

WOMEN'S MISSIONARY FEDERATION

of the ASSOCIATION OF FREE LUTHERAN CONGREGATIONS

CONSTITUTION

ARTICLE I: 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.

ARTICLE II: Purpose

The purpose of this corporation is as stated in the Articles of Incorporation, as amended from time to time, including:

Section 1.

To awaken and deepen interest in and love for the Kingdom of God at home and abroad, thus sharing in the great missionary enterprise of the Christian Church through:

- a) monthly WMF Bible studies.
- b) The distribution of literature and information concerning the missions of the WMF.
- c) Personal involvement and financial contributions to the ministries of the Association of Free Lutheran Congregations through its regularly established boards.

(WMF Articles of Incorporation 2.1.2)

Section 2.

To unite all the women of the Association of Free Lutheran Congregations into the deeper fellowship of consecrated service for the missions, the charities and the Christian Education program of our Association.

(WMF Articles of Incorporation 2.1.3)

Section 3.

To organize missionary activities and children's missionary groups wherever possible. (WMF Articles of Incorporation 2.1.4)

ARTICLE III: 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.

ARTICLE IV: Statement of Faith

Section 1.

All members, directors, and staff of the corporation shall subscribe to a written Statement of Faith adopted by the Nation Convention and approved by the Board of Directors from time to time, which Statement of Faith shall be consistent with the statement of faith of the Coordinating Committee of the Association of Free Lutheran Congregations.

Section 2.

A copy of the Statement of Faith can be obtained from the Board of Directors at the request of any member, its agent or attorney.

ARTICLE V: 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).

Section 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.

Section 2.

By application: An individual 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 WMF Board of Directors, and said board, having assured itself of the applicant's credentials, shall then declare her a member.

Section 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.

Section 4.

All references to "members" in this Constitution and By-laws, unless specifically designated as "Sole Member," do not refer to the Legal Member of the corporation, but those people who participate in the functions of the corporation as defined in these Constitution and By-laws.

ARTICLE VI: Annual Convention

Section 1.

The WMF shall annually hold a National Convention (sometimes advertised as WMF Day) at the same time and place as the Annual Conference of the AFLC, and shall conduct a business session in conjunction with it. The schedule and program of this convention shall be determined by the Board of Directors.

Section 2.

WMF members who register at the convention are entitled to vote.

Section 3.

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

Section 4.

The most recent edition of Robert's Rule of Order shall govern all proceedings of this corporation if not otherwise addressed in this Constitution or By-laws.

ARTICLE VII: Board of Directors

Section 1.

The business, property and affairs of the corporation shall be managed by its Board of Directors (hereinafter sometimes referenced as Officers). The Board will have all powers that may be exercised by the corporation.

Section 2.

The number of Directors shall not be less than three (3) nor more than fifteen (15).

Section 3.

The Board of Directors shall consist of the President/Chief Executive Officer, First Vice-President, Second Vice-President, Communication Secretary, Recording Secretary, and Treasurer/Chief Financial Officer. The above-named Officers shall be directors and constitute the Board of Directors, together with the other Directors elected if the number of Directors is increased to more than the number of Officers listed.

Section 4.

Each Officer must be at least 18 years of age before December 31st of the year in which they are elected and must concurrently be a voting member in good standing of an AFLC congregation and have served in a leadership position in a local or district WMF. Loss of membership in the AFLC automatically acts as resignation as an Officer of the corporation. Officers need not be residents of the State of Minnesota.

Section 5.

Officers shall be elected by ballot, via simple majority (over 50%), at the business session of the National Convention (sometimes advertised as WMF Day) by those entitled to vote. If the election of Officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. Officers shall be elected for a term of three years. 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. All Officers may be eligible for re-election but no person may serve in the same office for more than two terms. The President and Communication Secretary shall be elected one year; the First Vice-President and the Recording Secretary the following year; the Second Vice-President and the Treasurer the third year. As far as possible, the offices shall be distributed among the various districts of the WMF. Newly elected Officers shall begin their term of service at the AFLC All Boards meeting following their election.

Section 6.

A regular meeting of the Board of Directors shall be held, without any other notice than this by-law, at the same time and location as the AFLC All Boards meetings. 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. In the absence of a different designation in such resolution, additional regular meetings shall be held at the principal office of the corporation.

Section 7.

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.

Section 8.

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.

Section 9.

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.

Section 10.

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.

Section 11.

Any vacancy in any office because of death, resignation, removal, disqualification, increase in the number of Officers, or otherwise, may be filled by the Board of Directors. An Officer appointed to fill a vacancy shall serve for the unexpired term of her predecessor in office.

Section 12.

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.

Section 13.

A Director may resign at any time by giving written notice thereof to the Board.

ARTICLE VIII: Non-Elected Positions

Non-elected positions (By-laws, Article VI) shall be provided for by the Board of Directors based on a letter of call and a job description, including salary.

ARTICLE IX: Amendments of Constitution

Section 1.

Amendments to this Constitution, if any, shall be made at the National Convention of the corporation (sometimes advertised as WMF Day).

Section 2.

When an amendment is presented to a convention for initial approval, it shall be called a proposed amendment. A proposed amendment should be submitted to the Board of Directors prior to the date scheduled for the National Convention. When a proposed amendment has been approved by two-thirds of those present and voting at the convention, it shall then be called a recommended amendment. At the following National Convention, if the recommended amendment is approved by two-thirds of those present and voting at the convention, the amendment shall become part of the Constitution.

Sections 3.

Those present at each convention shall have the opportunity to discuss proposed and recommended amendments, both when initially presented and when presented the following year for final approval. On both of these occasions those present and voting at the convention may propose changes to the amendment. Any such change must be presented in writing to the convention, and those present shall have the opportunity to discuss it. If the proposed change does not receive the support of a majority of those present and voting, the convention may vote on giving approval to the amendment in its original (unchanged) form. If a majority of those present and voting vote for the change, the change shall be incorporated into the amendment, and the amendment as changed shall be submitted as a recommended amendment for final approval to the convention the following year. The recommended amendment will become part of the Constitution if approved by two-thirds of those present and voting.

BY-LAWS

ARTICLE I: Supported Missions of the WMF

Section 1.

The missions that WMF supports through personal involvement and financial contribution are World Missions, Home Missions, WMF General Fund, and Christian Education, which includes AFLC Parish Education, the Free Lutheran Bible College (FLBC) and the Free Lutheran Seminary (FLS) and Cradle Roll.

Section 2.

Monthly financial support is recommended based on the WMF Financial Planning/Prayer Calendar. Further information and program material provided by the National board is available through the Executive Secretary.

Section 3.

Support for particular projects within the missions of the WMF may be suggested by the Board of Directors or by the National Convention.

Section 4.

Special charities may be supported upon recommendation of the National Convention.

ARTICLE II: WMF Meetings

Section 1.

Members of WMF are encouraged to attend local, district and national meetings.

Section 2.

Spring and fall rallies are encouraged in each district.

ARTICLE III: Sole Member

Section 1.

The Sole Member of the WMF corporation is the Coordinating Committee of the AFLC.

Section 2.

The Sole Member retains all the rights, privileges, and responsibilities granted under Minnesota law including, but not limited to, amending the Constitution or By-laws, vetoing Constitution or By-law changes, and removal and replacement of board members. All amendments to the Constitution or By-laws must be submitted to the Sole Member.

Section 3.

All references to “members” outside of this Article, unless specifically designated as “Sole Member,” do not refer to the Legal Member of the corporation, but those people who participate in the functions of the corporation as defined in these Constitution and By-laws.

ARTICLE IV: Duties of the Board of Directors

Section 1.

The Board of Directors (a.k.a. Officers) shall perform the duties entrusted to them by the WMF and in every way possible further its interests. They shall provide a WMF Bible study, informational literature, program materials and a suitable financial program. They shall promote activities that reflect the WMF purposes (Constitution, Article II).

Section 2.

The Board of Directors shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the National Convention. 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. The Board of Directors may seek counsel from the Advisory Committee (By-laws, Article VII Section 1). Decisions shall be reported to the next convention. An Officer may resign at any time by giving written notice thereof to the Board.

Section 3.

The Board of Directors may postpone implementation of a proposal adopted by the National Convention if circumstances so require.

ARTICLE V: Duties of each Officer

Section 1.

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 National 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. She shall also possess such other powers and perform such other duties as the Board of Directors may from time to time prescribe.

Section 2.

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.

Section 3.

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.

Section 4.

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 the Constitution or By-laws. The Recording Secretary shall ensure 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.

Section 5.

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

Section 6.

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 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 or Board of Directors, except for payment of regular periodic bills of the corporation. The Treasurer shall present an audited report of the financial status of the WMF to the National Convention.

ARTICLE VI: Non-Elected Positions

Section 1.

The Executive Secretary shall attend meetings of the Board of Directors and the Advisory Committee. She shall make available to local WMFs the publications designated by the Board of Directors and fulfill the responsibilities included in her job description.

Section 2.

The Women's Outreach Coordinator (WOC) shall be available as a resource person to encourage the purpose of the WMF. She shall fulfill the responsibilities included in her job description.

Section 3.

Prior to establishing a new non-elected position, the Board of Directors may seek counsel from the Advisory Committee. The need for this position shall be presented to the National Convention for discussion and approval.

ARTICLE VII: Committees

Section 1.

The Advisory Committee shall consist of those currently serving as District presidents of the WMF. In areas where there is no organized District WMF, the Board of Directors may appoint a representative to the committee. The Advisory Committee is convened and chaired by the national WMF President at the request of the Board of Directors or at least five members of the Advisory Committee for the purpose of providing counsel to the Board of Directors and to review decisions of the National Convention (except for the election of Officers) in order to better promote the work of the WMF. Meetings may be conducted in person, by mail, electronic mail or by conference call. The national Recording Secretary shall be present at all Advisory Committee meetings and record minutes of the proceedings. The Advisory Committee may provide counsel to the National Board when a replacement is to be named to complete a term on the Board of Directors or when a non-elected position is to be filled.

Section 2.

The Standing Committees of the National WMF shall be appointed by the Board of Directors and serve for one year. These committees shall be announced at the National Convention and shall meet as necessary to fulfill the duties assigned them by the Board of Directors. Standing committees shall report to the National Convention.

ARTICLE VIII: Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its National Convention, Board of Directors, and committees having and exercising any of the authority of the Board of Directors. 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 IX: Contracts, Checks, Deposits, and Funds

Section 1.

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.

Section 2.

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.

Section 3.

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.

Section 4.

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 X: Fiscal Year

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

ARTICLE XI: Corporate Seal

The corporation shall not have a corporate seal.

ARTICLE XII: Waiver of Notice

Whenever any notice is required to be given under the provisions of the Articles of Incorporation, Constitution, or 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 to the giving of such notice.

ARTICLE XIII: Indemnification of Officers and Directors

Section 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.

Section 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.

Section 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 XIV: Amendments of By-laws

Section 1.

These By-laws may be amended at the National Convention by two-thirds vote of those present and voting, providing the proposed amendment has been submitted to the Board of Directors and published in both The Ambassador and the WMF Newsletter prior to the National Convention. Changes to a proposed amendment to the By-laws must be presented in writing to the 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 By-laws if approved by two-thirds of those present and voting.

ARTICLE XV: Dissolution

Section 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.

Section 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 By-laws, 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.