



CONSTITUTION WISCONSIN LUTHERAN SEMINARY ALUMNI ADOPTED 9.22.08

I. NAME

The name of this organization shall be Wisconsin Lutheran Seminary Alumni (WLS Alumni).

II. PURPOSES

The purposes of WLS Alumni are to further the bonds of friendship among its members and to encourage support of the mission of Wisconsin Lutheran Seminary, Mequon, Wisconsin.

III. MEMBERSHIP

All graduates of Wisconsin Lutheran Seminary are, by their graduation, members of WLS Alumni and are eligible to participate in WLS Alumni-sponsored activities. All who are listed in the Wisconsin Evangelical Lutheran Synod (WELS) Yearbook in the Pastors-Active and Pastors-Retired sections are, by their inclusion in the WELS ministerium, members of WLS Alumni, even if they did not receive a degree from Wisconsin Lutheran Seminary. There may also be honorary members of WLS Alumni. Such honorary membership shall be granted at the annual meeting by a majority vote of the members present.

IV. OFFICERS

Officers of WLS Alumni shall be President, Vice-President, Secretary, and Treasurer. Only those listed in the WELS Yearbook in the Pastors-Active and Pastors-Retired sections are eligible to serve as officers.

V. MEETINGS

WLS Alumni shall normally meet once a year.

VI. CHANGES AND REVISIONS

This Constitution of WLS Alumni may be changed or revised only by a two-thirds vote of members present at its regularly-scheduled annual meeting. Written notice of the motion to change shall be communicated to the membership of WLS Alumni at least one month prior to the annual meeting at which the change will be considered. The Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority vote of the membership present at the regularly scheduled annual meeting. Proposals for such changes must first be submitted in writing to the Executive Committee for their recommendations. Written notice of the motion to change shall be communicated to the membership of WLS Alumni at least one month prior to the annual meeting at which the change will be considered.

ARTICLE VII - DISSOLUTION OF WLS ALUMNI AND ITS INVESTMENTS

A three-quarters vote of the members present at an annual meeting of WLS Alumni is required to dissolve, or liquidate its financial investments, funds, or holdings. The motion to dissolve must be communicated in writing to the membership of WLS Alumni at least one month prior to the annual meeting at which it will be presented.

If WLS Alumni shall dissolve itself, the funds and financial holdings and investments of WLS Alumni shall be administered by the WELS and such funds and financial holdings and investments shall only be used to provide financial aid grants and scholarships for students at a WELS seminary.

A three-quarters vote of the members present at an annual meeting of WLS Alumni is required to change, amend, or nullify this article. A motion to change, amend, or nullify this article must be presented in writing to the membership of WLS Alumni at least one month prior to the meeting at which this motion is to be presented for consideration.

BYLAWS

WISCONSIN LUTHERAN SEMINARY ALUMNI

ARTICLE I – OFFICES

1.1 Principal and Business Office. The corporation shall have such principal and other business offices as the Board of Directors may designate from time to time.

1.2 Registered Office. The registered office of the corporation required by Chapter 181 of the Wisconsin Statutes to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office in the State of Wisconsin, and the address of the registered office may be changed from time to time by the Executive Committee or by the registered agent. The business office of the registered agent of the corporation shall be identical to such registered office. The initial registered office is as set forth in the Articles of Incorporation.

ARTICLE II – MEETINGS

2.1 Regular Meetings. The annual meeting shall be announced in written form to the membership of WLS Alumni at least one month prior to the meeting.

2.2 Special Meetings. Special meetings may be called only by a majority vote of the Executive Committee of WLS Alumni and must be announced in written form to the membership at least one month prior to the date of the special meeting.

2.3 Quorum. Members present at the duly-called meeting shall constitute a quorum.

ARTICLE III – EXECUTIVE COMMITTEE

3.1 Number. The business and affairs of the corporation shall be managed by its Executive Committee. The number of Executive Committee members shall be four unless amended under the provision in Article XI. The Executive Committee shall consist of the President, the Vice-President, the Secretary, and the Treasurer.

3.2 Tenure and Qualification. Executive Committee members must be members of WLS Alumni. Each Executive Committee member shall hold office until his successor shall have been elected by the membership. In the event a committee member shall fail to attend three consecutive meetings of the Executive Committee, the Executive Committee may, by a majority vote, remove him from office. A committee member may resign at any time by filing a written resignation with the Secretary.

3.3 Regular Meetings. A regular meeting of the Executive Committee shall be held at such time as shall be determined by such Executive Committee.

3.4 Special Meetings. Special meetings of the Executive Committee may be called by or at the request of the President or two Executive Committee members. The President or Executive Committee members calling such special meeting may fix the time and place of such meeting.

3.5 Quorum. A majority of the number of Executive Committee members shall constitute a quorum for the transaction of business at any meeting of the Executive Committee.

3.6 Conduct of Meeting. The President, and in his absence the Vice-President, shall call meetings of the Executive Committee to order and act as chairman of the meeting. The Secretary shall act as secretary of

the Executive Committee, but in the absence of the Secretary, the presiding officer shall designate another person present to act as secretary of the meeting.

3.7 Rights and Limitations. The Executive Committee shall have the right to conduct the affairs of WLS Alumni in the interim period between annual meetings. All official actions of the Executive Committee must be submitted for ratification by the membership at its annual meeting. The responsibilities and rights of the Executive Committee do not include the right to dissolve WLS Alumni or its funds.

ARTICLE IV - OFFICERS

4.1 Number. The principal officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer, each of whom shall be elected by the membership of WLS Alumni at its annual meetings according to the provisions outlined in Article V of these Bylaws.

4.2 Vacancies. A vacancy in any principal office shall be filled by the Executive Committee for the unexpired portion of the term.

4.3 Terms of Office. Terms of office shall be for two (2) years. There shall be no term limits.

4.4 President. The President shall be the principal executive officer of the corporation and, subject to the control of the Executive Committee, shall exercise general supervision and control of the business and affairs of the corporation. He shall, when present, preside at all meetings of the Executive Committee and all meetings of WLS Alumni. He shall have authority, subject to approval by the Executive Committee, to appoint such agents and employees of the corporation as deemed necessary, to prescribe their powers, duties, and compensation, and to delegate necessary authority to them. Such agents and employees shall hold office at the discretion of the President. The President shall have authority to sign, execute, and acknowledge on behalf of the corporation all contracts, reports, and all other documents or instruments necessary or proper to be executed in the course of the corporation's regular business, or, which shall be authorized by the Executive Committee, he may authorize the Vice-President or another officer or agent of the corporation to act in his place or stead. The President shall be an ex-officio member of all boards and committees of WLS Alumni. In general, he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Executive Committee or by its membership in its annual meeting.

4.5 Vice-President. In the absence of the President, or in the event of his death, inability or refusal to act, or in the event for any reason it shall be impracticable for the President to act personally, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions placed upon the President. The Vice-President shall perform such duties and have such authority as from time to time may be delegated or assigned by the President or Executive Committee. It shall be the responsibility of the Vice-President to keep an updated listing of the membership of the Society. He shall present the necrology at the annual meeting. He shall be chairman of the Membership Committee.

4.6 Secretary. The Secretary shall keep minutes of the meetings of the membership and of the Executive Committee; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporation records; publish the minutes of the annual meeting to WLS Alumni members via the WLS Alumni website and/or e-mail; and shall perform such other duties as may be delegated or assigned by the President or Executive Committee.

4.7 Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds of the corporation. He shall have charge and custody of, and be responsible for receiving and giving receipts for monies due and payable to the corporation and deposit such monies in the name of the corporation in such banks or other depositories as shall be designated; he shall distribute the monies of WLS Alumni as directed by WLS Alumni and the Executive Committee and shall abide by the stipulations of the

various endowment and scholarship funds as set up by WLS Alumni. He shall be chairman of the Investment and Grants Committee. In general, the Treasurer shall perform all duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned by the President or Executive Committee.

4.8 Salaries. No salary or other compensation may be paid to any officer or director.

ARTICLE V - ELECTIONS

5.1 Procedure. The officers of WLS Alumni shall be elected by written ballot at the annual meeting from a list of names submitted by a nominating committee appointed by the President. There shall be at least two nominees for each office to be filled each year. Only those who are listed in the Wisconsin Evangelical Lutheran Synod (WELS) Yearbook in the Pastors-Active and Pastors-Retired sections shall be considered eligible for nomination. The President and Treasurer shall be elected at the annual meetings held in the odd-numbered years. The Vice-President and Secretary shall be elected at the annual meetings held in the even-numbered years.

ARTICLE VI - COMMITTEES

6.1 Number. The Society shall be served by a minimum of four committees. Other committees may be appointed as need arises.

6.2 Terms. Committee membership appointment shall be for a term of three years. Terms shall expire on a staggered basis.

6.3 Appointments. The President shall be responsible for the appointment of WLS Alumni members to serve on the various committees. His appointments shall be ratified by the Executive Committee and WLS Alumni membership at its annual meeting.

6.4 Auditing Committee. This three-person committee shall annually audit the treasurer's books and the records of WLS Alumni's investments. It shall report its findings to WLS Alumni at its annual meeting.

6.5 Nominating Committee. This three-person committee shall present a slate of at least two candidates for each vacant office at the annual meeting of WLS Alumni.

6.6 Membership Committee. This three-person committee shall help the Vice-President keep a list of the members of the Society. The Vice-President shall be chairman of this committee.

6.7 Investment and Grants Committee. This three-person committee shall advise the Treasurer regarding the investment of WLS Alumni's monies and certify that all grants are made according to the wishes of WLS Alumni and the stipulations of its various funds. The Treasurer shall be chairman of this committee.

ARTICLE VII - ELIGIBLE FINANCIAL AID GRANT AND SCHOLARSHIP RECIPIENTS

7.1 Eligibility. Students at Wisconsin Lutheran Seminary shall be eligible to receive financial aid grants or scholarships provided by WLS Alumni.

ARTICLE VIII- CONTRACTS, LOANS, CHECKS, AND DEPOSITS; SPECIAL CORPORATE ACTS

8.1 Contracts. The Executive Committee may authorize any officer to enter into a contract or execute or deliver any instrument in the name of and on behalf of the corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, all contracts made by or on behalf of the corporation shall be executed in the name of the corporation by the President. When so executed, no other party to the instrument or any third party shall be required to make any inquiry into the authority of the signing officers.

8.2 Loans. No indebtedness for borrowed money shall be contracted on behalf of the corporation and no evidence of such indebtedness shall be issued in the name of the corporation unless authorized by the Executive Committee. Such authorization may be general or confined to specific instances.

8.3 Checks, etc. All checks, drafts or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer, officers, or agents, as shall from time to time be designated by the Executive Committee.

8.4 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks or other depositories as may be selected by or under the authority of the Executive Committee.

ARTICLE IX - LIABILITY AND INDEMNITY OF OFFICERS AND DIRECTORS

9.1 Liability of Directors and Officers. No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken as an officer of the corporation, at the request of the corporation in good faith, if such person exercised and used the same degree of care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his own affairs, or if such person took or omitted to take such action in reliance upon advice of counsel for the corporation or upon statements made or information furnished by officers or employees of the corporation which he had reasonable grounds to believe to be true.

9.2 Indemnity of Officers. Every person who is or was an officer of the corporation shall, together with his heirs and personal representatives, be indemnified by the corporation against all costs, damages, and expenses asserted against, incurred by or imposed upon him in connection with or resulting from any claim, action, suit, or proceeding, including criminal proceedings, to which such person is made or threatened to be made a party by reason of being or having been an officer, except in relation to matters as to which a recovery shall be had against such person by reason of his having been finally adjudged guilty of fraud in the performance of any duty as such officer. This indemnity shall include reimbursement of amounts and expenses incurred and paid in settling any such claim, action, suit, or proceeding. In the case of a criminal action, a conviction, or judgment, whether based upon a plea of guilty or *nolo contendere* or its equivalent, shall not be deemed an adjudication that such officer is guilty of fraud in the performance of any duty if such officer was acting in good faith in what he considered to be the best interest of the corporation and with no reasonable cause to believe that the action taken by him was illegal.

The corporation, by its Executive Committee, may indemnify in a like manner, or with any limitations, any employee of the corporation with respect to any action taken or not taken in his capacity as an employee.

The foregoing rights of indemnification shall be in addition to all rights to which such officers, directors, and employees may be entitled as a matter of law pursuant to Wisconsin Statutes Chapter 181, and not a limitation thereof.

ARTICLE X - AMENDMENTS TO THE BYLAWS

10.1 Amendments. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority vote of the membership present at the regularly scheduled annual meeting. Proposals for such changes must first be submitted in writing to the Executive Committee for their recommendations. Written notice of the motion to change shall be communicated to the membership of WLS Alumni at least one month prior to the annual meeting at which the change will be considered.