

**BYLAWS  
OF  
PAPUA NEW GUINEA MISSION SOCIETY**

**ARTICLE I  
OFFICES, CORPORATE SEAL**

**Section 1.01. Registered Office.** The registered office of this corporation located in Minnesota shall be that as set forth in the Articles of Incorporation, or in the most recent amendment of the Article of Incorporation, or in the most recent statement filed with the Secretary of State of Minnesota changing the registered office.

**Section 1.02. Other Offices.** This corporation may have such other offices within or without the State of Minnesota, as the Board of Directors may from time to time determine.

**Section 1.03. Corporation Seal.** This corporation shall have no corporate seal.

**ARTICLE II  
MEMBERS**

**Section 2.01. Classes of Membership.** This corporation shall have one class of members. Membership shall be open to any individual, congregation, or other organization which prayerfully supports the purpose of PNGMS and provides financial and volunteer support.

**Section 2.02. Rights of Members.** Duly elected members shall have all rights and privileges with regard to participation in the educational, programmatic, study activities, and other work of the Papua New Guinea Mission Society and voting during the business meetings of the Papua New Guinea Mission Society.

**Section 2.03. Charter Members.** The following adult natural persons are the initial members:

<u>Name</u>	<u>Address</u>
Willard Burce	8103 West Folsom Street Eau Claire, Wisconsin 54703-9657
Elinor Burce	8103 West Folsom Street Eau Claire, Wisconsin 54703-9657
Edward Dicke	2275 Helmo Avenue Court North Oakdale, Minnesota 55128

Phyllis Dicke	2275 Helmo Avenue Court North Oakdale, Minnesota 55128
Robert Holst	275 Syndicate Street North St. Paul, Minnesota, 55104-5436
Lynne Holst	275 Syndicate Street North St. Paul, Minnesota, 55104-5436
Harvey Kath	1406 10 <sup>th</sup> Street East Glencoe, Minnesota 55336-2405
Norita Kath	1406 10 <sup>th</sup> Street East Glencoe, Minnesota 55336-2405
Steven Kosberg	109 Thro Avenue Mankato, Minnesota 56001-5540
Mary Kosberg	109 Thro Avenue Mankato, Minnesota 56001-5540

**Section 2.04. Becoming a Member.** The candidate shall file a letter requesting membership with the secretary. The candidate shall become a member upon approval of the majority of the Board of Directors and upon evidence of financial or volunteer support of the corporation.

**Section 2.05. Resignation of Membership.** A member may resign membership by delivering a letter of resignation to the chair of the executive committee.

**Section 2.06. Termination of Membership.** The Executive Committee may terminate or suspend membership for continuing failure to support the corporation.

**Section 2.07. Associate Supporting Partners.** The Executive Committee can designate any organization or individual as an Associate Supporting Partner upon receipt of evidence of financial or volunteer support of the corporation. Associate Supporting Partners will be encouraged to attend meetings designated by the Executive Committee and will receive information and recognition from the corporation.

**Section 2.08. Membership Meeting.** The meeting of the membership shall be held every two years, at such time and place as the Executive Committee may determine for the purpose of reporting on the activities and financial condition of Papua New Guinea Mission Society and for the transaction of such business as shall come before the meeting. The President is responsible to conduct the meeting.

**Section 2.09. Special Meetings.** Special meetings of the membership shall be held whenever called by the President or if at least 50 members or ten percent (10%) of the

members, whichever is less, sign, date, and deliver to the President or Secretary one or more written demands for the meeting describing purpose for which it is to be held. Within 30 days after receipt of the demand for a special meeting from the Members, the Executive Committee shall cause a special meeting to be called and held on notice no later than 90 days after receipt of the demand at the expense of the corporation. If the Executive Committee fails to cause a special meeting to be called and held as required by this Section 2.09, a member making the demand may call the meeting by giving notice under Section 2.10.

**Section 2.10. Notice of Membership Meetings.** The Secretary shall deliver by mail, personally, or by telephone or electronic communication a notice of each annual or special meeting the time and place where it is to be held, and in the case of a special meeting, the purpose of the special meeting, to each member of record, at his or her address as it appears on the membership records of the corporation, or if no such address at his or her last known place of business, at least five (5) days but not more than thirty (30) days prior to such meeting.

**Section 2.11. Quorum.** Except as otherwise provided by statute or by these Bylaws, at least 15 members or 10% of total members, whichever is less, shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the members present at any duly-held meeting at which a quorum is present shall be the act of the membership. In the absence of a quorum, a majority of the members present may adjourn a meeting from time to time until a quorum is present. Notice of any adjourned meeting need not be given, other than by announcement at the meeting at which adjournment is taken. If a quorum is present when a duly called or held meeting is convened, the members present may continue to transact business until adjournment, even though the withdrawal of members originally present leaves less than the number otherwise required for a quorum.

**Section 2.12. Proxy Voting.** Proxy voting shall not be permitted.

**Section 2.13. Acts of Membership.** Unless otherwise provided in the Articles of Incorporation or Bylaws, members may take action at a meeting by voice, by unanimous action without a meeting, by written ballot, or by electronic communication as set forth below:

- a) Unanimous Action without a Meeting. An Action required or permitted to be taken at a meeting of the members may be taken without a meeting by written action signed by all of the members entitled to vote on the action. The written action is effective when it has been signed by all those members, unless a different effective time is provided in the written action.
- b) Action by Written Ballot. A written ballot must 1) set forth each proposal action and 2) provide an opportunity to vote for or against each proposed action. Solicitations for votes by written ballot must: 1) indicate the number of responses needed to meet the quorum requirements; 2) state the percentage of approvals necessary to approve each matter other than election of members of the Executive Committee; and 3) specify the time by which a ballot must be received by the corporation in order to be counted. A written ballot may not be revoked.

- c) Action by Electronic Communication. A conference among members by a means of communication through other methods such as telephone, or digital media (such as internet or skype, but not limited to), provided that the participants are given the same notice as would be required for a meeting, and if the number of participating members in the communication is a quorum. If the meeting is by Telephone Conference, then all participating directors must simultaneously hear each other during the conference call. If the communication is by digital form, the transfer of communication must be completed within a three day period – two days for discussion, and the third day for calling the vote. Participation in a meeting by this means constitutes personal presence at the meeting.

### **ARTICLE III BOARD OF DIRECTORS**

**Section 3.01. General Powers.** The property, business, and affairs of this corporation shall be managed by or under the direction of the Board of Directors.

**Section 3.02. Governing Board of Members.** The following persons are the initial members of the Board of Directors: Willard Burce, Edward Dicke, Robert Holst, Harvey Kath, and Steven Kosberg.

**Section 3.03. Number, Qualifications, Term of Office, and Election.** The number of directors shall be determined by affirmative vote of a majority of the total number of directors, provided that the number of directors shall not be less than three (3). Directors must be natural persons and a majority of the directors must be adults. Each director shall hold office for a term of one (1) year and until a successor is elected and qualified, or until the earlier death, resignation, or removal of the director. At each annual meeting, the Board of Directors shall elect the directors for the following year. At least 51% of the directors must be members of a Lutheran Church-Missouri Synod congregation.

**Section 3.04. Resignation.** A Director may resign at any time by giving written notice to the corporation. The resignation of a director is effective without acceptance when the notice is given to the corporation, unless a later effective time is specified in the notice.

**Section 3.05. Removal of Directors.** A director may be removed at any time with or without cause, by the affirmative vote of a majority of the total number of directors.

**Section 3.06. Vacancies.** Any vacancy in the Board of Directors caused by death, resignation, removal, an increase in the number of directors, or any other cause, shall be filled by affirmative vote of a majority of the total number of remaining directors, though less than a quorum, and the term of the director filling the vacancy shall expire at the end of the term the director is filling.

**Section 3.07. Place of Meetings.** The Board of Directors may hold its meetings

at such place or places within or without the State of Minnesota, as it may from time to time determine. If the Board of Directors fails to select a place for a meeting, it shall be held at the registered office.

**Section 3.08. Meeting via Other Methods.** Directors may hold a board meeting by other methods such as telephone, or digital media (such as internet or skype, but not limited to), provided that the directors are given the same notice as would be required for a meeting, and if the number of directors participating in the communication is a quorum. If the meeting is by Telephone Conference, then all participating directors must simultaneously hear each other during the conference call. If the communication is by digital form, the transfer of communication must be completed within a three day period – two days for discussion, and the third day for calling the vote. Participation in a meeting by these means constitutes personal presence at the meeting.

**Section 3.09. Annual Meeting.** The annual meeting of the Board of Directors shall be held each year, at such a time and place as the Board may determine, for the purpose of electing directors and officers and for the transaction of such other business as shall come before the meeting.

**Section 3.10. Regular Meeting.** Regular meetings of the Board of Directors shall be held from time to time, at such times and places as the Board of Directors may determine.

**Section 3.11. Special Meetings.** Special meetings of the Board of Directors shall be held whenever called by the President or by any one of the directors. Notice of a special meeting shall be mailed to each director, addressed to the director at his or her residence or usual place of business, at least five (5) days before the day on which the meeting is to be held, or delivered, or sent by electronic communication at least two (2) days before the day on which the meeting is to be held. The notice shall state the time and place of the meeting and the purpose thereof. Notice of any meeting of the Board need not be given to any director who participates in such meeting; and any meeting of the Board shall be a legal meeting without any notice thereof having been given, if all of the directors shall participate therein or waive such notice in writing before, at, or after such meeting.

**Section 3.12. Quorum.** Except otherwise provided by the statute or by these Bylaws, one-half (½) of the total number of directors shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the directors present at any duly held meeting at which a quorum is present may adjourn a meeting from time to time until a quorum is present. Notice of any adjourned meeting need not be given, other than by announcement at the meeting at which adjournment is taken. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of directors originally present leaves less than the number otherwise required for a quorum.

**Section 3.13. Proxy Voting.** Proxy voting shall not be permitted.

**Section 3.14. Action Without Meeting.** Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in a written document signed by all of the directors.

**Section 3.15. Conflict of Interest.** Except as permitted by law, with respect to any contract or other transaction this corporation and any director (or an organization in which a director is a director, officer, or legal representative or has a material financial interest), the material facts as to such contract or transaction and as to the director's interest must be fully disclosed or known to the Board of Directors prior to approval of such contract or transaction, and the interested director may not be counted in determining the presence of a quorum and may not vote. This section 3.15 shall apply to the approval of compensation for a directors personal services to the corporation as director, officer, employee, or agent.

## **ARTICLE IV OFFICERS**

**Section 4.01. Number and qualifications.** The officers of this corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as may be elected by the Board of Directors. Any number of offices may be held by the same name person. Officers shall be a natural persons.

**Section 4.02. Election and term of Office.** Except in the case of officers appointed in accordance with the provisions of Section 4.10, officers shall be elected by the Board of Directors and shall hold a term of two years or until death, resignation, or removal of the officer, at which time the Board of Directors shall elect a successor. The terms of the President and Secretary shall commence at the beginning of each even-numbered calendar year, and the terms of the Vice President and Treasurer shall commence at the beginning of each odd-numbered calendar year.

**Section 4.03. Resignations.** Except as otherwise provided in an employment contract, an officer may resign by giving written notice to the corporation. The resignation is effective without acceptance when the notice is given to the corporation, unless a later effective date is named in the notice

**Section 4.04. Removal.** Except as otherwise provided in an employment contract, an officer may be removed, with or without cause, by a resolution adopted by the Board of Directors.

**Section 4.05. Vacancies.** A vacancy in an office because of death, resignation, removal, nor any other cause shall be filled for the unexpired part of the term in the manner prescribed in these Bylaws for election of such office.

**Section 4.06. President.** The President shall: (a) have general active management of the business of the corporation; (b) when present, preside at meetings of the Board of Directors; (c) see that orders and resolutions of the Board of Directors are carried into

effect; (d) sign and deliver in the name of the corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation or Bylaws or by the Board of Directors to another officer or agent of the corporation; and (e) perform such other duties as may from time to time be prescribed by the Board of Directors.

**Section 4.07. Vice President.** In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, The Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as shall from time to time be assigned by the Board of Directors.

**Section 4.08. Secretary.** The Secretary shall: (a) maintain records of and, when necessary, certify proceedings of the Board of Directors; (b) when directed to do so, give proper notice of meetings of the Board of Directors; and (c) perform such other duties as may from time to time be prescribed by the Board of Directors or by the President.

**Section 4.09. Treasurer.** The Treasurer shall supervise the finances of the corporation and shall provide annual reports to the President and Board of Directors of the financial condition of the corporation. The Treasurer shall: (a) keep accurate financial records for the corporation ; (b) deposit money, drafts, and checks in the name of and to the credit of the corporation in the banks and depositories designated by the Board of Directors; (c) endorse for deposit notes, checks, and drafts received by the corporation as ordered by the Board of Directors, making proper vouchers for the deposit; (d) disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the Board of Directors or by the President.

**Section 4.10. Other Officers.** This corporation may have such officers and agents as the Board of Directors considers necessary for the operation and management of the corporation, each of whom shall have the powers, rights, duties, responsibilities, and terms in office as may be determined by resolution of the Board of Directors.

**Section 4.11. Delegation.** Unless prohibited by a resolution adopted by the Board of Directors, an officer may, without approval of the Board of Directors, delegate some or all the duties and powers of an office to other persons.

## **ARTICLE V COMMITTEES**

**Section 5.01. Committees.** The Board of Directors may also act by and through such committees as may be specified in resolution by a majority of the total number of Board of Directors, including but not limited to an Executive Committee. Committees are subject at all times to the direction and control of the Board of Directors.

**Section 5.02. Executive Committee.** There shall be an executive Committee consisting of the Officers of the Corporation and the immediate past President. The Executive Committee is empowered to make interim decisions on an emergency basis, pending ratification of the Board of Directors, at the next scheduled board meeting. All decisions of the Executive Committee must be made by unanimous consent. The Executive Committee shall have such duties as may be prescribed by the Board of Directors from time to time.

**Section 5.03. Procedures.** Section 3.06 through 3.15 (excluding Section 3.07) apply to committees and members of committees to the same extent as those sections apply to the Board of Directors. Each committee shall prepare minutes of its meetings and shall furnish such minutes to the Executive Committee and to members of the committee.

## **ARTICLE VI BOOKS OF RECORDS**

- The corporation shall keep at its registered office correct and complete copies of:
- (a) its Articles of Incorporation and Bylaws
  - (b) accounting records; and
  - (c) minutes of meetings of the Board of Directors and of committees having any of the authority of the Board of Directors, including the Executive Committee.

## **ARTICLE VII INDEMNIFICATION**

The corporation shall indemnify persons to the extent required by the Minnesota Nonprofit Corporation Act, and shall have the power otherwise to indemnify persons for such expenses and liabilities, in such manner, under such circumstances, and to such extent as permitted by applicable law.

## **ARTICLE VIII POLICES AND PROCEDURES**

The Board of Directors will from time to time establish and implement policies and procedures for effectively achieving the purpose and goals of this corporation. These will include the following:

- (a) This corporation shall be fully responsible for the management and fiscal affairs of the corporation and fully responsible for any debts and liabilities it may occur.
- (b) This corporation will develop positive relationships with districts and congregations of LCMS in order to achieve financial support, recruit volunteers, and gain feedback to shape future programs, including cooperative ministry and



service endeavors. It will foster the mission and ministry of the church and engage in program activity that is in harmony with the program of LCMS World Mission.

- (c) It is official policy of this corporation that all employed persons shall have equal access to employment and promotion in accordance with equal employment opportunity practices in the State of Minnesota.
- (d) Annual internal program evaluations and planning process will be established by the Board of Directors to improve its program activities.
- (e) Annual personnel performance reviews will be implemented to improve employee skills.
- (f) Notice will be included in each bond prospectus, load document, and contract that this corporation is solely responsible for any and all of its obligations when borrowing funds or otherwise incurring liabilities of any nature for any purpose.
- (g) There will be an annual independent audit of the financial records of the corporation.
- (h) The Board of Directors and management of the Corporation will welcome and anticipate in such reviews as may be conducted by LCMS World Missions or its designee from time to time to improve program activities and performance.

**ARTICLE IX  
AMENDMENTS**

Amendments to the Articles of Incorporation and these Bylaws must be approved by a majority of the total number of directors.

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I hereby certify that, pursuant of Article IX of the Bylaws, a majority of the total number of directors approved these Bylaws at the meeting held on \_\_\_\_\_, 2013.

\_\_\_\_\_  
Roy Schache, President