



**Kingdom Workers**

**Articles of Incorporation  
Amended January 7, 2017**

**and**

**Bylaws  
Amended November 10, 2023**

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

The Articles of Incorporation of the Wisconsin Evangelical Lutheran Synod Kingdom Workers, Inc., a Wisconsin Nonstock Corporation, filed on November 21, 1989 with the Wisconsin Secretary of State's Office, are hereby amended and restated pursuant to the Wisconsin Nonstock Corporation Act, Chapter 181 of the Wisconsin Statutes.

**Article 1. Name:** The name of this corporation is Wisconsin Evangelical Lutheran Synod Kingdom Workers, Inc. This corporation is also known as 'Kingdom Workers'.

**Article 2. Duration:** The period of duration of the corporation is perpetual.

**Article 3. Registered Office and Agent:** The address of the registered office of the corporation is 2323 N. Mayfair Road, Suite 400, Wauwatosa, Wisconsin 53226. The name of the registered agent is William L. Meier.

**Article 4. Purpose:** This corporation exists and is operated exclusively for charitable, religious and educational purposes, within the meaning of Section 170(c)(2) and 501(c)(3) of the Internal Revenue Code, as amended.

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

- A. 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. Heightening awareness among individual members and congregations regarding mission and outreach ministry needs and opportunities;
- C. Coordinating lay efforts and volunteer efforts in mission fields; and
- D. Promoting and providing support for ministry projects in which Kingdom Workers is a partner.

For such purposes, and not otherwise, the 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 Nonstock 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, as amended.

**Article 5. Prohibition Against Private Inurement.** No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles.

**Article 6. No Members:** The corporation shall have no members.

**Article 7. Incorporator:** The initial incorporator of the corporation was Gerald D. Davis.

**Article 8. Board of Directors:** Authority and responsibility for the general supervision and conduct of affairs of the corporation shall be vested in a 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 shall be specified in the Bylaws of the corporation.

The names of the initial members of the Board of Directors were:

Robert O. Grede	Larry Marquardt
Richard Jung	Gerald Davis
James O. Haag	Alvin Mueller
Rev. Dan Koelpin	Richard Waldschmidt
Rev. Mark Braun	

**Article 9. Personal Liability:** The officers and directors of this corporation shall not be personally liable to any extent whatsoever for any debts or obligations of this corporation.

**Article 10. Distribution of Assets upon Dissolution:** In the event of dissolution, all assets of the corporation remaining after all liabilities and obligations of 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, as amended, then the assets of Kingdom Workers shall be transferred, conveyed or distributed to such other non-profit organization, or organizations, as may be selected by the Board of Directors, provided that:

- A. Such organization or organizations shall be organized and operated for purposes similar to those of the Wisconsin Evangelical Lutheran Synod or 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, as amended. In no event shall the assets of the corporation, upon its dissolution, be distributed for the purposes and uses other than those set forth in said Section 501(c)(3).
- 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 11. Bylaws:** The affairs of the corporation shall be governed by such Bylaws as the corporation may adopt from time to time, provided that nothing in said Bylaws shall be inconsistent with these Articles.

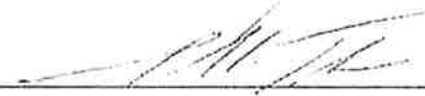
**Article 12. Amendments:** These Articles of Incorporation may be amended by a vote of a two-third majority of the directors currently serving on the Board of Directors of the corporation, at a meeting called for such purpose, with notice of such meeting given in accordance with the Bylaws of the corporation and Chapter 181 of the Wisconsin Statutes.

The duly adopted Amended and Restated Articles of Incorporation set forth above supersede the Articles of Incorporation of the Wisconsin Evangelical Lutheran Synod Kingdom Workers, Inc. dated as of November 10, 1989.

Dated this 7 day of January, 2017.

WISCONSIN EVANGELICAL LUTHERAN SYNOD  
KINGDOM WORKERS, INC.

By:   
Juan M. Garcia, Chair

By:   
Mark A. Tredo, Secretary

**AMENDED AND RESTATED BYLAWS  
OF  
WISCONSIN EVANGELICAL LUTHERAN SYNOD  
KINGDOM WORKERS, INC.**

The following Amended and Restated Bylaws of Wisconsin Evangelical Lutheran Synod Kingdom Workers, Inc., also known as “Kingdom Workers”, a Wisconsin nonprofit corporation (the “Corporation”), were adopted effective as of November 10, 2023, by affirmative vote of a majority of directors currently in office at a meeting duly called and held on November 10, 2023.

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**ARTICLE I - Offices**

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**Section 1.01 *Location.*** The principal office of the Corporation shall be located in the State of Wisconsin. The Corporation may have such other offices, either within or without the State of Wisconsin, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

**Section 1.02 *Registered Office.*** The registered agent of the Corporation shall be as set forth in the Articles of Incorporation of the Corporation, as may be amended or restated, or in a change of registered agent filed with the Wisconsin Department of Financial Institutions reflecting the adoption of a resolution by the Board of Directors changing such registered agent. The address of the registered agent of the Corporation may, but need not be, identical with the principal office of the Corporation in the State of Wisconsin.

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**ARTICLE II - Members**

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This Corporation shall have no members.

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**ARTICLE III - Board of Directors**

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**Section 3.01 *Board to Manage.*** The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. The Board of Directors shall have all powers and authority necessary and appropriate for the conduct of the affairs of the Corporation, consistent with the Wisconsin Statutes Chapter 181 - Nonstock Corporations, the Articles of Incorporation and these Bylaws.

**Section 3.02 *Number, Qualifications, Election and Terms of Office.*** The number of directors of the Corporation shall be not less than eleven (11) and not greater than seventeen (17), as determined from time to time by the Board of Directors. If fewer than seventeen (17) directors are serving at any time, the Board of Directors may increase

the number of directors up to a maximum of seventeen (17). One or more vacancies shall be deemed to exist on the Board of Directors if the number of directors is reduced for any reason to fewer than eleven (11).

A. Appointed Directors

Up to three (3) directors may be appointed according to the terms of this Section 3.02(A); the remainder shall be elected.

1. Except as otherwise set forth in these Bylaws, appointed directors shall have the rights, privileges and responsibilities of an elected director. The appointed directors may only be appointed from the following organizations:
  - a. The WELS Board for Home Missions and the WELS Board for World Missions.
  - b. The Marvin M. Schwan Charitable Foundation Trustees.
2. The procedure for appointing directors from the organizations identified in Section 3.01(A)(1) shall be as follows:
  - a. The Board of Directors shall request a nomination from the organizations identified in Section 3.02(A)(1) for appointment to an open board director position.
  - b. In response to the request described in subparagraph a, the organizations identified in Section 3.02(A)(1)(a) shall have the right to recommend a representative of their respective boards of directors and the organization described in Section 3.02(A)(1)(b) shall have the right to recommend a representative of the Foundation to serve as a director. Such recommendations shall be referred to the Board Development Committee for consideration.
  - c. The Board Development Committee shall timely consider the recommendations submitted under Section 3.02(A)(2)(b) and shall submit its recommendation for nomination or rejection to the Board of Directors.
  - d. The Board of Directors shall act upon the recommendation of the Board Development Committee as provided in Sections 3.07, 3.10, and 3.11 of these Bylaws.
  - e. The decision of the Board of Directors shall be promptly reported to the organization from which the nominee was recommended by the Chair of the Corporation.
  - f. In the event any of the organizations described in Section 3.02(A)(1) desire to remove or change the representative of their respective

organizations who serves on the Board of Directors for any reason, the organization shall notify the Chair of the Corporation. The Board of Directors shall treat such request as a resignation under Section 3.12 of these Bylaws.

B. Elected Directors

Elected directors shall be elected by the affirmative vote of a majority of directors present at a duly held annual meeting, or other such meeting of the Board of Directors called for such purpose. At least one of the elected directors of the Corporation shall at all times be a pastor of the Wisconsin Evangelical Lutheran Synod (WELS) or a pastor in a Synod in fellowship with WELS, or any successor thereto. The elected pastor shall serve as Pastoral Advisor to the Board with the rights, privileges, and responsibilities of any other director.

C. All Directors

All directors shall be members in good standing of the Wisconsin Evangelical Lutheran Synod or a synod in doctrinal fellowship with the WELS and be at least twenty-one (21) years of age.

The directors shall be divided into three classes, with the only distinction among the classes being the expirations of their respective terms of office. The classes shall be designated Class I, Class II and Class III, with as nearly equal a number in each class as possible, and the term of office of directors of one class shall expire at each annual meeting of the Board of Directors. In all cases, each director shall serve until a successor has been elected and has qualified, or until a director's earlier resignation, removal from office, death or incapacity.

At each annual meeting of the Board of Directors, a number of directors shall be elected or appointed equal to the number of directors of the class whose terms expire at the time of such meeting (or, if less, the number of directors properly nominated and qualified for election or appointment).

Directors shall hold office for a term of three years. Any director may serve a maximum of three three-year terms, however, their service shall not exceed nine consecutive years as a director. Any director who has served nine consecutive years is ineligible to serve as a director for a period of one year.

Upon adoption of these revised Bylaws, the directors shall organize themselves into the above classes of directors. The initial term of the Class I directors shall expire at the annual meeting of the directors held in 2018. The initial term of the Class II directors shall expire at the annual meeting of the directors held in 2019. The initial term of the Class III directors shall expire at the annual meeting of the directors held in 2020. Each director serving at the time these revised Bylaws are adopted shall be subject to the limitation of serving on the Board for a period of nine consecutive years, as stated



above, calculated from the time the director was initially appointed or elected to the Board. Thereafter, directors shall serve for the terms as set forth above.

**Section 3.03 *Annual and Regular Meetings.*** An annual meeting of the Board of Directors shall be held on the first Friday in November of each year unless a different date in the month of November is fixed by the Chair of the Corporation in the Chair's sole discretion. At each annual meeting, the Board shall take action to elect or re-elect directors whose terms have expired and shall elect or re-elect officers of the Corporation. Regular meetings of the Board of Directors may be held from time to time at such intervals and at such places as may from time to time be fixed by the entire Board of Directors or agreed upon in writing by all of the directors.

**Section 3.04 *Special Meetings.*** Special meetings of the Board of Directors may be called by or at the request of the Chief Executive Officer or by any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Wisconsin, as the place for holding any special meeting of the Board of Directors called by them. The business transacted at any special meeting shall be limited to the purposes stated in the notice of the meeting.

**Section 3.05 *Notice and Waiver of Notice.*** Notice of any annual or regular meeting shall be given at least ten (10) and not more than thirty (30) days prior thereto. Notice of any special meeting shall be given at least seven (7) and not more than thirty (30) days prior thereto. Any notice of a special meeting shall contain a statement of the purposes of the meeting. Notices may contain such other information as may be deemed necessary or appropriate by the Chief Executive Officer, Chair of the Corporation or by any other person calling the meeting. Notice of any meeting of the Board of Directors is given to a director when delivered by hand, sent by mail to the director's last known address according to the records of the Corporation, or when provided by electronic communication in accordance with the requirements of Wisconsin Statutes §181.0141. Notices sent by mail shall be deemed given when deposited in United States Mail, postage prepaid.

A director may waive notice of a meeting of the Board of Directors. A waiver of notice by a director entitled to notice shall be effective whether given before, at, or after the meeting, and whether given in writing, orally, or by attendance. Attendance by a director at a meeting shall constitute a waiver of notice of that meeting, except where the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting.

**Section 3.06 *Quorum.*** A majority of the directors currently holding office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time until a quorum is present. 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 a number of directors originally present leaves less than the number otherwise required for a quorum.

**Section 3.07 *Manner of Acting.*** Except as otherwise provided in the Wisconsin Statutes, the Board of Directors shall take action by the affirmative vote of a majority of directors present at a duly held meeting.

**Section 3.08 *Presumption of Assent.*** A director who is present at a meeting of the Board of Directors when an action is approved by the affirmative vote of a majority of the directors present, is presumed to have assented to the action approved, unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting, votes against the action at the meeting or is prohibited from voting on the action due to a conflict of interest.

**Section 3.09 *Conduct of Meetings.*** Meetings of the Board of Directors shall be governed by Roberts Rules of Order Newly Revised, when deemed necessary by the Chair of the Corporation or by the vote of the Board and to the extent such rules of procedure are not inconsistent with the Articles of Incorporation or Bylaws of the Corporation or any applicable statute or rule of law.

**Section 3.10 *Action Without a Meeting.*** Any action required to be taken at a Board of Directors meeting, or any other action that may be taken at a Board of Directors meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the directors entitled to vote with respect to the subject matter of the consent. Pursuant to Wis. Stat. §181.0821, consent and signatures include electronic communications and electronic signatures, and the action shall be effective when signed or electronically communicated by the required number of directors.

**Section 3.11 *Attendance and Participation in Meetings by Means of Remote Communication.*** The Board of Directors may authorize individual attendance and participation by board members at meetings through one or more means of remote communication as authorized by Wis. Stat. §181.0820(3). Such meetings shall allow all participating directors to simultaneously hear or read each other's communications during the meeting and all communication during the meeting shall immediately be transmitted to each participating director. Each participating director shall be able to immediately send messages to all other participating directors.

**Section 3.12 *Resignation.*** A director may resign at any time by giving written notice to the Corporation. The resignation shall be effective without acceptance when the notice is given to the Corporation unless a later effective time is specified in the notice. No resignation may be effective prior to the time such notice is given.

**Section 3.13 *Removal.*** Any director may be removed at any time, with or without cause, by the affirmative vote of a majority of all of the remaining directors in office, at

any regular or special meeting of the Board of Directors. The notice of any regular or special meeting of the Board of Directors at which removal of a director is to be considered shall state that removal of the director is to be considered at the meeting and notice shall be given, in writing, to each director at least 7 days prior to such meeting, unless such notice is waived.

**Section 3.14 Vacancies.** Any vacancy occurring on the Board of Directors resulting from death, resignation, retirement, removal from office or other cause may be filled as follows:

1. If the vacancy was held by an appointed director, then by the manner of appointment as set forth in Section 3.02;
2. If the vacancy was held by an elected director, then by the affirmative vote of a majority of the remaining directors.

A director elected to fill a vacancy shall hold office for a term expiring at the annual meeting of the Board of Directors at which the term of the class to which such director has been elected shall expire.

**Section 3.15 Compensation.** The directors shall serve without compensation for their services as directors of the Corporation. Directors may be reimbursed for all expenses reasonably incurred on behalf of the Corporation.

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#### ARTICLE IV - Committees

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**Section 4.01 Executive Committee.** The Executive Committee shall be a standing committee of the Board. Unless the Board by resolution expressly provides otherwise, the Executive Committee shall have the authority of the Board and may exercise any of the powers of the Board when the Board is unable to act in a timely manner, except for electing officers or directors. The voting members of the Executive Committee shall be the Chair, Vice-Chair, Secretary, Treasurer and Pastoral Advisor. The President & CEO shall serve as a non-voting member of the Executive Committee.

**Section 4.02 Other Committees.** The Board of Directors shall have the power to establish and dissolve committees. The Board shall, from time to time, adopt a resolution that reaffirms the establishment of each such committee and sets forth its authority and responsibility. Unless the Board, by resolution adopted by majority vote of all directors in office, expressly grants any of the authority of the Board to any such other committees, none of such committees shall have any of the authority of the Board and each such committee shall be limited in its authority to making recommendations to the Board for action. At least two (2) members of each such committee shall be directors, but other committee members need not be directors. All such committees shall be subject at all times to the supervision and control of the Board of Directors.

If the Board grants any committee authority to act on behalf of the Board, a majority of the members of the committee present must be directors and a majority of those directors must concur with the decision. If a majority of the committee members present are not directors, the role of the committee is to advise and inform the Board of Directors.

**Section 4.03** *Number, Appointment and Term; Ex-Officio Members.* Each committee shall have no less than three (3) and no more than nine (9) members, all of whom (except as provided in Sections 4.01 and 4.05) shall be appointed by the Chair of the Corporation, and such appointments shall not require approval by the Board of Directors. Committee members shall serve terms of one (1) year each or until their respective successors are appointed. There shall be no restriction on committee members serving for consecutive terms. The Chair of the Corporation shall be an ex-officio member of each committee, with all of the rights and privileges of the other members of the committee, including the right to vote.

**Section 4.04** *Minutes.* Minutes of committee meetings shall be kept and be made available upon request to members of the committee and to any director.

**Section 4.05** *Procedure.* – The provisions of Sections 3.03, 3.04, 3.05, 3.07 & 3.10 of these Bylaws shall apply to committees and members of committees to the same extent as those sections apply to the Board of Directors and directors. A quorum at any committee meeting shall be a majority of the members of the committee, without regard to whether or not the members present are directors. Each committee shall appoint one of its members as a committee chair, unless a committee chair is designated by the Chair of the Corporation. Committee meetings shall be governed by the Roberts Rules of Order Newly Revised, when deemed necessary by the committee chair or by the vote of the committee and to the extent such rules of procedure are not inconsistent with the Articles of Incorporation, the Bylaws, or any applicable statute or rule of law.

## **ARTICLE V - Officers**

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**Section 5.01** *Designation.* Officers of the corporation shall be at least four (4) in number and shall consist of a Chair, a Vice-Chair, a Secretary, a Treasurer, a President & Chief Executive Officer (CEO). The Board of Directors may elect one or more Vice Presidents and such other officers or assistant officers as deemed necessary by the Board of Directors. The Chair, Vice-Chair and Secretary shall be directors of the Corporation. All other officers need not be directors of the Corporation.

**Section 5.02** *Election and Term of Office.* All officers of the Corporation, except the President & CEO, shall be elected by the Board of Directors at the annual meeting of the Board and shall hold office for a term of one (1) year, or until their respective successors are duly elected and qualify, or until the sooner of their death, resignation, removal or disqualification. There shall be no limit on the number of consecutive terms that an officer may serve. The President & CEO shall be an officer by virtue of his

employment with the Corporation, subject to the terms of these Bylaws. The election or appointment of a person as an officer of the Corporation shall not, of itself, create contract rights.

**Section 5.03 Resignation.** An officer may resign at any time by giving written notice to the Corporation. The resignation shall be effective without acceptance when the notice is given to the Corporation unless a later effective date is specified in the notice.

**Section 5.04 Removal.** An officer may be removed at any time, with or without cause, by a resolution approved by the affirmative vote of a majority of the directors present.

**Section 5.05 Vacancy.** A vacancy in any office because of death, resignation, removal, disqualification or other cause shall be filled by the Board of Directors for the unexpired portion of the term of such office.

**Section 5.06 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 Board of Directors.

1. Chair - The Chair shall preside at all meetings of the Board of Directors. The Chair shall see that all orders and resolutions of the Board of Directors are carried into effect; shall, with the direction and approval of the Board of Directors and in accordance with the provisions of these Bylaws, appoint persons to committees from time to time; and shall have such other powers and duties as the Board of Directors may determine by resolution. The Chair shall serve as a resource for the President & CEO, offering support and encouragement and, unless delegated by the Chair to another director, shall be the liaison between the Board and the President & CEO.
2. Vice-Chair - The Vice Chair shall preside at meetings of the Board of Directors in the absence of the Chair and shall perform the other duties of the Chair at any time when the Chair is absent or otherwise unable to perform. The Board of Directors, by resolution, may prescribe other powers and duties of the Vice Chair.
3. Secretary - The Secretary shall maintain records of and, whenever necessary, certify all proceedings of the Board of Directors; and perform such other duties as may be prescribed by the Board of Directors.
4. Treasurer - The Treasurer shall cause to be kept correct and accurate accounts of the properties and financial transactions of the corporation. The Treasurer will also, 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 Chair or the Board of Directors. The Treasurer may delegate these duties to qualified, professional staff of Kingdom Workers. The Treasurer shall make report of the

financial condition of the Corporation to the Chair and to the Board of Directors whenever requested and at each regular meeting of the Board.

5. President & Chief Executive Officer – The President & Chief Executive Officer (CEO) shall fulfill the responsibilities as usually required of such a position and such duties and responsibilities as authorized by these Bylaws and by the Board of Directors.

**Section 5.04 Compensation of Officers.** Compensation of the officers who are not directors shall be fixed from time to time by the Board of Directors. No officer who is also a director of the Corporation shall receive compensation for serving as an officer.

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## **ARTICLE VI – President & Chief Executive Officer**

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**Section 6.01 President and Chief Executive Officer (CEO).** The Board shall, upon resolution, hire a Chief Executive Officer (CEO) of the Corporation, who may also be known as the President of the Corporation, who shall serve at the will and discretion of the Board. The President and CEO shall be compensated as shall be determined by the Board of Directors.

**Section 6.02 Duties and Authority of President and CEO.** Subject to the supervisory powers as are vested in the Board of Directors, the President and CEO shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the President and CEO's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board. No individual officer, Executive Committee member or member of the Board of Directors may individually instruct the President and CEO or any other employee. The President and CEO shall make such reports at the Board and Executive Committee meetings as shall be required by the Chair or the Board.

The President & CEO may engage in negotiations and contracts involving commitments of the resources of the Corporation, or the acceptance of money or resources by the Corporation in furtherance of the purposes of the Corporation as set out in the Articles of Incorporation or these Bylaws. The President & CEO is specifically authorized to negotiate and enter into partnerships, contracts and memorandums of understanding that further the mission and purpose of the Corporation and are in accordance with those limitations as set forth by the Board of Directors in a corporate policy or policies.

**Section 6.03 Qualifications and Removal.** The President and CEO may be hired at any meeting of the Board by a majority vote and shall serve until resignation or removal by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any duly called meeting. The President & CEO is an at-will employee and removal may be with or without cause.

## **ARTICLE VII – General Provisions**

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**Section 7.01 *Authorization to Bind the Corporation.*** The Board of Directors, except as otherwise provided in these Bylaws, by majority vote, may, by resolution, authorize certain officers, agents or employees of the Corporation to enter into contracts on behalf of the Corporation or otherwise execute any instrument in the name of and on behalf of the Corporation. Such authorization may be general or confined to specific instances. Unless so authorized by resolution or by the terms of these Bylaws, no officer, agent or employee shall have any power or authority to bind the Corporation by contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount or to otherwise act on its behalf. Nothing contained in this Section 7.01 shall limit the authority of the President & CEO or the Executive Committee from entering into contracts with, binding or pledging the Corporation regarding the regular business activities of the Corporation.

**Section 7.02 *Conflict of Interest.*** The Board shall adopt and periodically review a conflict of interest policy to protect the Corporation's interest.

**Section 7.03 *Whistle Blower.*** The Board shall adopt and periodically review a whistle blower policy to protect the Corporation's interest.

## **ARTICLE VIII - Indemnification**

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The Corporation shall indemnify a person made or threatened to be made a party to a civil, criminal, administrative, arbitration, or investigative proceeding by reason of the former or present official capacity of the person, and shall pay or reimburse such person's expenses, to the fullest extent permitted under the Wisconsin Statutes Chapter 181, as may be amended from time to time. The Corporation may, by resolution of the Board of Directors, reimburse expenses, including attorneys' fees and disbursements, incurred by a person in connection with a proceeding at a time when such person is a witness but has not been made or threatened to be made a party to such proceeding. The Corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person entitled to indemnification hereunder.

The Corporation shall not be obligated to provide indemnification if the liability was incurred because the officer or director breached or failed to perform a duty he or she owes to the Corporation, and the breach or failure to perform constitutes any of the following:

1. A willful failure to deal fairly with the Corporation in connection with a matter in which the director or officer has a material conflict of interest.

2. A violation of criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful.
3. A transaction from which the director or officer derived an improper personal profit.
4. Willful misconduct.

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#### **ARTICLE IX - Fiscal Year**

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The fiscal year of the Corporation shall end on the last day of December of each year.

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#### **ARTICLE X - Seal**

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The Corporation may, but need not, have a corporate seal.

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#### **ARTICLE XI - Amendment**

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These Bylaws may be amended, restated, or repealed by the affirmative vote of a majority of all directors currently in office. The notice of any regular or special meeting of the Board of Directors at which an amendment, restatement or repeal of these Bylaws is to be considered shall state that such amendment, restatement or repeal is to be considered at the meeting and such notice shall contain or be accompanied by a copy or summary of the amendment or restatement. Such notice shall be given, in writing, to each director at least 7 days prior to such meeting, unless such notice is waived.

These Bylaws shall be periodically reviewed by the Board of Directors or by a Committee formed under the direction of the Board of Directors, as the Board deems necessary or as set by Board policy. Findings and recommendations will be presented at the next annual meeting of the Board. When amended, restated or repealed; (1) no change shall be made to these Bylaws which would cause the Corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; (2) the date the Bylaws are changed will be recorded in the Bylaws and (3) all changes be consistent with the Articles of Incorporation.

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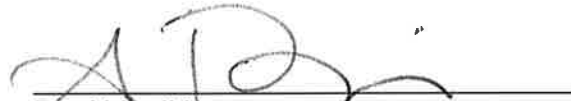
#### **ARTICLE XII - Governing Law**

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The Corporation is governed by and subject to the provisions of the Wisconsin Statutes Chapter 181 - Nonstock Corporations Statutes.

I hereby certify that the foregoing Amended and Restated Bylaws Wisconsin Evangelical Lutheran Synod Kingdom Workers, Inc., also known as, Kingdom Workers, a Wisconsin nonprofit corporation (the "Corporation"), were adopted effective as of November 10, 2023 by affirmative vote of a majority of directors currently in office at a meeting duly called and held on November 10, 2023, and constitute all of the amendments to the Bylaws of the Corporation in force and effect on the date hereof.



Dr. Abigail L. Polzin  
Secretary  
Wisconsin Evangelical Lutheran Synod  
Kingdom Workers, Inc.