plans, incentive and deferred compensation plans and other plans or trusts for any or all of its present or former representatives and, after their death, to grant allowances or pensions to their dependents or beneficiaries, whether or not the grant was made during their lifetime.
15. To conduct its business, carry on its operations, have offices and exercise the powers granted by this article or any other provision of law in any jurisdiction within or without the United States.
16. To elect or appoint and remove officers, employees and agents of the corporation define their duties, fix their reasonable compensation and

reasonable compensation of directors, to lend any of the foregoing money and credit and to pay bonuses or other additional compensation to any of the foregoing for past services.

17. To enter into any obligation appropriate for the transaction of its affairs, including contracts or other agreements with its members.
 18. To have and exercise all of the powers and means appropriate to effect the purpose or purposes for which the corporation is incorporated.
 19. To have and exercise all other powers enumerated elsewhere in this subpart or otherwise vested by law in the corporation.
 - 20.
- b. **Enumeration unnecessary.** – It shall not be necessary to set forth in the articles of the corporation the powers enumerated in subsection (a).

Board to exercise. – See section 7521 (relating to board of directors).