

Best Practices

For ELCA Campus Ministry

MODEL ARTICLES OF INCORPORATION AND BYLAWS

FOR CAMPUS MINISTRY CORPORATIONS OF THE EVANGELICAL LUTHERAN CHURCH IN AMERICA

ARTICLES OF INCORPORATION

Because state law governs incorporation, a complete model is not provided. The state may have a standard form for Articles of Incorporation for non-profit organizations. Work with a local attorney to draw up Articles that include the paragraphs below.

In creating Articles of Incorporation it is imperative that state law be consulted as well as federal tax law to insure that the Articles are drafted in such a way that they meet the nonprofit statutory requirements of the state in which the corporation will be formed as well as the provisions necessary for the organization to obtain tax exempt status under the Internal Revenue Code.

Campus ministry agencies may apply for inclusion in the ELCA Group Exemption by e-mailing 501c3@elca.org or by contacting the Vocation and Education program unit, 8765 W. Higgins, Chicago, IL 60631.

Suggested Language for Required Paragraphs

Purposes

The Corporation is formed for the purposes of maintaining, developing, and promoting the mission and ministry of the Evangelical Lutheran Church in America among students, faculty, and staff in institutions of higher learning in [city and state].

Tax Clause

No part of the net earnings of the Corporation shall inure to the benefit of any private individual, corporation, or other organization. No substantial part of the activities of the Corporation shall be to carry on propaganda, or otherwise attempt to influence legislation. The Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office, including publishing or distributing statements for the candidate.

Dissolution

Should the Corporation cease to act and be dissolved, all of its property and assets remaining after the payment of its liabilities shall be paid and distributed to the (Choose either the Synod or ELCA or some percentage to each) _____ Synod or Evangelical Lutheran Church in America, a Minnesota nonprofit corporation, or its successor or assign, provided, however, that payment shall be made hereunder only to corporations, trusts, foundations, or other organizations which are organized and operated exclusively for charitable or religious purposes and which shall then be exempt from Federal income tax under Section 501 (a) of the Internal Revenue Code of 1954, as amended, as organizations described in Section 501 (c) (3) thereof (references to include corresponding provisions of any future revenue law). In the event that the (Choose one of following as per selection above) _____ Synod or Evangelical Lutheran Church in America or its successor or assign, shall not then be so described, such property and assets shall, on the basis of written approval of the member judicatories, be paid and distributed to one or more organizations as shall then be so described.

Amendment

Subject to written approval by the Director for Campus Ministry of the Vocation and Education program unit of the Evangelical Lutheran Church in America and the bishop(s) of the member synod(s), these Articles of Incorporation may be amended by a [majority or two-thirds] vote of the representatives of the member synod(s) at any annual or special meeting of the Corporation, provided written notice, embodying such proposed amendment, has been given in the notice of the meeting at which such proposed amendment is to be acted upon.

(If the laws of the state do not allow the insertion of these paragraphs, they must be added to the Bylaws.)

MODEL BYLAWS FOR CAMPUS MINISTRY CORPORATIONS OF THE EVANGELICAL LUTHERAN CHURCH IN AMERICA

Consult with a local attorney regarding state law pertaining to Bylaws of non-profit corporations. Particularly inquire about regulations regarding Notice of Meetings (4.8), Action without a Meeting (4.13 and 5.8), Composition and General Powers of the Executive Committee (5.1), and Indemnification (9).

Italicized material is for information only, and is not to be included in the completed document. Wherever brackets are used, appropriate information is to be inserted.

[NAME OF CORPORATION]

1. PREAMBLE

The preamble delineates the relationship of the agency to the ELCA and the Vocation and Education program unit. It is important for IRS reasons and essentially says why the agency can be covered under the ELCA group exemption.

The mission of campus ministry in the Evangelical Lutheran Church in America (ELCA) is to invite people in academic settings more deeply into Jesus Christ and the community that bears his name, so that they can discover and fulfill their vocation as disciples. This ministry has its roots in the Christian community gathered by the Spirit through the proclamation of the word of God and the celebration of the sacraments. Campus ministry provides a strong witness at the point where education in the church intersects the church in education. It provides an authentic experience in the life of the church for young adults on campus, inviting them into full participation with the church, even as their lives are undergoing change, challenge, and confirmation. Campus ministry seeks to grow the church by extending its work to an ever-increasing number of campuses across the country. Representing the Evangelical Lutheran Church in America (“ELCA”), the Vocation and Education program unit (“the Unit”) or its successor or assign, joins with constituent Synods of the ELCA to establish campus ministry agencies so that witness to the Gospel of Jesus Christ may be fostered and the church's ministry in higher education enhanced.

The above new language is adapted from the CM Policies

[NAME OF CORPORATION] (“the Corporation”), shall:

- 1.1 Abide by the policies and procedures of the Unit, its successors or assigns,
- 1.2 Be governed by a Board of Directors consisting of persons appointed by the Corporation's member Synod(s),
- 1.3 Receive guidance and evaluation of its campus ministry by those persons designated by the Unit,

1.4 Provide regular financial and program reports to the Unit and the member Synod(s),

1.5 Revert all assets to the (Choose one or a combination of) _____ Synod or ELCA upon dissolution.

2. PRINCIPLE OFFICE

The principal office of the Corporation shall be located in [put in location] or at such other place as its Board of Directors may from time to time decide.

3. MEMBERSHIP IN THE CORPORATION

The member(s) of the corporation is/are the Synod(s) to which it relates.

3.1 Member Judicatories

The initial membership of the Corporation shall be composed solely of the [Name of Synod] ("Synod") or its successor. The Synod shall act through the Synod Council, Bishop, or designated Synod committee, as provided by Synod policy.

Or

The membership of the Corporation shall be composed of the [Name of Synod], the [Name of Synod-etc.], and the [Name of Synod] ("Synods") of the ELCA, or their respective successors. Each member Synod shall act through its Synod Council, Bishop, or designated Synod committee, as provided by Synod policy.

3.2 New Member

Upon the unanimous vote of the representatives of the Synod member(s) of the Corporation at a meeting thereof, and with the approval of the Unit, any ELCA Synod shall be admitted to membership in the Corporation.

4. BOARD OF DIRECTORS

The community represented by this corporation is committed to be an inclusive church in the midst of a diverse society and diversity is to be a consideration in the composition of the board.

4.1 General Powers; Number and Composition

Option 1

The management of the Corporation shall be vested in its Board of Directors, which shall consist of [number or range] persons representing the Synod(s). [If more than one synod is a member, indicate number of persons to represent each synod.] The Directors shall include faculty, staff and students of the institution(s) served. It shall be deemed proper for the Board of Directors to suggest to the member Synod(s) the names of such

persons it considers qualified to serve as directors. The Synod represented shall appoint each Director. Need for removal or replacement of a Director due to resignation, inactivity or other reasons shall be referred to the member Synod represented for action.

Option 2

The management of the Corporation shall be vested in its Board of Directors, which shall consist of [number or range] persons representing the Synod(s). The Directors shall include faculty, staff and students of the institutions served. The Board of [name of the ACMA or Coordinating Committee] shall elect the Board members on behalf of the member Synod(s). It shall be deemed proper for the Board to nominate persons it considers qualified to serve as Directors. Need for replacement of a Director due to resignation or inactivity shall be referred to [the ACMA or Coordinating Committee] for action.

4.2 Duties of the Board of Directors

The Board shall:

4.2.1 Develop annual plans, goals and budgets that allow the campus ministry to effectively conduct a ministry centered in Word and Sacrament, that includes, but is not limited to:

- worship
- evangelism and outreach
- Christian education and faith development
- hospitality and community building
- community service
- pastoral care
- leadership development
- justice and advocacy
- stewardship and fundraising
- vision and planning
- ecumenical and interfaith cooperation, and
- building relationships with synod(s), congregations, ecumenical partners, the educational institution(s) to be served, Lutheran Student Movement, and other campus ministry organizations and religious groups.

4.2.2 Adopt a mission statement consistent with the ELCA Campus Ministry mission.

4.2.3 Use all resources received from the churchwide organization, synod(s), ACMA's, congregations, and other donors in ways that advance the ELCA Campus Ministry mission.

4.2.4 Abide by the ELCA Campus Ministry Policies and Procedures and maintain eligibility for the ELCA Campus Ministry grant process.

4.2.5 Comply with the ELCA Constitution, Bylaws and Continuing Resolutions.

- 4.2.6 Ensure compliance with all applicable local, state and federal laws.
- 4.2.7 Appoint persons qualified to serve as professional staff of the Corporation in conformity with the policies of the ELCA and the synod(s) and endeavor to pay this staff at a rate consistent with synod guidelines.
- 4.2.8 Administer personnel policies for its campus ministry staff in consultation with the “Best Practices for ELCA Campus Ministry Personnel Policies.”
- 4.2.9 Manage and maintain such property as may be acquired or entrusted to its care.
- 4.2.10 Receive and manage financial resources to conduct the ministry, including strategic planning for fund raising and board member contributions.
- 4.2.11 Conduct annual reviews and participate in quadrennial review of the ministry.
- 4.2.12 Maintain minimum insurance coverage and limits consistent with the “Best Practices for ELCA Campus Ministry Risk Management Guidelines.”
- 4.2.13 Work in cooperation with other Lutheran campus ministries in the [territory involved] through [name of ACMA or Coordinating Committee.]

4.3 Terms

Members of the Board of Directors shall serve terms of three years each, except that the term of each student member shall be one year and except that certain of the non-student members of the initial Board of Directors shall serve lesser terms so that the terms do not expire all at one time. Non-student members may serve no more than two terms consecutively; student members may serve no more than four terms consecutively. No term limitations shall apply to the Bishops of the Synod(s) or their personal representatives. Directors shall hold office until the annual meeting for the year in which their terms of office are to expire, and, in each case, until their successors shall have been elected and qualified, or until their death, or until their resignation shall have become effective, whichever shall be the earliest.

4.4 Advisory Members

Advisory members of the Board of Directors shall be invited to attend and to participate on a nonvoting basis in each meeting of the Board of Directors. Advisory members shall consist of the Bishop(s) of the Synod(s) or their personal representatives (unless otherwise designated as voting members), the Churchwide Campus Ministry Team of the Unit or a designated representative, and professional staff employed by the Corporation.

4.5 Annual Meetings

An annual meeting of the Board of Directors for the election of officers and the transaction of such other business as may properly come before the meeting shall be held during the month of [Month] each year at a place designated by the Board of Directors

4.6 Regular Meetings

The Board of Directors from time to time may provide by resolution for the holding of regular meetings and may fix the time and place for such meetings.

4.7 Special Meetings

A special meeting of the Board of Directors may be called at any time by the Executive Committee or President or upon the written request of the Unit or of any three Directors.

4.8 Notice of Meetings

Written notice stating the place, day and hour shall be given of every meeting. The notice except as otherwise provided by law shall be given not less than [number] nor more than [number] days before the date of the meeting, either personally or by mail, electronic mail or facsimile addressed to the addressee's residence or usual place of business. The notice shall be given to each Director and advisory member. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called and who called the meeting. Notice of any meeting need not be given to any Director or advisory member who attends such meeting or who, in writing executed before or after such meeting, waives notice. No notice need be given of any adjourned meeting.

4.9 Voting

Except as otherwise provided in these Bylaws or by law, the vote of a majority of the Directors present at a meeting duly called shall, if a quorum is present, constitute the action of the Board.

4.10 Quorum

A quorum for the transaction of business shall consist of a majority of the Directors. A majority of the Directors present, whether or not a quorum, may adjourn a meeting to another time and place.

4.11 Resignations

Any Director may resign at any time by notice in writing to the Board of Directors or the President. Unless otherwise specified in the notice, the resignation shall take effect upon delivery.

4.12 Vacancies

Any vacancy occurring among the Directors shall be filled by the member Synod which such Director will represent. Each Director so appointed shall hold office until the next annual meeting of the Board of Directors and until a successor is elected and qualified.

5. EXECUTIVE COMMITTEE; OTHER COMMITTEES

If the treasurer is not an elected member of the Board, the treasurer may be an advisory member, but not a voting member, of the Executive Committee. If the State does not require a seal, omit the references to a seal in the following provision. State law may limit the power of the Executive Committee, particularly regarding affixing the seal. Check with an attorney.

5.1 Composition; General Powers

The Board of Directors may, by resolution passed by a majority of the whole Board, designate an Executive Committee to consist of the President, Vice-President, Secretary and

Treasurer and as many other Directors as the Board may from time to time specify. Except to the extent that the Board of Directors shall by resolution reserve specific powers exclusively to itself, when the Board of Directors is not in session, the Executive Committee shall have and may exercise all the powers of the Board of Directors in the management of the business and affairs of the Corporation. The Executive Committee has the power to authorize the seal of the Corporation to be affixed to all papers that may require it. The Executive Committee shall not have power to fill vacancies in the officers of the Board, or to change the membership of or to fill vacancies in or to dissolve the Executive Committee. All actions of the Executive Committee shall be reported to the Board of Directors at the next ensuing meeting of the Board.

5.2 Term of Office

Each member of the Executive Committee shall continue in office until the next annual meeting of the Board of Directors or until death or until a resignation shall have become effective, whichever shall be the earliest.

5.3 Meetings

The Executive Committee shall hold regular and special meetings at times and places it shall determine. Special meetings may be called by the Chair of the Executive Committee or by any two members thereof. Notice of the time and place of each meeting of the Executive Committee shall be given at least [number] days before the day on which the meeting is to be held. Notice of any meeting need not be given to any member of the Executive Committee who attends such meeting or who, in a written statement executed before or after the meeting, waives notice. No notice need be given of any adjourned meeting.

5.4 Quorum

The presence in person of a majority of the whole Executive Committee shall be sufficient to constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the members may, without notice other than by announcement at the meeting, adjourn the meeting to another time and place.

5.5 Voting

At all meetings of the Executive Committee at which a quorum is present, all matters shall be decided by the vote of a majority of the members of the Committee present.

5.6 Resignation

Any member of the Executive Committee may resign at any time by notice in writing to the Board of Directors or the President. Unless otherwise specified in the notice, the resignation shall take effect upon delivery.

5.7 Vacancies

If any vacancy shall occur in the Executive Committee, the remaining members shall continue to act and such vacancy may be filled by the Board of Directors

5.8 Action Without a Meeting

Any action that could be taken at a meeting of the Executive Committee may be taken without a meeting when the adoption of a resolution authorizing the action is consented to in writing signed by all of the members of the Executive Committee.

5.9 Audit Committee

An audit committee of at least three and not more than five persons shall be nominated by the Executive Committee and elected by the Board of Directors. As least two audit committee members shall not be members of the Board of Directors. Term of office shall be three years, with at least one member elected each year. Members shall be eligible for reelection.

5.10 Other Committees

The Board of Directors may designate other standing and special committees as it may deem necessary or advisable.

6. OFFICERS

The officers are officers of the Corporation, not just of the Board. It can be stated that the Treasurer does not need to be a member of the Board. If not a member of the Board, the Treasurer is an advisory member and not a voting member of the Board and the Executive Committee.

6.1 Officers: Election

The officers of the Corporation shall consist of a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected annually from and by the Board of Directors. The Board of Directors may elect such other officers as it shall deem advisable; such other officers need not be members of the Board of Directors.

6.2 Term

Each officer shall continue in office until the next annual meeting of the Board and until a successor shall have been elected and qualified, or until death, or until a resignation shall have become effective, or until the officer shall have been removed in the manner hereinafter provided, whichever shall be the earliest.

6.3 Resignations

Any officer may resign at any time by giving notice in writing to the Board of Directors or the President. Unless otherwise specified in the notice, the resignation shall take effect upon delivery.

6.4 Removal

Any officer or agent may be removed at any time, either for or without cause, by the Board of Directors.

6.5 Vacancies

A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

6.5 The President

The President shall:

- 6.1.1 preside at all meetings of the Board of Directors and of the Executive Committee;
- 6.1.2 be responsible for the development of an agenda for each meeting;
- 6.1.3 be responsible that the provisions of these Bylaws are observed and that the enactments of the Board of Directors are carried out;
- 6.1.4 have general charge of and control over the affairs and property of the Corporation and general supervision over its officers and agents, subject to the direction of the Board of Directors;
- 6.1.5 have seat and voice in all meetings of each standing committee and of all other committees of the Board; and
- 6.1.6 shall have such other powers and perform such other duties as may be incidental to this office, as are given by these Bylaws, or as from time to time may be assigned by the Board.

6.7 The Vice-President

The Vice-President shall:

- 6.7.1 in the absence of the President preside at all meetings of the Board of Directors and the Executive Committee; and
- 6.7.2 perform such other duties as from time to time may be assigned by the Board of Directors or the President.

6.8 The Secretary

The Secretary shall:

- 6.8.1 record the minutes of the meeting of the Board of Directors and the Executive Committee;
- 6.8.2 file with the minutes of the Board of Directors or the Executive committee, as the case may be, the resolutions by which any actions taken without a meeting are authorized, together with the consents to such action;
- 6.8.3 transmit promptly a copy of the minutes of each meeting of, and a copy of each resolution by which action is taken without a meeting by the Board of Directors or the Executive Committee to each Director and advisory member and to the Unit;
- 6.8.4 cause notices to be duly given in accordance with the provision of these Bylaws and as required by law;

6.8.5 see that all reports and other documents and records required by law are properly filed and kept;

6.8.6 have custody of the records [and seal] of the Corporation [and cause the seal to be affixed as authorized]; and

6.8.7 have such other powers and perform such other duties as are given by the Board of Directors or the President.

6.9 The Treasurer

The Treasurer shall:

6.9.1 be bonded;

6.9.2 be the chief fiscal officer of the Board;

6.9.3 have responsibility for the receipt and distribution of all moneys, and for the safekeeping of moneys and securities, of the Corporation;

6.9.4 keep an accurate account of all financial transactions and report thereon at each meeting of the Board of Directors; and

6.9.5 have such other powers and perform such other duties as from time to time may be assigned by the Board of Directors or the President.

6.10 Signing Authority

Each contract or other instrument as authorized by the Board of Directors shall be executed by the President, or, in the President's absence, the Vice-President, and by the Secretary or, in the Secretary's absence, the Treasurer.

7. STAFF

The Board of Directors shall appoint or cause to be appointed such staff with such duties as it may from time to time consider desirable for the implementation of the work of the Corporation and shall provide for supervision, support and oversight of this staff.

8. FINANCIAL MATTERS

8.1 Required Board of Directors Approval

Except as otherwise authorized by the Board of Directors, no agreement, contract or obligation involving payment of money, or the credit or liability of the Corporation, in an amount exceeding \$ [amount] shall be made without the approval of the Board of Directors.

The next two provisions are mandatory

8.2 Required Unit Approval

The Corporation shall not borrow any money without first consulting with the Unit, nor shall it

make any other financial contractual commitment beyond the limits of the annual budget without first consulting with the Unit.

8.3 Required Member Synod Approval

The Corporation shall not solicit funds from congregations, their auxiliaries, or from sub-groups of the member Synod(s), except with the written consent of the affected member Synod.

9. INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

*The purpose of an indemnification section is to provide protection for Directors, Officers, and employees. States have specific requirements relating to indemnification. Some states require that the indemnification clause be in the Articles of Incorporation and will not validate the indemnification if it is only in the Constitution or Bylaws. Although there has been recent legislation providing volunteer protection, it is still important to have the bylaws contain specific indemnification language appropriate to the state of incorporation. In addition, the campus ministry should have Directors and Officers insurance. Some synods have asked the synod's attorney to draft a provision appropriate to the laws of the particular state. Check with the synod office. Unless the synod has an approved statement, the agency will need to work with a local attorney. No model clause can be provided. The clause in the 1987 Model Constitution **should not be used.***

10. ROBERT'S RULES OF ORDER

In matters not covered in these Bylaws, each meeting of the Board of Directors or of the Executive Committee shall be governed by the latest version of Robert's Rules of Order.

11. AMENDMENTS

This provision is mandatory

Subject to written approval by the Director for Campus Ministry of the Unit or officially designated representative and the Bishop of the Synod member(s) or officially designated representative(s), these Bylaws may be amended, or new Bylaws adopted, by a majority vote of the Board of Directors at any annual, regular or special meeting, provided written notice, embodying such proposed amendment or new Bylaws, has been given in the notice of the meeting at which such proposed amendment or new Bylaws is to be acted upon.

12.EFFECTIVE DATE

These Bylaws shall take effect upon the delivery of written notice of approval by the Director for Campus Ministry of the Unit or officially designated representative and the Bishop of the Synod member(s) or officially designated representative(s).

ADOPTED BY THE CORPORATION ON: _____

APPROVED BY THE DIRECTOR FOR ELCACAMPUS MINISTRY ON: _____

List as many synods as are members

APPROVED BY THE _____ SYNOD ON: _____

APPROVED BY THE _____ SYNOD ON: _____

EFFECTIVE DATE: _____