

**BY-LAWS
OF
WOMEN'S MISSIONARY FEDERATION OF THE AFLC**

ARTICLE I

- 1.1 **NAME:** The name of this organization shall be "Women's Missionary Federation of the AFLC." (hereinafter sometimes referenced as WMF or the corporation). The WMF is a wholly owned subsidiary of The Co-ordinating Committee of the Association of Free Lutheran Congregations, located in the City of Plymouth, State of Minnesota.
- 1.2 **PURPOSE:** The purpose of this corporation shall be as stated in the Articles of Incorporation, as amended from time to time.
- 1.3 **OFFICES:** The principal office of the corporation shall be located at 3110 East Medicine Lake Boulevard, City of Plymouth, County of Hennepin, State of Minnesota. The corporation may have such other offices, either within or without the State of Minnesota, as the Board of Directors may determine from time to time.
- 1.4 **STATEMENT OF FAITH:** All members, directors, officers and staff of the corporation shall subscribe to a written Statement of Faith adopted by the Board of Directors from time to time, which Statement of Faith shall be consistent with the statement of faith of The Co-ordinating Committee of the Association of Free Lutheran Congregations.
- 1.5 **ASSOCIATION:** This corporation shall be open to and comprised of all women's groups and women of all congregations and institutions of the Association of Free Lutheran Congregations (AFLC).
 - 1.5.1 **Individual Membership:** Each woman who is a member of an AFLC congregation and interested in furthering the purpose of the WMF shall be a member.
 - 1.5.2 **By application:** A woman who is not a member of an AFLC congregation, but is interested in furthering the purpose of the WMF, may become a member by applying to the Board of Directors, and said board, having assured itself of the applicant's credentials, may then declare her a member.
 - 1.5.3 **Group Membership:** Any women's organization within a congregation of the AFLC and interested in furthering the purpose of the WMF shall be a member.
 - 1.5.4 **Honorary Membership:** Honorary membership may be given at the sole discretion of the Board of Directors in recognition of long and faithful service to the WMF. Said Honorary Membership shall be good for one (1) year but may be renewed by action of

the Board of Directors. Said Honorary membership shall be without any voting rights or privileges otherwise available to Association members of WMF.

1.6 ASSOCIATION MEETINGS: This corporation shall hold local, district and national meetings as determined by the Board of Directors.

1.6.1 The WMF shall hold an annual convention and shall conduct a business session in conjunction with it. The time, place, and program of this convention shall be determined by the Board of Directors.

1.6.2 All voting female members of the local AFLC congregations or institutions shall be entitled to vote at the Annual convention. WMF members who register at the Annual convention shall be entitle to vote.

1.7.3 The WMF shall report to the Annual Conference of the AFLC through its President/Chief Executive Officer.

1.7.4 The most recent addition of Robert's Rules of Order shall govern all proceedings of this corporation if not otherwise addressed in these Bylaws.

ARTICLE II

SOLE MEMBER

2.1 SOLE MEMBER: There shall be only one member. The Co-ordinating Committee of the Association of Free Lutheran Congregations is the sole member of the corporation.

ARTICLE III

MEETINGS OF MEMBER

3.1 MEETING: The sole member shall act through the board of directors of The Co-ordinating Committee of the Association of Free Lutheran Congregations.

ARTICLE IV

BOARD OF DIRECTORS

- 4.1 GENERAL POWERS: The business, property and affairs of the corporation shall be managed by its Board of Directors. The Board will have all powers that may be exercised by the corporation.
- 4.2 NUMBER AND TENURE AND QUALIFICATIONS: The number of Directors shall not be less than three (3) nor more than fifteen (15), the exact number to be set by the sole member. Directors shall be elected at the annual meeting of members and shall begin their term of service at the close the annual meeting of the members. Directors shall serve a staggered three (3) year term. Directors may serve unlimited three (3) year terms. Directors need not be residents of the State of Minnesota.
- 4.3 DIRECTORS EMERITUS: The Board may from time to time confer the title of Director Emeritus. A Director Emeritus will have only the rights, privileges, duties, liabilities and authorities specifically conferred upon them by the Board of Directors. A Director Emeritus may only act in an ex-officio capacity.
- 4.4 REGULAR MEETINGS: A regular meeting of the Board of Directors shall be held without any other notice than this by-law immediately after, and at the same place as, the annual conference of the AFLC. The Board of Directors shall meet at least five times each year upon call of the president or any other officer. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the corporation in the absence of any designation in the resolution.
- 4.5 NOTICE: Notice of any special meeting of the Board of Directors shall be given at least five (5) days previously thereto by written notice delivered personally or sent by mail or electronic communication to each Director at her address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereof prepaid. If notice is given by electronic communication, such notice shall be deemed to be delivered when the electronic communication is dated. The presence of any Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.
- 4.6 QUORUM: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.
- 4.7 ACTION WITHOUT A MEETING. Any action that could be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in writing signed by all of the

Directors. The written action is effective when signed by all of the Directors unless a different effective time is provided in the written action.

- 4.8 CONFERENCES: A conference among Directors, or among members of any committee designated by the Board of Directors, by any means of communication through which the participants may simultaneously hear each other during the conference, constitutes a meeting of the Board, or the Committee, provided the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at the meeting. Participation in a meeting by that means constitutes personal presence at the meeting.
- 4.9 VACANCIES: Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director appointed to fill a vacancy shall serve for the unexpired term of her predecessor in office.
- 4.10 COMPENSATION: Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.
- 4.11 EXECUTIVE SESSION: At the discretion of the President, the Board may go into executive session. Executive session shall mean meetings of the Board at which no officers or directors who have a personal interest in the subject matter being discussed are present.
- 4.12 REMOVAL OF DIRECTOR: The sole member may, with or without cause, remove a Director or the entire Board from office. Neither a Director nor the entire Board of Directors shall be removed from office unless a notice of the meeting at which removal is to be considered states such purpose. When the Board or a Director has been removed, new Directors may be elected at the same meeting. A Director may resign at any time by giving written notice thereof to the Board.

ARTICLE V

OFFICERS

- 5.1 OFFICERS: The officers of the corporation shall be a President/Chief Executive Officer, a First Vice President, a Second Vice President, a Third Vice President, a Recording Secretary, a Communications Secretary, a Treasurer/Chief Financial Officer, and such other officers as may be elected in accordance with the provisions of this Article. Officers must be voting members in good standing of congregations affiliated with the Association of Free Lutheran

Congregations and have served in a leadership position in a local or district of the WMF. Officers shall be elected for a term of three (3) years. All officers may be eligible for re-election but no officer shall the same office for more than two (2) successive terms. The President, Third Vice President and Communications Secretary shall be elected one year; the First Vice President and the Recording Secretary the following year; the second Vice President and Treasurer the third year. Newly elected officers shall officially assume their duties at the first regular WMF Board meeting following their election. The Board of Directors may elect or appoint such other officers, including one or more vice-presidents, assistant secretaries and one or more assistant treasurers, as may be deemed in the best interest of the corporation, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person except that one person may not be President and Vice-President at the same time.

- 5.1.1 President/Chief Executive Officer. The President/Chief Executive Officer shall be the chief executive officer of the corporation and have the responsibility of managing the business and spiritual welfare of this corporation. She shall have the general powers and duties usually vested in the office of President and shall have such other powers and perform such other duties as the Board of Directors may from time to time prescribe. She shall preside at all business sessions of the WMF and Board of Directors, including the annual convention. She shall represent the WMF as its official delegate whenever called upon to do so. She shall also report to the Annual Conference of the AFLC. She shall be a voting member of the Board of Directors and an ex officio member of all committees of the Board of Directors. She shall also possess such other powers and perform such other duties as the Board of Directors may from time to time prescribe.
- 5.1.2 First Vice President. The First Vice President shall have all the powers and perform all the duties of the President in case of the death, disqualification, absence or incapacity of the President. The First Vice President shall also possess such other powers and perform such other duties as the President or the Board of Directors may from time to time prescribe.
- 5.1.3 Second Vice President. The Second Vice President shall have all the powers and perform all the duties of the First Vice President in case of the death, disqualification, absence or incapacity of the President. The Second Vice President shall also possess such other powers and perform such other duties as the President or the Board of Directors may from time to time prescribe.
- 5.1.4 Third Vice President. The Third Vice President shall have all the powers and perform all the duties of the Second Vice President in case of the death, disqualification, absence or incapacity of the President. The Third Vice President shall also possess such other powers and perform such other duties as the President or the Board of Directors may from time to time prescribe.

5.1.5 Recording Secretary. The Recording Secretary shall attend all meetings of the Board of Directors and shall record all votes and the minutes of all proceedings of the Board of Directors in a corporate minute book to be kept for that purpose. The Recording Secretary shall give or cause to be given notice of all meetings of the Board of Directors as required by these Bylaws. The Recording Secretary shall insure that the corporation adheres to its governing documents and be custodian of the archives. The Recording Secretary shall possess the general powers and duties usually vested in the office of Secretary, and may act upon any matter requiring the signature of, or action by, the Recording Secretary of the corporation. The Recording Secretary shall also possess such other powers and perform such other duties as the President or the Board of Directors may from time to time prescribe.

5.1.6 Communication Secretary. The Communication Secretary shall possess such powers and perform such duties as the President or the Board of Directors may from time to time prescribe.

5.1.7 Treasurer. The Treasurer shall be the chief financial officer of the corporation, shall have the care and custody of all corporate moneys, funds and securities, and shall keep all financial records of the corporation. The Treasurer shall supervise and be primarily responsible for all contributions and disbursements of funds of the corporation, and shall keep full and accurate accounts of all receipts and disbursements of the corporation in books of account belonging to the corporation. The Treasurer shall supply the President and Board of Directors with annual, semi-annual or other periodic financial statements as the President or Board of Directors may require, and shall have such other powers and perform such other duties as the President or the Board of Directors may from time to time prescribe. The Treasurer shall not make any disbursements without approval of the President, Board of Directors or the Executive Committee, except for payment of regular periodic bills of the corporation. The Treasurer shall present an audited report to the annual meeting of the Board of Directors and a current report to the annual convention.

5.2 ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected by ballot with simple majority (over 50%), at the annual convention of the WMF. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. Each officer shall hold office for a three (3) year term or until her successor has been duly elected and qualifies.

5.2.1 The committee on nominations shall nominate at least one candidate, which may or may not include the present incumbents, for each office. Additional nominations may be made from the floor.

- 5.2.2 All officers shall be elected for a term of three years. No officer shall be elected to the same office for more than two consecutive terms.
- 5.2.3 As far as possible, the offices shall be distributed among the various districts of the WMF.
- 5.2.4 All officers of the WMF must be at least 18 years of age before December 31st of the year in which they are elected and must concurrently be members of the AFLC. Loss of membership in the AFLC automatically acts as resignation as an Officer and/or Director of the corporation.
- 5.3 REMOVAL: Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.
- 5.4 VACANCIES: A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.
- 5.5 POWERS AND DUTIES: The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors. In the absence of such specifications, each officer shall have the power and authority and shall perform and discharge the duties of the offices of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as this corporation. An officer may resign at any time by giving written notice thereof to the Board.

ARTICLE VI

COMMITTEES

- 6.1 COMMITTEES OF DIRECTORS: The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, which committees, to the extent provided in such resolution, shall have and exercise the authority designated in such resolution; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or said Director by law.
- 6.2 EXECUTIVE COMMITTEE: The President, Secretary and Treasurer of the corporation shall constitute an Executive Committee of the Board of Directors. There must be a minimum of three (3) Directors serving on the Executive Committee. The Executive Committee shall have the power and authority to act on behalf of the Board of Directors between meetings of directors and shall have the responsibility of working with and assisting the President with

respect to the financial and program details of the corporation. Each of the above named officers of the corporation shall be entitled to one vote as a member of the Executive Committee. A majority of the Executive Committee shall constitute a quorum, but the President shall not be counted for quorum purposes. Action taken by a majority of members of the Executive Committee present at any meeting at which a quorum is present shall constitute the action of the entire Executive Committee. All minutes and actions of the Executive Committee shall be ratified by the Board of Directors at its next meeting. At the discretion of the President, the Executive Committee may go into executive session. Executive session shall mean meetings of the Executive Committee at which no officers or directors who have a personal interest in the subject matter being discussed are present.

- 6.3 ADVISORY COMMITTEE: The Advisory Committee consists of those currently serving as District Presidents of the WMF or where there is no organized District WMF, a representative appointed by the Board of Directors. The purpose of this committee is to provide counsel to the board of directors and to review decisions of the annual convention in order to better promote the work of the WMF.

ARTICLE VII

BOOKS AND RECORDS

- 7.1 The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, committees having and exercising any of the authority of the Board of Directors, and the membership committee, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, its agent or attorney for any proper purpose provided reasonable notice has been given prior to the inspection.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

- 8.1 CONTRACTS: The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to special instances.
- 8.2 CHECKS, DRAFTS, OR ORDERS: All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation, and in such manner as shall from

time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president of the corporation.

- 8.3 DEPOSITS: All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.
- 8.4 GIFTS: The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for any legal purpose of the corporation.

ARTICLE IX

FISCAL YEAR.

- 9.1 The fiscal year of the corporation shall be such as shall be prescribed by the Board of Directors.

ARTICLE X

CORPORATE SEAL

- 10.1 The corporation shall not have a corporate seal.

ARTICLE XI

WAIVER OF NOTICE

- 11.1 Whenever any notice is required to be given under the provisions of the Articles of Incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent or the giving of such notice.

ARTICLE XII

INDEMNIFICATION OF OFFICER AND DIRECTORS

- 12.1 As an organization incorporated in the State of Minnesota, to the full extent permitted by Minnesota Statutes, as amended from time to time, or by other provisions of law, every Director or Officer of the corporation or other person who has undertaken or is about to

undertake any liability on behalf of the corporation or any company controlled by it, and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against all costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit, claim or proceedings that is brought, commenced or prosecuted against said person, or in respect of any act, deed, matter or thing whatsoever made, done or permitted by said person, in or about the execution of the duties of her office or in respect of any such liability; and all other costs, charges and expenses that She sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by her own willful neglect or default.

- 12.2. The indemnification provided by this Article shall continue as to a person who has ceased to be an Officer or Director and shall inure to benefit of the heirs, executors, administrators, and estate and effects, respectively, of such indemnified party.
- 12.3 The corporation may purchase and maintain insurance on behalf of any indemnified party against any liability asserted against or incurred by such party in such capacity; provided that no indemnification shall be made under any policy of insurance for any action that could not be indemnified by the corporation under this Article.

ARTICLE XIII

AMENDMENTS OF BY-LAWS

- 13.1 Amendments to these Bylaws, if any, shall be made at the annual convention of the corporation held at the same time as the annual convention of the Association of Free Lutheran Congregations, by a vote of two-thirds (2/3) of the majority of attendees present at the meeting and entitled to vote on the proposed amendment. Notice of the proposed amendment, including the words thereof, shall be given to each board member at least thirty (30) days before the date scheduled for said meeting and published in both The Ambassador and the WMF Newsletter prior to the annual convention. Changes to a proposed amendment to the Bylaws must be presented in writing to the annual convention prior to discussion and vote. The change will become part of the amendment if approved by a majority of those present and voting. The amendment will become part of the Bylaws if approved by two-thirds (2/3) of those present and voting. Amendment(s) must be approved by the Board of directors of The Co-ordinating Committee of the Association of Free Lutheran Congregations before it becomes effective.

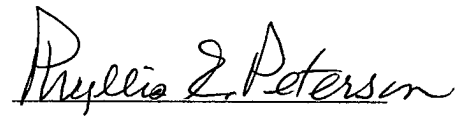
ARTICLE XIV - DISSOLUTION

- 14.1 In the event of liquidation, dissolution or winding up of this corporation, whether voluntary or involuntary, or by operation of law, except as and to the extent otherwise provided or required

by law, the remaining property and assets of this corporation shall be distributed exclusively for federally tax-exempt purposes to The Co-ordinating Committee of the Association of Free Lutheran Congregations, an organization exempt under Section 501(C)(3) of the Internal Revenue Service Code.

- 14.2 In the event that The Co-ordinating Committee of the Association of Free Lutheran Congregations shall not exist at the occurrence of the events described in this Article and in the absence of any other direction in the Bylaws, the remaining property and assets of this corporation shall be distributed exclusively for religious purposes in such manner as the Board of Directors of this corporation, as constituted at the date of entry of the order allowing or directing the liquidation of this corporation's affairs, in their discretion shall by affirmative vote of a majority of the Directors determine to be best calculated to carry out the objects and purposes for which this corporation is formed; provided, however, that none of the property or assets of this corporation shall be distributed for purposes other than within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such other provisions of Minnesota or federal law as may from time to time be applicable.

These Articles are hereby adopted as the Bylaws of Women's Missionary Federation of the AFLC this 27th day of July, 2009.



Secretary