

**CONSTITUTION**  
*And*  
**BY-LAWS**  
*Of the*  
**LUTHERAN CHURCH EXTENSION SOCIETY**  
**OF BUFFALO, NY**

**ORGANIZED 1891**

Revised 1925  
Revised 1982  
Revised 2000  
Revised 2004

Revised 1953  
Revised 1993  
Revised 2002  
Revised 2020, 2023

**HISTORICAL DATA**

The German Evangelical Lutheran Missionary Society of the Missouri Synod, was organized in the City of Buffalo, New York, in the year 1891, and was incorporated under the laws of the State of New York, November 15, 1892, certificate there-for being filed in the Office of the Clerk of the Erie County on said date. Charter changed, 1891.

The original Trustees subscribing to this certificate were:

REV. AUGUST SENNE  
CHARLES H. KEITSCH  
FRANK H. KINNIUS  
GEORGE F. MAYER  
ANTHONY MILLER

On November 13, 1923, the name was legally changed to Evangelical Lutheran Missionary Society.

The present name, the Lutheran Church Extension Society of Buffalo, New York, was adopted pursuant to law, December 5, 1924.

**The Lutheran Church Extension Society  
of Buffalo, New York**

**CONSTITUTION**

**ARTICLE I.**

**Name**

The name of this organization shall be “The Lutheran Church Extension Society of Buffalo, New York.” All further references to The Lutheran Church Extension of Buffalo, New York shall be “the Society or the Corporation”.

**ARTICLE II.**

**Object**

The object of this Society is: to foster the missionary work of the Lutheran Church in Western New York, more specifically to assist Missouri Synod Lutheran Member Congregations and all Churches with membership in The Lutheran Extension Society of Buffalo, New York, in good standing as of January, 1981, and missions ~~and other Lutheran agencies~~ in acquiring or improving real property for religious purposes, and, in furtherance of this object, to receive and lend funds for capital purposes to such religious purposes, and, in furtherance of this object, to receive and lend funds for capital purposes to such congregations ~~and missions and Lutheran agencies~~ upon such terms as may be determined by the corporation.

**ARTICLE III.**

**Membership**

This Society shall be composed of those congregations affiliated with The Lutheran Church Missouri Synod and all churches which were members of The Lutheran Church Extension Society of Buffalo, New York, in good standing as of January, 1981. **Member Congregations must pay annual dues of ONE HUNDRED DOLLARS per fiscal year unless some other amount is established by the Board of Directors.** ~~Member Congregations must make an annual minimum contribution of ONE HUNDRED DOLLARS in support of the work of the Society.~~ Right of representations is to be based on contributions in the fiscal year of this Society.

**ARTICLE IV.**

**Representation**

1. Such Member Congregations shall be represented by two (2) Lay Delegates or their alternates at the meetings of this Society. Such Delegates and their alternates are to be designated by the Member Congregations.
2. It is further provided that the Pastor or Pastors of every Member Congregation shall be an ex-officio Delegate.

3. Each Member Congregation shall be limited to two (2) votes. In the absence of a lay delegate the Pastor may vote.

**ARTICLE V.  
Administration**

1. The business of this Society shall be administered by the Delegates, as defined in Article IV hereof.
2. The Delegates shall elect a Board of twelve (12) Directors, nine (9) of whom shall be Laymen and three (3) Pastors. The Directors shall be elected in such a manner that the terms of four (4) Directors shall expire each year. The Board of Directors shall constitute the Executive Committee of this Society and shall carry out the directions of the Delegates.
3. The Board of Directors shall annually elect from its members the officers of this Society, consisting of a President, a Vice-President, a Secretary, a Financial Secretary, and a Treasurer,
4. Vacancies in the Board of Directors shall be filled at the next regular meeting of the Delegates from a list of candidates submitted by the regular nominating committee and from additional nominations made from the floor by any Delegate.
5. Any person who has attained the age of eighteen (18) years and holds membership in a Member Congregation of this Society, shall be eligible for election as Director of this Society.
6. Seven (7) Directors shall constitute a quorum.

**ARTICLE VI.  
Meetings**

1. The annual meeting of this Society for the election of Directors, for the reception of reports and the transaction of such other business as may be properly brought before the meeting, shall be held in the City of Buffalo, NY or vicinity on the second Thursday in the month of February, if not a legal holiday, and if a legal holiday, then on the Thursday following.
2. One-third of all Member Congregations must be represented to constitute a quorum.
3. When in-person meetings are burdensome (e.g., relating to health or other difficult or unusual circumstances) the Board of Directors may select to have a Board of Directors or Delegate meeting in another manner (e.g., by telephone or through use of technology/electronic-virtual) that is suitable and made available to all participants, taking into consideration the need to provide for an open and fair exchange of ideas and secure, private, and confidential voting.” **(Adopted 2020)**

**ARTICLE VII.  
Amendments**

Amendments to this Constitution may be effected in the following manner: when a majority of Delegates in a regular constituted meeting shall favor an amendment, this shall be submitted in writing to the Member Congregations. Each Member Congregation shall report its vote to the Secretary of this Society within 90 days of the mailing to the Member Congregations. For the

adoption of an amendment, a two-thirds (2/3) vote of the Member Congregations must be in favor of the proposed Amendments.

## **ARTICLE VIII.**

### **Dissolution**

In case of the dissolution of this Society, all real and other property and all funds belonging to same shall be turned over to "The Eastern District of The Lutheran Church- Missouri Synod," or its successors.

## **BY-LAWS**

### **ARTICLE I.**

#### **Meetings**

1. In addition to the Annual Meeting held in February, Regular Delegate meetings shall be held on the second Thursday of the months of June and October. If there is not sufficient business the Board of Directors may cancel the June meeting.
2. Special meetings of this Society may be called at any time by the President of this Society or by the Board of Directors, and shall be called by the Secretary of this Society upon the written request of eight (8) Delegates setting forth the object of such special meeting.
3. Notice of all meetings shall be mailed to each Delegate at least three (3) weeks prior to the date and time of such meeting.
4. The Board of Directors shall meet the second Thursdays of January, May and September. Special meetings of the said Board may be called by the President at any time.
5. Notice of each meeting shall be mailed to each Directors by the Secretary not less than three (3) days prior to the date of such meeting. The hour and place of meeting shall be determined from time to time by the Board, or if not so determined, shall be fixed by the President.

### **ARTICLE II.**

#### **Delegate Terms and Powers**

1. The Delegate body consisting of the Delegates of the Member Congregations shall serve for a term of one year.
2. This Delegate Body may exercise all such powers of the Society and do all such lawful acts and things except such as are prohibited by the NYS Not For Profit Statutes, or by its Certificate of Incorporation, its Constitution or by these by-laws.
3. Without prejudice to the power conferred by the preceding paragraph, it is hereby expressly declared that the Delegate Body shall have the following powers:
  - (a) From time to time to make and change Rules and Regulations, not inconsistent with these By-Laws, for the management of the Society's business.
  - (b) To purchase, sell, mortgage, lease, accept, or otherwise acquire or dispose of for the Society any assets, right or privilege which the Society is authorized to acquire, or dispose of.

- (c) To appoint and at its discretion remove or suspend such subordinate officers, agents or servants, permanently or temporarily, and to determine their duties and to require security of any officer or officers receiving, accepting or disbursing the monies of this Society.
  - (d) To confer by resolution upon any officer of the Society the power to choose, remove or suspend such subordinate officers, agents or servants.
  - (e) To assign any of the powers of the Delegate Body in the course of the current business of the Society to any standing or special committee or to any officer or agent.
4. On all matters referred to the Member Congregations, the Member Congregations shall be advised in writing three weeks prior to the next Delegate meeting, as to the specific details pertaining to the issue in question. Delegates shall, at the meeting, approve or disapprove of those loan requests, expenditures, and mission grants or other matters scheduled for consideration.

**ARTICLE III.  
Board of Directors**

- 1. The Board of Directors consisting of twelve (12) members, shall each be elected to serve a term of three (3) years and until a successor shall be elected.
- 2. The Board of Directors shall have general supervision of the business of this Society.
- 3. The Board of Directors shall present the minutes of the previous meeting at each regular meeting and the annual meeting of the Delegate Body.
- 4. The Board of Directors shall determine who shall be authorized on the Society's behalf to sign bills, notes, receipts, acceptances, instruments, checks, releases, contracts, negotiable instruments and documents.

**ARTICLE IV.  
Officers**

- 1. Officers of the Society shall be as set forth in Article V, Paragraph 3 of the Constitution.
- 2. The tenure of each officer shall be for the period of one (1) year and until a successor shall be elected.
- 3. If the office of the President, Vice-President, Secretary, Financial Secretary or the Treasurer become vacant by reason of death, resignation, retirement, disqualification, remove from office or otherwise, the Board of Directors then in office, although less than a quorum, may by majority vote, at any special meeting called for that purpose, or at any regular meeting of the Board, choose a successor or successors, who shall hold the office for the unexpired term in which such vacancy occurred.
- 4. The President shall preside at meetings of the Delegate Body and the Board of Directors. At the direction of the Board of Directors the President shall sign all vouchers, notes, contracts, and other papers, drawn in the name of this Society, and the President shall also exercise a general supervision over all the property and interests of this Society.

5. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as shall from time to time be imposed upon the Vice-President by the Board.
6. The Secretary shall attend all sessions of the Board and all meetings of the Delegate Body and act as clerk thereof and record all votes and minutes of all proceedings in a book to be kept for that purpose; the Secretary shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of meetings of the Delegates and of the Board of Directors, shall have the charge of the seal and the Society's books, shall sign with the President such instruments as require such signatures, and shall perform other duties as may be prescribed by the Board of Directors or the President.
7. The Financial Secretary shall receive and keep a true and accurate account of all monies received by the Society and shall deposit all monies and other valuable effects or property received, in the name and to the credit of the Society, and in such depositories as may be designated by the Board of Directors. The Financial Secretary shall submit a written report to the Board of Directors and to the Delegate Body at their regular and annual meetings. The Financial Secretary shall also send out any and all notices in regard to the nonpayment of any funds due the Society.
8. The Treasurer shall have the custody of the Society's funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the Society and shall deposit all monies and other valuable effects or property, in the name and to the credit of the Society, and in such depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of this Society as may be ordered by the Board, take proper vouchers for such disbursements and shall render to the President and Board of Directors, whenever they require it, an account of all, transactions as Treasurer and of the financial condition of the Society. The Treasurer shall submit a written report to the Board of Directors and to the Delegate Body at their regular and annual meetings.

#### **ARTICLE V. Fiscal Matters**

1. The fiscal year shall begin on the first day of each calendar year.
2. All checks and demands for money and notes of the Society shall be signed by any two (2) officers as the Board of Directors may from time to time designate.
3. No Director, Officer, or Delegate shall receive any compensation from the Society for services rendered in such capacity.
4. Terms and conditions on all interest bearing loans shall be determined by the Board of Directors and approved by a majority of the Delegates in a regularly constituted meeting.

~~The annual contribution by Member Congregations is to be a minimum of ONE HUNDRED DOLLARS (\$100.00) per fiscal year.~~ (Paragraph 5 previously removed)

5. New Member Congregations to the Society shall become eligible to apply for loans one year from the date of their acceptance into membership. In situations of exceptional need

the one year waiting period may be shortened or eliminated at discretion of the Delegate Body.

6. Congregations ~~or Missions or Lutheran Agencies~~ with outstanding loans from this Society must submit a written report of their ministry and financial condition at the annual meeting of the Delegate Body.
7. In authorizing Grants for missions projects, the Board of Directors may, in any one year, grant funds up to, but never in excess of, 5% of the Society's assets as of 12/31 of the prior calendar year.
8. The maximum amount of any loan is 15% of the net equity of the Corporation as of June 30 of the prior year. Net assets shall be defined as all assets minus any liabilities.

#### **ARTICLE VI.**

##### **Finance Committee**

This committee shall be responsible for the oversight of the investment and protection of the non loan assets of the Society. The committee shall consist of the Financial Secretary, the Treasurer and two (2) additional members appointed by the President.

#### **ARTICLE VII.**

##### **Nominating Committee**

The President shall appoint in each October meeting a nominating committee consisting of three (3) Directors, one of whom shall be designated as Chairman. This Committee shall serve during the following calendar year and shall select and submit a list of candidates for any vacancies to be filled at either the regular or special sessions. Nominations may also be made from the floor by any Delegate.

#### **ARTICLE VIII.**

##### **Amendments**

Amendments to these By-Laws may be effected in the following manner: When a majority of the Delegates in a regularly constituted meeting shall favor an amendment, this shall be submitted in writing to the Member Congregations. Each Member Congregation shall report its vote to the Secretary of this Society within 90 days of the mailing to the Member Congregations. For adoption of an amendment, a majority vote of the Member Congregations must be in favor of the proposed amendment.