

Bylaws of WordAlone® Ministries

(As Revised: April 2012)

ARTICLE I NAME

The name of this Corporation (hereinafter referred to as this “Corporation”) is WordAlone Ministries.

ARTICLE II MISSION

WordAlone Ministries is an association of Lutheran individuals and congregations committed to the goal of unity in Christ alone through his Word alone. We stand together, subscribing to the Common Confession and the Ten Affirmations:

- As children of God who have been saved by grace through faith alone in the death and resurrection of Jesus Christ alone.
- As Lutherans who believe that the Holy Scriptures and the Lutheran Confessions provide a solid foundation upon which we can confidently base our faith, beliefs and practices.
- As believers who, because of conscience and theological integrity, embrace, accept, believe and practice freedom in all non-essentials.

As members of WordAlone Ministries, we maintain 1) that no Lutheran body in North America should mandate that all of its future bishops be installed into the historic episcopate and 2) that all future pastors of any such Lutheran body should be free to select the person or persons who will ordain them.

Guided by Holy Scripture and the Lutheran Confessions, we will stand together with like-minded brothers and sisters in Christ for the purpose of carrying forth mission, ministry, worship, education, fellowship, and service.

ARTICLE III CONVENTIONS AND MEMBERS

Section 3.1 Conventions. An annual national convention of members of the WordAlone Ministries shall be held, following reasonable notice, at such time and place as established by the Board of Directors. In accordance with an agenda established by the Board of Directors or as set forth in the written petition submitted to the Board of Directors, at the convention members of WordAlone Ministries shall meet in order to discuss activities, goals, objectives and recommendations. The Board of Directors shall be under no legal obligation to adopt or implement recommendations or resolutions adopted at any convention, but the Board of Directors shall in good faith consider such recommendations and resolutions in managing the affairs of the Corporation.

Section 3.2 Members. Individuals and churches who agree in writing to the mission and the goals of WordAlone Ministries, on such form as the Board of Directors shall directly or by delegation approve, may become members of WordAlone Ministries. Members shall be eligible to attend and participate in conventions and to become members of committees of the Corporation.

Only Members who are on the Board of Directors shall have voting rights and shall be given the opportunity to provide information and recommendations regarding the business and affairs of the Corporation through such means as the Board of Directors may establish from time to time.

ARTICLE IV BOARD OF DIRECTORS

- Section 4.1 Powers. The Directors of this Corporation shall constitute its governing Board and shall have such powers and authority as shall be conferred upon them by the Articles of Incorporation, the Bylaws and the statutes of the State of Minnesota under which this Corporation is organized.
- Section 4.2 Number and Terms. The Board of Directors shall consist of such number of directors, not less than three (3) and not more than twelve (12), the exact number to be fixed from time to time solely by resolution of the Board of Directors. The Board of Directors shall be divided into three classes, each class consisting of one third (1/3) of the directors serving staggered terms.
- Directors shall be elected by the affirmative vote of a majority of the Board of Directors. Nothing herein contained shall be construed to prevent the election of any director to succeed him or herself; provided that no director may serve more than two (2) consecutive full three (3) year terms or a total of eight (8) consecutive years where an individual's service commences with a term of office of less than three years.
- Section 4.3 Qualifications. Only individuals who subscribe in writing to the mission of WordAlone Ministries shall be elected to the Board of Directors.
- Section 4.4 Nominating Committee. The Board of Directors shall act as the nominating committee.
- Section 4.5 Vacancies. The Board of Directors at any meeting may accept the resignation of any director submitted in writing. Any vacancy occurring among the Board of Directors by reason of death, resignation or any other circumstances, may be filled by the affirmative vote of a majority of the Board of Directors. Any director may be removed as a director by a two-thirds (2/3) majority of The Board of Directors.
- Section 4.6 Annual Meeting. The annual meeting of the Board of Directors for the purpose of electing officers and transacting such other business as may properly come before the meeting shall be held each year at the time and place, within or without the state of Minnesota, designated from time to time by the Board of Directors.
- Section 4.7 Special Meetings. Special meetings of the Board of Directors may be held at any time or place whenever called by the President or twenty percent (20%) of the directors who shall. make a written request to the Secretary to call the meeting. The Secretary shall then give notice of the meeting, setting forth the time, place and purpose thereof, to be held no later than thirty (30) days after receiving the request. If the secretary fails to give notice of the meeting within ten (10) days from the date on which the request is received the person or persons who requested the meeting may fix the time and place of the meeting and give notice thereof in the manner hereinafter provided. The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting.
- Section 4.8 Notice. Written notice of each meeting of the Board of Directors stating the time, place and purpose thereof shall be given by the Secretary by mail or electronic mail to each director at his or her residence or business address at least ten (10) days before the meeting or by delivering the same personally to the director at least seven (7) days before the meeting. Any director may waive notice of a meeting before, at or after the meeting, in writing or by attendance. Attendance at a meeting is deemed a waiver unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting, and the director does not participate in the consideration of the item at the meeting.
- Section 4.9 Quorum. At all meetings of the Board of Directors a quorum shall consist of not less than a majority of all directors then holding office as a director. If a quorum is not present, the meeting may be adjourned from time to time for that reason and any business, which might have been transacted at the meeting as set forth in the notice thereof may be transacted at the adjourned meeting if a quorum is then present.
- Section 4.10 Voting. Only directors attending the meeting in person or by electronic or telephonic means may vote. There shall be no cumulative voting nor any voting by mail. Each director shall be entitled to only one vote on any matter brought before any meeting of the Board of Directors. A majority vote of the directors present at any meeting, if there be a quorum, shall be sufficient to transact any

business, unless a greater number of votes is required by law or these Bylaws. A director shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Directors. A director who is present at a meeting of the Board of Directors when an action is taken is presumed to have assented to the action unless the director votes against the action or is prohibited from voting on the action. A person attending the meeting by electronic or telephonic means must indicate her/his presence to the Chair at the beginning of the meeting and must notify the Chair when she/he leaves the meeting.

Section 4.11 Adjourned Meetings. When a meeting of the Board of Directors is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Section 4.12 Written Action. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the board at which all directors were present; provided that all directors must be notified of the text of the written action before it is signed by any of the directors. All directors shall be notified immediately of the effective date of any such written action that is duly taken.

Section 4.13 Director Conflicts of Interest. This Corporation shall not enter into any contract or transaction with (a) one or more of its directors, (b) a director of a related organization (within the meaning of Minnesota Statutes, Section 317 A.011, subd. 18), or (c) an organization in or of which a director is a director, officer or legal representative or has a material financial interest; unless the material facts as to the contract or transaction and as to the director's interest are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of a majority of directors (without counting the interested director), at a meeting at which there is a quorum without counting the interested director. Failure to comply with the provisions of this section 4.11 shall not invalidate any contract or transaction to which this Corporation is party. This section does not authorize any act of "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended.

Section 4.14 Executive Committee. The Board of Directors may by unanimous affirmative action of the entire Board designate two or more of their number to constitute an Executive Committee which, to the extent determined by unanimous affirmative action of the Board, shall have and exercise the authority of the Board of Directors in the management of the business of this Corporation, but shall not have the power to amend these Bylaws. Such Executive Committee shall act only in the interval between meetings of the Board of Directors and shall be subject at all times to the control and direction of the Board of Directors. The Executive Committee may meet at stated times or on notice to all committee members given by any of their own number. Vacancies in the membership of the Executive Committee may be filled by the Board of Directors at a regular meeting or at a special meeting called for that purpose.

Section 4.15 Other Committees. The Board of Directors may establish by the affirmative vote of the majority of the Board one or more committees having such power and authority over the management of the business of this Corporation as determined by the Board.

Section 4.16 Electronic Communications. The requirement of writing in this Article IV (such as for notice, consent, waiver, etc.) may be satisfied by an electronic communication.

ARTICLE V **OFFICERS**

Section 5.1 General. The officers of this Corporation shall be a President, a Vice President, a board chair, a vice chair, a Secretary, a Treasurer and such other officers as the Board of Directors may from time to time designate. The offices of President and Vice President shall be elected by the Board of Directors to serve for terms of three years and until their respective successors are chosen and have qualified. All other elective offices shall serve for terms of one year and until their respective successors are chosen and have qualified. The Board of Directors may elect to fill the office of President with a person who is not a Director elected pursuant to Section 4.2 of these bylaws. In such a case, the President shall be an ex-officio member of the Board with voice, but not vote. Any

officer may at any time be removed by the Board of Directors with or without cause. The same person may hold more than one office at the same time, except the offices of President and Chair.

- Section 5.2 President. The President shall be the chief executive in charge of all operations of this Corporation. He or she shall be responsible for the general supervision, direction and management of the affairs of this corporation. He or she may execute on behalf of this corporation all contracts, deeds, conveyances and other instruments in writing, which may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of this Corporation. He or she shall concern himself or herself with matters of long-range policy, direction and growth, and shall perform such other duties as the Board of Directors may designate from time to time.
- Section 5.3 Vice President. The Vice President shall be the chief operations officer and shall be in charge of all normal daily and financial operations of this Corporation. The Board shall approve the job description of the Vice President.
- Section 5.4 Chair. The chair shall preside at all meetings of the Board of Directors. At the request of the President, or in the event of the President's absence or disability, the chair shall convene the Board of Directors to select a person to perform the duties and possess and exercise the powers of the President and shall have such other powers as the Board of Directors may determine from time to time.
- Section 5.5 Vice Chair. The vice-chair shall, in the absence of the chair, perform the duties of the chair.
- Section 5.6 Secretary. The Secretary shall be responsible for ensuring that all actions and minutes of all meetings of the Board of Directors are recorded in one or more books provided for that purpose; and see that all notices are duly given in accordance with the provisions of these bylaws, and proper records of all transactions of this Corporation are kept. He or she shall have and may exercise any and all other powers and duties pertaining by law, regulation or practice to the office of Secretary, or imposed by these Bylaws. He or she also shall perform such other duties as may be assigned to him or her from time to time by the Board of Directors.
- Section 5.7 Treasurer. The Treasurer shall cause to be kept full and accurate records showing all receipts and disbursements of this Corporation and cause to be deposited all monies and their valuable effects of this Corporation in its name and to its credit in such depository or depositories as may be designated by the Board of Directors from time to time. The disbursement of all funds of this Corporation shall be submitted to and approved by the President, the Vice President or by the Treasurer and proper vouchers or receipts for all such disbursements of payments shall be taken from the recipient thereof. A full written report of all receipts and disbursements of money and property of this Corporation shall be rendered to the directors at their annual meeting and at such other intervals as may be requested by them, showing the financial condition of this Corporation in such detail and with such supporting schedules and explanatory statements as the Board of Directors may require or request; such annual or interim reports are to be made by the Treasurer, or on the Treasurer's behalf by the accountant or auditor selected each year by the Board of Directors as hereafter specified. The treasurer shall perform such other duties as may be assigned to him or her from time to time by the Board of Directors.
- Section 5.8 Vacancies. If any office shall become vacant by reason of death, resignation or otherwise, the Board of Directors shall elect a successor or successors to serve for the unexpired term or terms of the office or offices in which such vacancy occurs. In the event of the absence or disability of any officer of this Corporation, the Board of Directors may designate such other officer or officers who shall exercise such powers and perform such duties for the time such other officer is absent or disabled.
- Section 5.9 Compensation. The directors, as such, shall not receive compensation. The compensation of all officers performing services for this Corporation requiring compensation shall be fixed by the Board of Directors by the concurring vote of not less than a majority of the directors in attendance at the meeting; but nothing herein contained shall be construed to preclude any director or other officer from serving this Corporation in any other capacity and receiving compensation for the fair and reasonable value of the services rendered. The Board of Directors may set policy for the duties and compensation of staff, agents or representatives performing services for this corporation.

ARTICLE VI
AMENDMENT OF BYLAWS

The Bylaws of WordAlone Ministries may be amended at any regular or special meeting of the Board of Directors of WordAlone Ministries. Proposed amendment to the Bylaws must be submitted to the Board of Directors in writing 30 days prior to the meeting. Any member may propose an amendment to the Bylaws. A majority vote at two consecutive meetings shall be required to approve any proposed amendment to these Bylaws.

ARTICLE VII
INDEMNIFICATION

Any person who at anytime shall serve or shall have served as a director, officer or employee of this Corporation, or of any other enterprise at the request of this Corporation, and the heirs, executors and administrators of such person shall be indemnified by this Corporation in accordance with, and to the fullest extent permitted, by Minnesota Statutes Section 317A.521 as it may be amended from time to time.

ARTICLE VIII
MISCELLANEOUS

Section 8.1 Corporate Seal. This Corporation shall have no seal.

Section 8.2 Electronic Communications. A director or committee member may participate in a meeting by any means of communication through which such person, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting. A conference among directors or committee members by any means of communication through which such persons may simultaneously hear each other during the conference is a meeting of the Board of Directors or committee, as the case may be, if 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 a meeting.

Section 8.3 Authority to Borrow, Encumber Assets. No member, director, officer, agent or employee of this Corporation shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. Authority may be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances.

Section 8.4 Deposit of Funds. All funds of this Corporation shall be deposited from time to time to the credit of this Corporation in such banks, trust companies or other depositories as the Board of Directors may approve or designate, and all such funds shall be written only in the manner or manners authorized by the Board of Directors from time to time.

The undersigned Officer hereby certifies that the foregoing Bylaws were adopted as the complete Bylaws of this Corporation by the Board of Directors and the membership of said Corporation on this 28th day of April 2012.



Michael Yagley, Chairman of the Board of Directors
WordAlone Ministries