



Working Together, Sharing the Gospel

National

Articles of Incorporation And Bylaws

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**Articles of Incorporation
of
Wisconsin Evangelical Lutheran Synod Kingdom Workers, Inc.**

**Article I
Name**

The name of this organization shall be Wisconsin Evangelical Lutheran Synod Kingdom Workers, Inc. Abbreviation: WELS Kingdom Workers.

**Article II
Duration**

The period of duration of the corporation is perpetual.

**Article III
Registered Office and Agent**

The address of its initial registered office in the State of Wisconsin is 2401 North Mayfair Road, Suite 204, Wauwatosa, Wisconsin 53226. The name of its initial registered agent is Gerald D. Davis.

**Article IV
Purpose**

This corporation is organized and shall be operated exclusively for charitable and educational purposes, all as contemplated and permitted by Sections 170 (c) (2) and 501 (c) (3) of the Internal Revenue Code of 1954, as amended.

To the extent consistent with the above general purposes, the specific purpose of WELS Kingdom Workers is to share the gospel of Jesus Christ with all people:

- A. by working with individual members, ministries, congregations, and church bodies in doctrinal fellowship with the Wisconsin Evangelical Lutheran Synod; in cooperation and collaboration with the Wisconsin Evangelical Lutheran Synod mission divisions,
- B. by heightening awareness among individual members and congregations regarding mission and outreach ministry needs and opportunities,
- C. by coordinating lay efforts and volunteer efforts in mission fields, and
- D. by promoting and providing support for ministry projects in which WELS Kingdom Workers is a partner.

For such purposes, and not otherwise, this corporation shall have and exercise only such powers as are required by and are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise, or otherwise and whether in trust or otherwise, and to own, hold, expend, make gifts, grants and contributions of and to convey, transfer, and dispose of any funds and property and the income therefrom in furtherance of the purpose of this corporation hereinabove set forth, or any of them, and to lease, mortgage, encumber, and use the same, and such other powers that are consistent with the foregoing purposes and that are afforded to this corporation by the Wisconsin Nonprofit Corporation Act and by any future laws amendatory thereof and supplementary thereto. Provided however, that all such powers of this corporation shall be exercised only so that the activities of this corporation shall be exclusively within the contemplation of Sections 170 (c) (2) and 501 (c) (3) of the Internal Revenue Code of 1954, as amended.

Article V

Membership

The membership of this organization shall include such persons as are members in good standing of congregations within the WELS and such other congregations as are members of church bodies in doctrinal fellowship with the WELS.

Article VI

Conventions

The WELS Kingdom Workers shall meet in convention biennially

Article VII

Incorporator

The name and address of the sole incorporator who is a natural person of full age is as follows:

Gerald D. Davis
W329N6715 Forest Drive
Hartland WI 53029

Article VIII

Board of Directors

Authority and responsibility for the general supervision and conduct of affairs of the WELS Kingdom Workers between conventions shall be vested in a Board of Directors of persons as shall from time to time be prescribed by the Bylaws of the Corporation. There shall always be one member of the WELS Board for Home Missions and one member from the WELS Board for World Missions on the WELS Kingdom Workers' Board of Directors. The number, qualifications, term of office, method of election, powers, authority and duties of the directors of this corporation, the time and place of their meetings, and such other provisions with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified in the Bylaws of this corporation. The names and addresses of the members of the present Board of Directors of the corporation and their respective offices and terms are as follows:

Name Term	Office	Address
Mr. Robert O. Grebe 1991	President	Route 1, Box 221, Parrish, FL 33564
Mr. Larry Marquardt 1991	Vice-President	1285 Concord Lane, Libertyville, IL 60048
Mr. Richard Jung 1991	Secretary	2018 W. Territorial Rd. Battle Creek, MI 49015
Mr. Gerald Davis 1991	Treasurer	W329N6715 Forest Drive, Hartland, WI 53029
Mr. James O. Haag 1991	Director	W194 S7396 Racine Ave., Muskego, WI 53150
Mr. Alvin Mueller 1991	Director	306 Monument, New Ulm, MN 56073
Rev. Dan Koelpin 1991	Director	1607 Cottonwood Dr., Waukesha, WI 53186
Mr. Richard Waldschmidt 1991	Director	440 Sherman Rd., Colgate, WI 53017
Rev. Mark Braun	Spiritual Advisor	6125 N. 118 th St., Milwaukee, WI 53225

Article IX

Personal Liability

The officers, directors and members of this corporation shall not be personally liable to any extent whatsoever for any debts or obligations of this corporation.

Article X

Capitol Stock

This corporation shall have no capital stock, either authorized or issued.

Article XI

Distribution of Assets on Dissolution

In the event of dissolution, all assets of the corporation remaining after all liabilities and obligations of the WELS Kingdom Workers shall have been paid, satisfied and discharged, or adequate provisions made therefore, shall be transferred conveyed or distributed to the Wisconsin Evangelical Lutheran Synod: provided, however, that if at such time, the Wisconsin Evangelical Lutheran Synod shall no longer be in existence or shall not qualify for Federal Income Tax Exemption under Section 501 (c) (3) of the Internal Revenue Code of 1954, as the same may be in effect at such time, then in such event the assets of the WELS Kingdom Workers upon dissolution shall be transferred, conveyed or distributed to such other non-profit organization of organizations as may be selected by the Board of Directors provided that -

- A. Such organization or organizations -
 - 1. Shall be organized and operated for purposes similar to those of the Wisconsin Evangelical Lutheran Synod or
 - 2. Shall be affiliated, associated, or connected with the Wisconsin Evangelical Lutheran Synod, and
- B. Shall be exempt under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954 as the same may be in effect at such time. In no event shall the corporation, upon its dissolutions be distributed for the purposes and uses other than those set forth in said Section 501 (c) (3) of the Internal Revenue Code of 1954 as the same may be in effect at such time.
- C. In the event of dissolution of this corporation, none of its assets will directly or indirectly be transferred to or in any other respect whatsoever inure to or for the benefit of any member, director, or officer of the corporation.

Article XII

Bylaws

The affairs of the WELS Kingdom Workers shall be governed by such Bylaws as the corporation may from time to time adopt, provided that nothing in said Bylaws shall be inconsistent with these Articles, The Constitution of the United States, the laws of the State of Wisconsin, or the tenets of the Wisconsin Lutheran Synod.

**Bylaws
of
Wisconsin Evangelical Lutheran Synod Kingdom Workers, Inc.**

**Article I
Membership**

The regular membership of this organization shall include such persons as are adult (age 18 or older) members in good standing of the congregations of the Wisconsin Evangelical Lutheran Synod (WELS) and such other congregations as are members of church bodies in doctrinal fellowship with the WELS.

All members, individually and collectively, shall support the purpose of the WELS Kingdom Workers.

**Article II
Chapters**

Local chapters may be approved by the Board of Directors in the manner prescribed in these Bylaws, and shall have such powers as the Board of Directors shall determine.

A. Establishment

Ten (10) adult members from congregations within the WELS or congregations in doctrinal fellowship with the WELS may petition the Board of Directors to be approved as a local chapter. The petition shall include proposed chapter bylaws. Upon approval of the petition and proposed bylaws by the National Board of Directors, the local chapter shall be established.

B. Bylaws

Chapters shall adopt bylaws which include the following:

1. The bylaws shall be in harmony with the National WELS Kingdom Workers Articles of Incorporation and Bylaws and must be approved by the National Board. All amendments to local chapter bylaws must also be approved by the National Board.
2. Chapters shall support the purposes set forth under Article IV of the Articles of Incorporation of WELS Kingdom Workers;
3. Chapters shall support the guidelines and directives of the National Board of Directors;
4. As feasible, chapters work toward sponsoring projects approved and endorsed by the WELS Kingdom Workers National Board of Directors;
5. Chapters shall strive toward making more persons familiar with and active in WELS Kingdom Workers;
6. Chapters shall advise the national office of news within the chapter;
7. Chapters shall hold regular meetings at least annually. The chapter bylaws may specify voting requirements and eligibility to hold chapter offices.

C. Revocation of Charter Status

The National Board of Directors of WELS Kingdom Workers shall have the right, after consultation with officers in the chapter, to revoke chapter status if the National Board of

Directors determines it to be in the best interests of WELS Kingdom Workers.

Article III
Board of Directors

Section A - Members of the Board

Members of the National Board of Directors shall consist of at least twelve (12) but no more than fourteen (14) men, eight (8) or more elected and four (4) appointed. The Board for Home Missions and the Board for World Missions shall have the right to appoint a sitting member of their respective boards to serve as a board member. A pastoral advisor shall be appointed by the National Board of Directors. The pastoral advisor shall have all rights and privileges of a full board member. A representative of the Marvin M. Schwan Charitable Foundation, appointed by the Schwan Foundation's Board of Directors, shall have the rights and privileges of a full board member. All board members shall be members in good standing of the Wisconsin Evangelical Lutheran Synod or a synod in doctrinal fellowship with the WELS. The National Board of Directors shall be self organized. Organization shall take place following the biennial convention.

Section B - Officers of WELS Kingdom Workers

1. Designation - Officers of the corporation shall be at least four (4) in number and shall consist of a President, a Vice-President, a Secretary, a Treasurer and such other officers as deemed necessary by the Board of Directors.
2. Duties - Officers shall perform the duties usually pertaining to their respective offices and such other duties as may be required by the Articles of Incorporation or these Bylaws and such others as may be prescribed from time to time by the National Board of Directors.
3. Resignation and Removal of Officers - Upon an affirmative vote of a majority of the national board of directors, any officer may be removed, and his successor elected at any meeting of the national board of directors. Any officer may resign at any time by giving written notice to the president or the secretary. In the event of a vacancy, the president shall appoint a replacement to complete the unexpired term. Appointments for longer than two years shall constitute a term for election purposes.
4. President - The President shall be the principle officer of the corporation and preside at all meetings of the Board of Directors. He shall call all special meetings of the national board of directors and executive committee, working with the national executive director to prepare meeting agendas. He shall be the chief steward of the national board of directors, monitoring attendance, meeting participation, and financial support. He shall serve as a resource for the national executive director, offering support and encouragement as a brother in the Lord. He shall further perform all such duties usually incident to the office of President.
5. Vice-President - The Vice-President shall take the place of the President and be vested with all the powers and duties of the President whenever the President shall be absent

or unable to act. If neither the President nor the Vice-President is able to attend, the Board of Directors shall appoint some other member of the Board to do so upon an interim basis. The Vice-President shall also perform such other duties as shall from time to time be imposed upon him by the President or Board of Directors.

6. Secretary - The Secretary shall provide for the keeping of all minutes of meeting by the Board and Board Committees; see that all notices are duly given in accordance with the provisions in these Bylaws or as required by law; provide for the custodianship of the corporate records and the seal of the corporation if a seal is provided, maintain a register of the post office addresses of all of the members and the members of the Board of Directors, and in general perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to him by the President of the Board of Directors.
7. Treasurer - The Treasurer shall cause to be kept correct and accurate accounts of the properties and financial transactions of the corporation and in general perform all other duties incident to the office of Treasurer and such other duties as from time to time shall be assigned to him by the President or the Board of Directors. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board shall determine. The Board may authorize payment by the corporation of the Treasurer's bond.

Article IV

Election and Terms of Office

Section A - Elections

Elected members the national board of directors shall be elected at the biennial convention of the organization. The term of office shall be four (4) years. At least three (3) members shall be elected to the National Board at each convention. A member may succeed himself once. A member of the National Board holding office for two consecutive terms is ineligible to hold office for one year.

Section B - Terms

The initial Board of Directors only shall be elected for the following terms (should equal number of Directors designated):

1. Three (3) members shall be elected for one two-year term and
2. Three (3) members shall be elected for one four-year term;

Thereafter, Directors shall serve for the term as set forth above.

Article V

Board Committees

Section A - appointments

The Board of Directors shall have the power to appoint members to committees established by it.

General Provisions

Section A - Compensation

The members of the Board of Directors and the Officers shall serve without compensation for their services as Directors of the corporation. Directors and Officers may be reimbursed for all expenses reasonably incurred on behalf of the corporation.

Section B - Fiscal Year

The fiscal year of the corporation shall run from January 1 to December 31 of each year.

Section C - Corporate Seal

The Board may provide for a corporate seal in such form and with such inscription as it shall determine.

Article VII

Miscellaneous

Section A - General Office

The WELS Kingdom Workers shall maintain general offices or headquarters at 2401 N. Mayfair Road, Suite 204, Wauwatosa, WI 53226 for the purpose of conducting its business.

Section B - Official Publication

The WELS Kingdom Workers shall publish an official publication which all members shall be entitled to receive.

Section C - Official Emblem

The emblem of the WELS Kingdom Workers shall be a logo adopted by the Board of Directors

Section D - Resignations

Any Board Member may resign by giving notice in writing to the President, or in case of the resignation of the President, to the Recording Secretary.

Section E - Removed from Office

Any Board Member may be removed from office by the Board of Directors by a vote of a majority of members of the Board; provided that the members of the Board (including the individual involved) shall be notified in advance of its meeting in the event any such action is contemplated and the individual involved shall be afforded the opportunity to be heard at such meeting.

Section F - Proxy Vote Prohibited

Proxy votes shall not be recognized at biennial conventions of the WELS Kingdom Workers, at meetings of the Board of Directors, or at the meetings of committees of the WELS Kingdom Workers.

Section G - Holding More Than One Office Prohibited

No individual may hold more than one elective office and one appointed office in the WELS Kingdom Workers at the same time.

Section H - Indemnification

Each member of the WELS Kingdom Workers and each member of a committee appointed by the Board shall be indemnified by the WELS Kingdom Workers against liabilities asserted against him and expense reasonable incurred by him in connection with any action, suit, or proceeding to which he may be made a party by reason of his having been a member of the WELS Kingdom Workers or one of its committees (whether or not he is a member of the Board or one of its committees at the time any such liability is asserted or expense incurred), except in relation to matters as to which he shall be finally adjudged in such action, suit or proceedings to be liable for gross negligence or misconduct in the performance of his duties. The foregoing right of indemnification shall include any action, suit or proceeding which may be settled or compromised prior to final judgment.

Section I - Amendments

The Bylaws of the corporation may be amended by a majority of the voting members present at a regular or special meeting called for that purpose. Notice of the meeting shall specify the proposed amendment to be voted upon at the regular or special meeting of the membership of the corporation.

Article VIII

Projects, Activities and Funding

Section A - National Projects and Activities

1. Projects and/or activities shall be of such a nature as to comply with Article IV of the Articles of Incorporation of WELS Kingdom Workers.
2. Projects must be approved by a majority vote of the National Board.
3. Projects approved by the National Board shall be reported on at each convention.

Section B - Funding

National Projects and Activities - All projects and / or activities undertaken at the national level shall be funded from the treasury of the WELS Kingdom Workers. Funds donated for national projects shall be forwarded to the Treasurer of the WELS Kingdom Workers for deposit, control and disbursement. All monies received for National or Chapter projects shall be forwarded and distributed from the National office.

Article IX

Treasury

The National Board shall cause to be established and maintained an Office of the Treasury under the direction of the Treasurer of the WELS Kingdom Workers. This office shall be the sole depository of the funds for national projects and / or activities undertaken by the WELS Kingdom Workers.

The above Bylaws were amended by the WELS Kingdom Workers biennial National Convention held at Bethany Lutheran College, Mankato, Minnesota July 23, 1999

Original Articles of Incorporation and Bylaws adopted August 6, 1989
Revised Articles of Incorporation and Bylaws adopted August 2, 1991
Amendments to Articles of Incorporation (article IV) June 5, 2013
Amendments to bylaws adopted July 30, 1993
Amendment to bylaws (article III, section A) adopted September 29, 1995
Amendments to bylaws (1 to article I and 3 to article III) adopted July 25, 1997
Amendment to bylaws (article III, section B, part 4) adopted July 23, 1999
Amendment to bylaws (article I in its entirety; article II in its entirety; & article III, section A) adopted April 29, 2005

Articles of Incorporation and Bylaws at June 2013 for publication