

Pittsburgh Area Lutheran Ministries (PALM)  
By-Laws  
Adopted 21 September 1997  
Revised 17 September 2000

**ARTICLE I – IDENTITY.**

The Corporate Seal of PALM shall have inscribed thereon the name of the corporation and shall show the year and the State of incorporation. The Seal shall be kept in the PALM office.

**ARTICLE 2 – DESCRIPTION AND PURPOSE.**

PALM is an organization of member congregations that exists to accomplish objectives that require the cooperation of all or several of the members. The set of objectives to be pursued may vary in composition from time to time but may include, as examples, the following:

1. The initiation of new congregations and ministries.
2. The support of new ministries or of ministries that are inherently unable to support themselves.
3. The publication of periodicals and special information letters for reporting on the work and affairs of the organization or of its constituents.
4. The conducting of joint celebratory worship services and other meetings involving all or several of the members.
5. The management of local assets owned jointly by the members or by entities within the LCMS.
6. The preparation, maintenance and publishing of calendars and/or schedules to minimize conflicts and interference among entities found within the Pittsburgh Area Community of member congregations.
7. The collection of contributions from member congregations, from individuals, from Trusts and Foundations and from any other appropriate source for the support of the organization's activities.
8. The allocation of available resources among prospective and existing ministries.
9. The application of criteria established by the appropriate District of the LCMS to allocation of funds given by that district.

**ARTICLE 3 – MEMBERSHIP.**

SECTION 1. An eligible congregation shall become a member of PALM by notifying the President of PALM, by letter, of such intention. A congregation shall cease to be a member of PALM by notifying, by letter, the President of PALM of such intention, or by becoming ineligible in accordance with Article 3, Membership, of the Articles of Incorporation of PALM. The President of PALM shall present letters requesting either membership or release from membership to the Board of Directors of PALM at the earliest opportunity. In absence of any objection sustained by a majority of the Board of Directors, the request of such letters shall be granted. The Secretary of PALM shall maintain a file of these letters to form a permanent record of member congregations. In the event that a majority of the Board of Directors shall agree that a member congregation has become ineligible, the Board shall direct the President to inform that congregation, by letter, of its removal from membership. Such membership changes will be included in the President's report to the annual PALM delegate meeting.

SECTION 2. Each member congregation of PALM may be represented at regularly scheduled annual meetings of the organization, and at other meetings called for special purposes, by one of their called professional church workers, termed hereinafter a minister delegate, and by two lay delegates, all of whom shall be encouraged to be present. The names of individuals elected or appointed by each member congregation to perform this representation shall be communicated to the Secretary of the organization, who shall maintain a record of these individuals on a current basis. The Secretary shall validate the current representational status of those attending meetings of the organization in which decisions are reached by voting.

#### **ARTICLE 4 – OFFICIAL PUBLICATION.**

The Pittsburgh Lutheran or its successor publication shall be the official organ of PALM. Accordingly, this publication shall be used for the dissemination of information regarding PALM, as well as other news deemed suitable and appropriate by the Board of Directors or its designated subcommittee or editors.

#### **ARTICLE 5 – MEETINGS.**

SECTION 1. A regularly scheduled annual meeting of PALM shall be held on the third Sunday of September.

SECTION 2. Special meetings of PALM shall be called by the President upon his decision or at the behest of a majority of the Board of Directors.

SECTION 3. Meetings of the Board of Directors of PALM shall be held monthly unless the Board, by a majority vote, elects to eliminate a meeting in any given month, but the Board shall not eliminate the meeting in the next following month. The Board of Directors shall convene at least ten (10) meetings per year.

SECTION 4. Twenty-five percent (25%) of the number of currently eligible delegates shall constitute a quorum at any meeting of PALM, regularly scheduled or special, at which each delegate present has a single vote, except at a meeting in which revision of the Articles of Incorporation is acted upon, at which meeting a majority of the current member congregations must be represented to cast a single vote on behalf of each congregation. The voting on any question at any regularly scheduled or special meeting of the organization shall, upon demand of any delegate present, be by ballot. A simple majority of current Directors shall constitute a quorum at meetings of the Board of Directors.

SECTION 5. Notice of Special Meetings of PALM shall be prepared and mailed to each current minister and lay delegate not less than two weeks before such meeting, and such notice shall state the purpose of the meeting cited in the notification. It shall be the responsibility of each minister and lay delegate to make known to the represented congregation the fact of the meeting and its purpose and to seek instructions from the represented congregation with respect to its collective opinion on the issues in question.

SECTION 6. Voting by proxies is not permitted.

SECTION 7. The Order of Business at all meetings of PALM shall be in accordance with an agenda prepared by the Secretary, at the direction of the President.

SECTION 8. Election of candidates to those chairs of the Board of Directors that are specified to be elected by the delegates of the member congregations shall take place at the regularly scheduled annual meeting and shall be by ballot. A slate of candidates for these chairs shall be developed by the Nominating Committee of the Board of Directors, who shall make every effort to include people of color.

#### **ARTICLE 6 – FINANCES.**

All funds shall be maintained separately, i.e., monies from Districts for missions, assets held in account for the purpose of making rapid-response loans to congregations, and contributions received from local sources and intended for local activities. All directed local receipts and all funds received by PALM from any District for mission purposes shall be accounted for in quarterly reports to all Districts represented in PALM.

**ARTICLE 7 – DIRECTORS**

SECTION 1. The business of PALM shall be managed by a Board of twelve directors. At any given time six of these Directors shall be ordained or commissioned ministers listed in good standing in the current edition of the Lutheran Annual of the Lutheran Church – Missouri Synod and members in good standing of congregations which hold membership in PALM. At the same time, six shall be lay persons who are members in good standing of congregations which hold membership in PALM. No more than two Directors shall be affiliated, either as member or as professional servant of the Word, with the same congregation.

SECTION 2. In addition to the categorization of Directors as professional or lay, as described in SECTION 1, there shall be another categorization according to the type of chair on the Board that is occupied. Six chairs shall be Designated Chairs. and six chairs shall be Representative Chairs. These are listed below:

	DESIGNATED CHAIRS	REPRESENTATIVE CHAIRS
	Mission Chairman Director	Pittsburgh Northwest Circuit, Eastern District, Representative Director
	Mission Director	Pittsburgh Southwest Circuit, Eastern District, Representative Director
	Mission Director	Pittsburgh Southeast Circuit, Eastern District, Representative Director
	Functional Director	Pittsburgh Northeast Circuit, Eastern District, Representative Director
	Urban Ministries Director	Pittsburgh Area Circuit of English District Representative Director
	Lutheran Schools Director.	Pittsburgh Area Circuit of SELC District Representative Director.

SECTION 3. The Mission Chairman Director shall be appointed by the Pittsburgh Area Vice President of the Eastern District in accordance with procedures established by that District and the Mission Chairman Director’s term shall coincide with that of the LCMS District three-year Convention Cycle. The Eastern District Vice President shall alternate his appointments between professional and lay for successive three year terms. The remaining five Designated Directors shall be filled by election by the delegate body, in staggered three-year terms. Candidates shall be selected by the Nominating Committee of the Board of Directors to ensure alternation in successive three-year terms between professional and lay persons.

SECTION 4. The Representative Directors shall be chosen by their respective constituencies by whatever procedures those constituencies may wish to use, except that the Directors chosen shall alternate between professional and lay for successive three-year terms.

SECTION 5. If any Designated Director chair, except that of the Mission Chairman Director, shall become vacant, because of resignation, death or any other reason, the current President shall appoint a qualified and eligible person to fill the term of the vacating occupant. The appointed person shall function as Director until the next meeting of PALM, regularly scheduled or special, at which meeting he or she shall be subject to approval. A majority of the delegates present, if there is a quorum, voting approval will validate the appointment, and the appointed person shall function as Director for the remainder of the term of occupant who vacated the chair. If a quorum is not found at the meeting at which approval must be sought, the President shall gather votes from the delegates by mail until a majority of the delegates have voted approval of the appointee. If approval of the first appointee fails to be achieved within thirty days after the meeting, a new appointment must be made by the President, and the process of approval must be repeated.

SECTION 6. If any Representative Director chair shall become vacant, because of resignation, death or any other reason, the constituency of that chair shall fill the vacancy with an eligible person by whatever procedure that constituency wishes to use. The replacement Director shall serve until the end of the term of the occupant who vacated the chair.

SECTION 7. If the Mission Chairman Director shall resign or leave the chair for any reason, the Regional Vice President of the Eastern District shall appoint an eligible replacement, who shall serve until the end of the term of the occupant who vacated the chair.

## **ARTICLE 8 – QUALIFICATIONS OF DIRECTORS.**

Directors may belong to one of three categories of persons, namely, ordained ministers of the Word, commissioned ministers or lay people. The first two of these categories are embraced in the classification spoken of elsewhere in these By-Laws as professional servants of the Word. Qualifications required of these categories are listed below:

- 1) Professional servants of the Word shall be:
  - a. Ordained Ministers of the Word who are:
    - i. Pastors of member congregations of PALM, or,
    - ii. Not currently serving as Pastor of a congregation, but who have been called into other service of the church, for example, Minister of Music, Chaplain, Office of a District of the LCMS or Office of the LCMS, and who are members of a member congregation of PALM.
  - b. Commissioned Ministers who are:
    - i. Called principals or teachers serving in schools operated in the parishes of member congregations of PALM, or
    - ii. Called Commissioned Ministers who are serving member congregations of PALM as Directors of Christian Education or in other defined service of the congregation, or,
    - iii. Retired principals, teachers or other commissioned ministers of the LCMS who are members of member congregations of PALM, or,
    - iv. Not currently serving a congregation, but who have been called into other service of the church, for example, Minister of Music, Office of a District of the LCMS or office of the LCMS, and who are members of a member congregation of PALM.
- 2) Lay Persons shall be members in good standing of member congregations of PALM.

## **ARTICLE 9 – DUTIES OF DIRECTORS**

SECTION 1. The duties of the Mission Chairman Director are:

- 1) To Be Chairperson of the committee on Missions of PALM.
- 2) To bring to the Board of Directors recommendations for mission and ministries activity.
- 3) To provide supporting data and analysis for recommendations for mission and ministry activity.
- 4) To report to the Board on progress of supported missions and ministries.
- 5) To maintain a functional relationship with District Mission Boards
- 6) To provide oversight of the PALM chaplaincy program.

SECTION 2. The duties of the Mission Directors are:

- 1) To function under the chairmanship of the Mission Chairman Director.
- 2) To assist the Mission Chairman Director in all tasks assigned to that Chair.

SECTION 3. The duties of the Functional Director are:

- 1) To provide oversight of committee chairpersons for:
  - a. The Minersville Cemetery

- b. The Pittsburgh Lutheran
  - c. Celebratory and Worship Gatherings
  - d. The Office Committee.
- 2) To report to the Board on activities of the committees noted above, and to seek such approvals and decisions from the Board as these activities require.
  - 3) To form and oversee, annually, a nominating committee, which shall:
    - a. Secure nominations for designated chairs except Mission Chairman Director;
    - b. Receive selections from the four Eastern District Circuits and the local SELC and English District congregations for representative directors;
    - c. Advise the entities listed in (b) above of the category, Professional or Lay, required for each office to be elected, and;
    - d. Advise the Eastern District Regional Vice President of the category, Professional or Lay, required for the appointment of Mission Chairman Director.

SECTION 4. The duties of the Urban Ministries Director are:

- 4) To bring the concerns and viewpoint of Pittsburgh Area urban ministries to the Board.
- 5) To participate in meetings and deliberations of the committee for Missions that deal with Pittsburgh Area urban missions.
- 6) To be an active member in any organizations of LCMS urban ministries.

SECTION 5. The duties of the Pittsburgh Area Lutheran Schools Director are:

- 1) To bring the concerns of Pittsburgh Area Lutheran Schools to the Board.
- 2) To participate in any meetings or deliberations of the committee for Missions that deal with Pittsburgh Area Lutheran Schools.
- 3) To be an active member in any organizations of Pittsburgh Area Lutheran Schools.
- 4) To work with appropriate District School personnel for the advancement of Lutheran Schools in the Pittsburgh area.

SECTION 6. The duties of the Representative Directors are:

- 1) To bring the concerns and points of view of their constituencies to the Board.
- 2) To report to their constituencies the deliberations and actions of the Board.
- 3) To promote an external focus for mission and ministry among all congregations of PALM.

SECTION 7. All Directors shall bring to the Board a studied concern for the extension of Gods Kingdom of Grace, especially within the LCMS community in the Pittsburgh vicinity. All Directors shall carry out those specific assigned tasks that arise from time to time from Board action.

## **ARTICLE 10 – OFFICERS OF PALM.**

SECTION 1. Officers of PALM and a Pittsburgh Lutheran reporter shall be chosen each year, following elections at the regularly scheduled annual meeting, by the Board of Directors from among its Directors. The offices are: President, Secretary and Treasurer. The Mission Chairman Director shall convene and preside at the Board of Directors meeting until the new President is chosen.

SECTION 2. The duties of the President are:

- 1) To be the chief executive officer of PALM.
- 2) To preside at all meetings of the delegate body and at all meetings of the Board of Directors, except for meetings or those portions of meetings that deal with the allocation of available resources to supported missions and ministries. In the latter sessions, the Mission Chairman Director shall preside.
- 3) To see that all orders and resolutions of the Board are put into effect.
- 4) To be an ex officio member of all committees and to have the general powers and duties of supervision and management usually vested in the office of president of a corporation.
- 5) To appoint, with approval of the Board of Directors, replacements for Directors who have departed the Board for various reasons such as illness or removal to another location.
- 6) To represent PALM to the LCMS community in the Pittsburgh Area, to the various districts of LCMS, to the Synod and to the world.
- 7) To ensure that the precepts of the Constitution and By-Laws of PALM are followed in all of its activities and affairs.
- 8) To ensure the timely and satisfactory completion of assigned duties and tasks by the members of the Board and its employees, if any.

SECTION 3. The duties of the Secretary are:

- 1) To maintain current a list, by name, of all delegates representing the member congregations, and to validate eligibility for voting at all meetings of the delegate body.
- 2) To record minutes of all meetings of the delegate body and of the Board of Directors, or to ensure that they are recorded, and to maintain a permanent record of these minutes, or to ensure that such is maintained.
- 3) To maintain a record, or ensure that a record is maintained, of the date of election or appointment of each Director, or of the date of appointment to replace a departing director. This record is for use by the Nominating Committee as it prepares slates or as it advises individuals or agencies who are choosing the Mission Chairman Director or the Representative Directors.
- 4) To sign such documents as require the signature of the Secretary.
- 5) To notify the delegates of the member congregations of the date, time, place and purpose of regularly scheduled and special meetings of the delegate body.
- 6) To preside at meetings of PALM or of the Board of Directors in the absence of the President.

SECTION 4. The duties of the Treasurer are:

- 1) To maintain a record of the bond which has been secured for him or her by PALM.
- 2) To receive all revenues for PALM.
- 3) To disburse all payments for PALM.
- 4) To maintain financial records of assets and receipts and disbursements for PALM, providing distinct visibility of funds expressly obtained for and expended for the committee for Missions.
- 5) To provide financial reports of the past month's transactions and the current financial status at each regularly scheduled monthly meeting of the Board of Directors. These reports shall reveal, distinctly, those funds received for and expended for the committee for Missions. These reports shall also reveal, distinctly,

revenues received from subscribers and advertisers, and expenditures for the Pittsburgh Lutheran as well as expenditures made in the maintenance of the Minersville Cemetery and payments received from the Synod to defray them.

- 6) To maintain archival records, or ensure that they are maintained, of the financial transactions of PALM.
- 7) To oversee the activities of a committee, if any, that may be established to assist the Treasurer in the fulfillment of responsibilities listed in 1. through 6. above.

SECTION 5. The duties of the reporter for the Pittsburgh Lutheran are to submit articles to the copy editor of the Pittsburgh Lutheran dealing with:

- 1) Information which the organization wishes to publicize about its activities.
- 2) Dates and schedules of the activities of the organization.
- 3) Other issues which the Board wants to lay before the member congregations.

SECTION 6. If any Director who holds an office on the Board shall resign or leave the Board for any other reason, his or her replacement, placed as a Director by the procedures of Sections 5, 6 or 7 of Article 7, shall not automatically assume the office. The vacated office shall be filled by election by the Board of Directors from among its members, after the replacement Director has been placed.

#### **ARTICLE 11 – COMMITTEES.**

The Board of Directors shall have the right to designate such committees, either standing or special, that are necessary for the proper functioning of PALM. Standing committees shall include, as a minimum, the following:

- 1) The Minersville Cemetery Committee, which shall see to the maintenance of the property and burial records, on behalf of the owner, the LCMS, and shall operate on the basis that expenditures do not exceed funds received from the LCMS, the owner.
- 2) The Chaplaincy Committee, which shall see to the continuance and support of the Chaplaincy program of visitation and Gospel proclamation to nursing homes, homes for the retarded, and others as deemed necessary by the Board.
- 3) The Pittsburgh Lutheran Committee, which shall publish this monthly periodical as the official organ of PALM. This committee shall manage the finances of the publication on the basis of no profit and no loss to PALM.
- 4) The Celebratory and Worship Committee, which shall conduct, as a minimum, an annual joint Reformation Rally or Service, and any other special rallies or services as determined from time to time by the Board.
- 5) The Committee for Missions, which shall function as a local instrument of allocation administration for the Eastern District Board for Mission Services and for mission endeavors of the English and SELC Districts, if the latter two Districts are desirous of using this office.
- 6) The Audit Committee, consisting of members not on the Board, which shall conduct an audit at least annually of the records maintained by the Treasurer.
- 7) The Office Committee, which shall see to the conduct of PALM's office, its quarters; its staff, if any; its equipment; and its files and archives.

## **ARTICLE 12 – THE REVOLVING CONGREGATIONAL ASSISTANCE FUND.**

SECTION 1. The objective of the fund is to assist congregations in acquiring real property for religious purposes and for repairing, remodeling and modernizing any church property by granting monetary loans.

SECTION 2. Loans shall be subject to an interest fee to be determined by the Board of Directors on a case-by-case basis, and shall be subject to the following rules:

- 1) The granting of a loan and the amount of a loan shall be determined by the Board of Directors of PALM.
- 2) The terms of loans are negotiable, but shall not exceed a maximum payback period of ten years. The schedule of repayment shall be determined by the Board of Directors.

## **ARTICLE 13 – DISTRIBUTION OF FUNDS.**

SECTION 1. All funds received as “designated” will be disbursed in accordance with the instructions given by the donor. The BOD will have the authority to reject designated funds it deems inappropriate or not in the best interests of PALM.

SECTION 2. Grants.

- 1) Requests for grants by member congregations will be considered by the Board of Directors. Grant requests receiving approval of 2/3 majority of the directors present at a regularly called Board of Directors meeting will be considered to be approved and the treasurer will be instructed to make the appropriate payments.
- 2) Grants for starting a new congregational outreach will be considered.
- 3) Grants for continuing existing outreach programs will be considered.
- 4) To be considered, grant requests must be submitted in writing to the President with ample time for consideration by the Board. The Board may return the request to the submitter for additional information or justification.
- 5) The agency receiving the grant shall give a written report at the conclusion of the grant period detailing the usage of the grant monies.

SECTION 3. A PALM Grant Fund shall be established for the purposes outlined in Section 2 with the provision that the Fund may be translated into a PALM Foundation should the creation of a foundation be deemed desirable by the Board of Directors.

## **ARTICLE 14 – RULES OF ORDER.**

All meetings of the delegate body and of the Board of Directors shall be conducted in accordance with Robert’s Rules of Order.

## **ARTICLE 15 – AMENDMENTS.**

These by-laws may be amended or repealed by the majority of delegates eligible to vote thereon at any regularly scheduled or special meeting of the delegate body duly convened after notice to the member congregations of that purpose.