

1                   **THE LUTHERAN HOUR MINISTRIES**  
2                                   **FOUNDATION**  
3   **Bylaws**

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6                                   **Article I**  
7   *Offices*  
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9                   The principal office of The Lutheran Hour Ministries Foundation (the “Corporation”)  
10 shall be located in the St. Louis, Missouri metropolitan area, at such address as the Board of  
11 Trustees may from time to time designate. The Corporation may have such other offices, either  
12 within or without St. Louis, Missouri, as the business of the Corporation may require from time  
13 to time. The principal office of the Corporation may be changed from time to time by the Board  
14 of Trustees to any other city either within or outside St. Louis County, Missouri.  
15

16                   The registered office of the Corporation, required by the Revised Statutes of Missouri to  
17 be maintained in the State of Missouri, may be, but need not be, identical with the principal  
18 office in the State of Missouri, and the address of the registered office may be changed from time  
19 to time by the Board of Trustees.  
20

21                                   **Article II**  
22   *Members*

23                   Section 2a: *Members.* The Corporation shall have Members, provided that the Members  
24 shall not have any of the rights of “members” under the Missouri Nonprofit Corporation Act.  
25 For purposes of Section 355.066(7) of the Revised Statutes of Missouri, the Members shall be  
26 considered delegates and shall have only those rights and powers specifically set forth in these  
27 Bylaws. The Members of The Lutheran Hour Ministries Foundation shall consist of the current  
28 members of the Board of Directors of the International Lutheran Laymen’s League (the “League  
29 Members”), the present Board of Trustees of the Corporation (the “Trustee Members”), and all

30 individuals who have served as Trustee Members or members of the Executive Committee of the  
31 International Lutheran Laymen's League (the "League").

32

33 Section 2b: *General Powers*. Each Member shall have the right to vote on the election  
34 of members of the Corporation's Board of Trustees to the extent provided in Article II, Section  
35 2g. The Members shall also receive the annual report of the Board of Trustees as set forth in  
36 Section 2c of these Bylaws.

37

38 Section 2c: *Annual Meeting*. An annual meeting of the Members shall be held at a time  
39 designated by the Board of Trustees, which closely coincides with a meeting of the League's  
40 Board of Directors, for the purposes of electing Trustees and to receive the Board of Trustees'  
41 report of the Corporation's operations and activities for the most recent fiscal year.

42 Section 2d: *Notice*. Written notice of each meeting of the Members stating the time and  
43 place thereof shall be mailed, postage prepaid, not less than fifteen (15) days nor more than sixty  
44 (60) days before the meeting, excluding the day of the meeting, to Members at their address  
45 according to the last available records of the Corporation.

46

47 Section 2e: *Regular Meetings*. Other regular meetings of the Members may be  
48 established by the Members. Notice of such meetings shall be given in the same manner as  
49 provided in Section 2d.

50

51 Section 2f: *Special Meetings*. Special meetings of the Members may be called by the  
52 President of the Corporation. Notice of such meetings shall be given in the same manner as  
53 provided in Section 2d.

54

55

56           Section 2g: *Voting, Quorum and Adjournments.* At every meeting of Members, each  
57 Member present shall be entitled to one vote. 20 Members present shall constitute a quorum for  
58 all purposes, except as otherwise provided by law, and the act of a majority of the Members  
59 present at any meeting shall be the act of the full membership except as may be otherwise  
60 specifically provided by statute or by these Bylaws.

61  
62           Section 2h: *Compensation.* The Members shall not receive salaries, fees or  
63 compensation for their service as Members or their attendance at any meeting of Members or  
64 committee meeting of Members.

65  
66           Section 2i: *Interest in Transactions.* No contract or transaction between the Corporation  
67 and one or more of its Members or officers, or between the Corporation and any other  
68 corporation, partnership, association, or other organization in which one or more of its Members  
69 or officers are shareholders, members or officers, or have a financial interest (“Interested  
70 Parties”), shall be void or voidable solely for this reason, or solely because the Member or officer  
71 is present at, or participates in, the meeting of the Board of Trustees, or a committee thereof,  
72 which authorizes the contract or transaction, or solely because their votes are counted for such  
73 purpose, if: (a) the material facts as to their relationship or interest and as to the contract or  
74 transaction are disclosed or are known to the Trustees or committee, and the Trustees or  
75 committee in good faith authorizes the contract or transaction by the affirmative votes of a  
76 majority of the disinterested Trustees, even though the disinterested Trustees be less than a  
77 quorum; or (b) the contract or transaction is fair as to the Corporation as of the time it is  
78 authorized or approved by the Trustees or a committee thereof. Trustees who are Interested  
79 Parties may be counted in determining the presence of a quorum at a meeting of the Trustees or a  
80 committee which authorizes the contract or transaction.

81

82 **Article III**

83 *Officers of the Corporation*

84 Section 3a: *Officers*. The officers of the Corporation shall consist of a President, who  
85 shall be a member of the League's Constituent Services department appointed by the League's  
86 President & CEO; a Treasurer, who shall be a member of the League's Finance department  
87 appointed by the League's President & CEO; and a Vice President and a Secretary and such  
88 other officers as may be elected in accordance with the provisions of this Article. The Board of  
89 Trustees, by resolution, may create the offices of one or more Assistant Treasurers and Assistant  
90 Secretaries, all of whom shall be elected by the Board of Trustees. Any two or more offices may  
91 be held by the same person. The officers need not be Trustees of the Corporation.

92  
93 All officers and agents of the Corporation, as between themselves and the Corporation,  
94 shall have such authority and perform such duties in the management of the property and affairs  
95 of the Corporation as may be provided in the Bylaws, or, in the absence of such provision, as  
96 may be determined by resolution of the Board of Trustees.

97  
98 Section 3b: *Election and Term of Office*. The officers of the Corporation other than the  
99 President and the Treasurer shall be elected annually by the Board of Trustees. Vacancies may  
100 be filled or new offices created and filled at any meeting of the Board of Trustees. Officers shall  
101 hold office until their successor shall have been duly elected and shall have qualified or until  
102 their death or until they shall resign or shall have been removed in the manner hereinafter  
103 provided, or in the case of the President or Treasurer, until they no longer qualify for such  
104 position.

105  
106 Section 3c: *Removal*. Any officer or agent elected or appointed by the Board of Trustees  
107 may be removed at the discretion of the Board of Trustees whenever in its judgment the best

108 interests of the Corporation would be served thereby, provided, however, if an officer or agent is  
109 an employee of the League, that person may only be removed by the League's President & CEO.

110

111 Section 3d: *Vacancies*. A vacancy in any elected office because of death, resignation,  
112 removal, disqualification or otherwise, may be filled by the Board of Trustees for the unexpired  
113 portion of the term.

114

115 Section 3e: *President*. The President shall be the principal executive officer of the  
116 Corporation and shall in general supervise and control all of the business and affairs of the  
117 Corporation. The President shall be subordinate to the Board of Trustees, shall be the Chief  
118 Executive and Chief Operating Officer of the Corporation and shall be in charge of, and exercise  
119 general supervisory control over all operating phases and departments of the Corporation. The  
120 President shall be entitled to attend and participate in all meetings of the Board of Trustees or of  
121 any committee thereof, but shall not have the right to vote on any matter before any such  
122 meeting. The President may sign, with the Secretary or Treasurer or any other proper officer  
123 thereunto authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other  
124 instruments which the Board of Trustees has authorized to be executed, except in cases where the  
125 signing and execution thereof shall be expressly delegated by the Board of Trustees, or by these  
126 Bylaws, to some other officer or agent of the Corporation, or shall be required by law to be  
127 otherwise signed or executed; and in general shall perform all duties as may be prescribed by the  
128 Board of Trustees.

129

130 Section 3f: *Vice President*. The Vice President shall perform the duties of the President  
131 in the event of the latter's absence, inability or refusal to act. The Vice President shall perform  
132 such other duties as from time to time may be assigned by the President of the Corporation or by  
133 the Board of Trustees.

134           Section 3g: *Treasurer*. The Treasurer shall cause to be kept adequate and correct  
135 accounts of the business transactions of the Corporation and on the expiration of the term of  
136 office shall turn over to the succeeding Treasurer or to the Board of Trustees all property, books  
137 and papers of the Corporation. If required by the Board of Trustees, the Treasurer shall give a  
138 bond for the faithful discharge of duties in such sum and with such surety or sureties as the  
139 Board of Trustees shall determine. The Treasurer shall: (a) be a member of the Investment  
140 Committee; (b) have charge and custody of and be responsible for all funds and securities of the  
141 Corporation, and receive and give receipts for monies due and payable to the Corporation from  
142 any source whatsoever, and deposit all such monies in the name of the Corporation in such  
143 banks, trust companies or other depositories as shall be selected in accordance with the  
144 provisions of Article VII of these Bylaws; and (c) in general perform all the duties incident to the  
145 office of Treasurer and such other duties as from time to time may be assigned by the President  
146 of the Corporation or the Board of Trustees.

147  
148           Section 3h: *Secretary*. The Secretary shall make provisions to (a) keep the minutes of  
149 meetings of the Members and meetings of the Board of Trustees as provided for in these Bylaws;  
150 (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as  
151 required by law as prescribed in these Bylaws; (c) provide for the custodial care of the corporate  
152 records and of the seal of the Corporation; and (d) in general perform all duties incident to the  
153 office of Secretary and such other duties as from time to time may be assigned to by the  
154 President of the Corporation or by the Board of Trustees.

155  
156           Section 3i: *Assistant Treasurers and Assistant Secretaries*. The Assistant Treasurers  
157 shall respectively, if required by the Board of Trustees, give bonds for the faithful discharge of  
158 their duties in such sums and with such sureties as the Board of Trustees shall determine. The  
159 Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be

160 assigned to them by the Treasurer or the Secretary, respectively, or by the President of the  
161 Corporation or the Chair of the Board of Trustees.

162

163 Section 3j: *Additional Powers*. Any officer of the Corporation, in addition to the powers  
164 conferred upon these individuals by these Bylaws, shall have such powers and perform such  
165 additional duties as may be prescribed from time to time by the Board of Trustees.

166

167

#### **Article IV**

168

##### *Trustees of the Corporation*

169

170 Section 4a: *General Powers*. The property, business and affairs of the Corporation shall  
171 be controlled and managed by its Board of Trustees. This shall include approval of all policies  
172 governing the operation of its committees. The Board of Trustees may, by resolution, delegate to  
173 such officers or employees of the Corporation, such general and specific powers, as it may deem  
174 appropriate.

174

175 Section 4b: *Number, Tenure and Qualifications*. The number of Trustees of the  
176 Corporation shall be not less than nine (9) and no more than nineteen (19). The Board of  
177 Trustees may, within such limits, at any time, and from time to time, change the number of  
178 elected Trustees to constitute the Board of Trustees by adopting a resolution fixing the new  
179 number of Trustees to constitute the Board of Trustees of the Corporation from and after the  
180 effective date of such resolution. The composition of the Board of Trustees shall be as follows:

181

182 i. The League's Chief Financial Officer, President & CEO, and Chairman of the  
183 Board shall be Trustees (the "League Trustees").

184

185 ii. The League's Board of Directors shall appoint one (1) member of the Board of

186 Directors to serve as a Trustee (the Directors' Trustee").

187

188 iii. The remainder of the Trustees shall be elected by the Members as hereinafter  
189 provided by these Bylaws.

190

191 No increase or decrease in the number of Trustees shall have the effect of altering the  
192 existing term of any Trustee. Each Trustee shall be a member of a congregation of the Lutheran  
193 Church—Missouri Synod or Lutheran Church—Canada.

194

195 Section 4c: *Appointment, Election and Term of Office.*

196

197 i. All appointed and elected members of the Board of Trustees shall hold office until  
198 their successors have been appointed or elected and qualified.

199 ii. The term of the Director's Trustee shall begin at the Annual Meeting of the Board  
200 of Trustees. The appointee shall serve a one (1)-year term and be eligible for  
201 reappointment.

202 iii. Elective vacancies on the Board shall be filled by the Members at their Annual  
203 Meeting. These elections shall be for three (3)-year terms and no Trustee shall  
204 serve more than three (3) consecutive three (3)-year terms.

205

206 Section 4d: *Resignation, Removal and Vacancies.* Trustees may resign at any time in  
207 writing to that effect filed with the Secretary or any officer of the Corporation other than  
208 themselves. Such resignation shall take effect at the time specified therein, if any, or if no time  
209 is specified therein, then upon receipt of such notice by such officer.

210

211

212           A Trustee (other than any person serving as a League Trustee or as a Directors' Trustee)  
213 may be removed with or without cause by the affirmative vote of two-thirds of the Board of  
214 Trustees of the Corporation. Notwithstanding the foregoing, nothing herein shall be construed to  
215 limit the ability of the League to remove a person serving as a League Trustee or a Directors'  
216 Trustee from any position, which qualifies such person to serve as a Trustee. Upon such  
217 removal, the League Trustee or Directors' Trustee, as the case may be, shall cease to be a  
218 Trustee.

219  
220           Whenever any vacancies shall occur among the Trustees, the remaining Trustees shall  
221 constitute the Trustees of the Corporation until such vacancy is filled or until the number of  
222 Trustees is changed. The remaining Trustees shall fill vacancies for any unexpired term. The  
223 appointed Trustees may fill vacancies for any unexpired term. Such an appointee may be  
224 eligible for election to serve 3 consecutive terms.

225  
226           Section 4e: *Voting, Quorum and Adjournments*. A majority of the Trustees then serving  
227 shall constitute a quorum if such majority includes at least one Trustee who is a League Trustee;  
228 provided that any meeting duly called may, by a vote of a majority of the Trustees present, be  
229 adjourned from time to time and place to place, in which case no further notice of the adjourned  
230 meeting need be given. At any meeting of Trustees all questions and business shall be  
231 determined by the affirmative vote of not less than a majority of the Trustees present, except as  
232 the Articles of Incorporation or the Bylaws may require the affirmative votes of a greater number  
233 of Trustees.

234  
235           Section 4f: *Annual Meeting*. The annual meeting of the Board of Trustees shall be held  
236 for the purpose of electing officers and transacting any other business.

237

238           Section 4g: *Regular Meetings*. Regular meetings of the Board of Trustees may be  
239 established by the Board of Trustees. Notice of such meetings shall be given as with the annual  
240 meeting.

241  
242           Section 4h: *Special Meetings*. Special meetings of the Trustees may be held at any time  
243 upon call by the Chair of the Board of Trustees or by any two Trustees. There shall be at least a  
244 two (2) day notice of the meeting.

245  
246           Section 4i: *Notice of Meeting*. Written notice of each annual meeting of the Board of  
247 Trustees stating the time and place thereof shall be mailed not less than fifteen (15) days nor  
248 more than sixty (60) days before the meeting, excluding the day of the meeting, to each Trustee  
249 at the address according to the last available records of the Corporation.

250  
251           Section 4j: *Compensation*. The Trustees shall not receive salaries, fees or compensation  
252 for their service as Trustees or their attendance at any meeting of Trustees or committee meeting  
253 of Trustees. Expenses may be reimbursed at a level consistent with League policies.

254  
255           Section 4k: *Interest in Transactions*. No contract or transaction between the Corporation  
256 and one or more of its Trustees or officers, or between the Corporation and any other  
257 corporation, partnership, association, or other organization in which one or more of its Trustees  
258 or officers are shareholders, members or officers, or have a financial interest (“Interested  
259 Parties”), shall be void or voidable solely for this reason, or solely because the Trustee or officer  
260 is present at or participates in the meeting of the Board of Trustees or committee thereof which  
261 authorizes the contract or transaction, or solely because their votes are counted for such purpose,  
262 if: (a) the material facts as to a relationship or interest and as to the contract or transaction are  
263 disclosed or are known to the Board of Trustees or committee, and the Board of Trustees or

264 committee in good faith authorizes the contract or transaction by the affirmative votes of a  
265 majority of the disinterested Trustees, even though the disinterested Trustees be less than a  
266 quorum; or (b) the contract or transaction is fair as to the Corporation as of the time it is  
267 authorized or approved by the Board of Trustees or a committee thereof. Trustees who are  
268 Interested Parties may be counted in determining the presence of a quorum at a meeting of the  
269 Board of Trustees or a committee which authorizes the contract or transaction.

270

271           Section 4l: *Action by Unanimous Consent of Trustees and Attendance by Telephone*  
272 *Conference.* Any action, which is required to be or may be taken at a meeting of the Trustees,  
273 may be taken without a meeting if consents in writing, setting forth the action so taken, are  
274 signed by all the Trustees. The consents shall have the same force and effect as a unanimous  
275 vote of the Trustees at a meeting duly held, and may be stated as such in any certificate or  
276 document filed under the provisions of the Missouri Nonprofit Corporation Act. The Secretary  
277 shall file the consents with the minutes of the meetings of the Board of Trustees. A Trustee may  
278 also participate in meetings of the Board of Trustees by means of telephone or other  
279 communications equipment whereby all persons participating in the meeting can hear each other,  
280 and participation in a meeting in such manner shall be deemed presence in person at the meeting  
281 for all purposes.

282

283           Section 4m: *Pastoral Advisor.* The League's Speaker for Lutheran Hour Ministries shall  
284 be the Pastoral Advisor to the Board of Trustees. The Pastoral Advisor shall be entitled to attend  
285 and participate in all meetings of the Board of Trustees, but shall not have the right to vote on  
286 any matter before the Board or the Committee. In the event of a vacancy in the Speaker position,  
287 the pastoral advisor of the League shall serve as Pastoral Advisor to the Board of Trustees.

288

289



316 distributions to Trustees, Members, officers, agents or employees except in exchange for  
317 something or some act of equal value received; (b) approve any dissolution, merger or sale,  
318 pledge or transfer of all or substantially all of the Corporation's assets; (c) elect, appoint or  
319 remove Trustees or fill vacancies on the Board of Trustees or on any committee; or (d) adopt,  
320 amend or repeal the Articles of Incorporation or Bylaws.

321

322 Each such committee shall serve at the pleasure of the Board of Trustees, shall act only in  
323 the intervals between meetings of the Board of Trustees, and shall be subject to the control and  
324 direction of the Board of Trustees. All actions by any such committee shall be subject to  
325 revision and alterations by the Board of Trustees.

326

327 All committees shall make provision to record and preserve a record of their actions.  
328 Any such committee may act at a meeting by a majority of its members or by a writing or  
329 writings signed by all of its members.

330

331 The Board of Trustees may also designate other committees (whose members need not be  
332 Trustees) that do not have or exercise the authority of the Board of Trustees in the management  
333 of the Corporation.

334

335 Section 5b: *Executive Committee.* Voting members of the Executive Committee shall  
336 consist of the Chair and Vice-Chair of the Board of Trustees, the Secretary of the Corporation,  
337 one other elected Trustee chosen by the Board of Trustees, and the Chairman of the Board of  
338 Directors of the League. The President & CEO of the League, the President and Treasurer of the  
339 Corporation, and the Trustees' Pastoral Advisor shall be non-voting members. The Chair of the  
340 Board of Trustees shall serve as Chair of the Executive Committee. The Chair, or any two other  
341 members of the Executive Committee, may call for a meeting of the Executive Committee. Any

342 action arising from that meeting shall be shared with the Board of Trustees in the most  
343 expeditious way possible. During the intervals between meetings of the Board of Trustees, the  
344 Executive Committee shall, subject to section 5a hereof, possess and may exercise all the powers  
345 and functions of the Board of Trustees in the management and direction of the affairs of the  
346 Corporation in all cases in which specific direction shall not have been given by the Board of  
347 Trustees. The Executive Committee shall keep full and complete records of all meetings and  
348 actions, which shall be reported to the Board of Trustees. At each meeting of the Executive  
349 Committee, all questions and business shall be determined by a majority vote of those  
350 participating.

351

352           Section 5c: *Audit Committee*. The Audit Committee shall assist the Board of Trustees in  
353 fulfilling its oversight responsibilities. The Audit Committee shall consist of no less than three  
354 members who possess a basic understanding of finance and accounting and are competent to read  
355 and understand fundamental financial statements, and at least one member of the Audit  
356 Committee shall have accounting or related financial management expertise. The Audit  
357 Committee shall meet no less than two times per year. At least a majority of the members of the  
358 Audit Committee shall be independent (non-League management staff) Trustees.

359           The Audit Committee shall:

- 360           i.       Recommend the firm to be employed as the Corporation's independent auditor,  
361                   and review and approve the discharge of any such firm. The Committee shall also  
362                   review and approve the independent auditor's compensation, the terms of its  
363                   engagement by the Corporation, and the independence of such auditor.
- 364           ii.       Review, in consultation with the independent auditor, the result of each  
365                   independent audit of the Corporation, the report of the auditor, any related  
366                   management letter, and management's responses to recommendations made by  
367                   the independent auditor in connection with the audit.

- 368           iii.     Review, in consultation with the independent auditor and management, the  
369                    Corporation's annual financial statements; any report or opinion rendered by the  
370                    independent auditor in connection with those financial statements; and any  
371                    dispute between management and the independent auditor that arose in connection  
372                    with the preparation of those financial statements. The Committee shall review  
373                    and report to the Board with respect to the financial portions of the Corporation's  
374                    annual report.
- 375           iv.     Review, before or after publication, the Corporation's periodic interim financial  
376                    statements.
- 377           v.     Consider, in consultation with the independent auditor, the scope and plan of  
378                    forthcoming external audits.
- 379           vi.     Consider, in consultation with the independent auditor and the chief internal  
380                    auditor, if any, the adequacy of the Corporation's internal accounting controls.
- 381           vii.    Consider, when presented by the independent auditor or otherwise, material  
382                    questions of choice with respect to the choice of appropriate accounting principles  
383                    and practices to be used in the preparation of the Corporation's financial  
384                    statements.
- 385           viii.   Have power to inquire into any financial matters in addition to those set forth in  
386                    sections (i) through (vii).
- 387           ix.     Perform such other functions as may be assigned to it by law, the Corporation's  
388                    Bylaws, or the Board of Trustees.
- 389

390           *Section 5d: Board Development Committee.* The Board Development Committee shall  
391           consist of at least three (3) Trustees appointed by the Chair of the Board of Trustees. The Board  
392           Development Committee shall solely be responsible for the final nomination of individuals to  
393           serve as Member-elected members of the Board of Trustees. The Board Development

394 Committee shall also be responsible for nominations to fill vacancies on the Board of Trustees.  
395 The Board Development Committee should annually, or more frequently if necessary, review the  
396 composition of the Board of Trustees with respect to such factors as gender, ethnicity, age,  
397 industry representation, geographic dispersion, the number, function, and expertise needs of  
398 committees, and the needs of the Board of Trustees and the Corporation. Based upon that  
399 review, the Board Development Committee shall make recommendations to the Board of  
400 Trustees. The Board Development Committee will also have responsibility for the educational  
401 development of the Board of Trustees. The Committee shall review and make recommendations  
402 for revisions, amendments, or additions to the policies, bylaws, and articles of incorporation of  
403 the LHM Foundation.

404  
405 Section 5e: *Investment Committee*. An Investment Committee shall be established and  
406 composed of three or more Trustees and the Treasurer. Such Committee shall have the power  
407 and authority to manage, oversee, and make any and all investment decisions of the Corporation  
408 with appropriate utilization of outside investment professionals. All investments made by the  
409 Investment Committee shall be in accordance with general guidelines established by such  
410 committee and approved by the Board of Trustees. The Investment Committee shall submit a  
411 report to the Board of Trustees quarterly summarizing all investments and the performance of all  
412 investments, and the Investment Committee shall immediately report to the Board of Trustees  
413 any decrease in value of the Corporation's assets of ten (10) percent or more or any proposed  
414 significant change in its investments or investment guidelines. The members of the Investment  
415 Committee are authorized, empowered and directed, in their capacity as members of the  
416 Investment Committee of the Corporation, on behalf of the Corporation, to take any and all  
417 actions and execute and deliver any and all investment agreements, documents, instruments,  
418 certificates and resolutions which such members deem necessary, desirable, convenient or  
419 appropriate to effect any investment transaction or decision.

420           Section 5f: Fund Development Committee. A Fund Development Committee shall be  
421 established and composed of three or more Trustees. Such committee shall identify and review  
422 marketing concepts and strategies to increase public awareness of the Corporation; identify and  
423 review philanthropic trends to better understand what potential donors might be looking for  
424 when they consider making a gift to the Corporation; work with the Corporation staff to develop  
425 and regularly update a list of prospective donors; review and assess metrics provided by  
426 Corporation staff and provide input as appropriate; and help foster a culture of philanthropy  
427 throughout the Corporation (among staff, board members, and donors).

428

429           Section 5g: *Meetings and Voting*. Each committee of the Corporation may establish the  
430 time for its regular meetings and may change that time, as it deems advisable. Special meetings  
431 of any committee of the Corporation may be called by the Chair of that committee or by the  
432 Chair of the Board of Trustees. At all committee meetings of the Corporation, each committee  
433 member shall be entitled to cast one vote on any question coming before such meeting. The  
434 presence of a majority of the membership of any committee of the Corporation shall constitute a  
435 quorum at any meeting. A majority vote of the members of a committee of the Corporation  
436 present at any meeting thereof shall be sufficient for the transaction of the business of such  
437 committee.

438

439           Section 5h: *Term of Office*. Each member of a committee appointed by the Board of  
440 Trustees shall continue as such until the next annual meeting of the Board of Trustees and until a  
441 successor is appointed, unless the committee shall be dissolved, or unless such member shall  
442 cease to qualify as a member thereof. A committee member may be removed at any time by the  
443 Board of Trustees with or without cause.

444

445





497 companies or other depositories as the Board of Trustees may approve or designate, and all such  
498 funds shall be withdrawn only in the manner or manners authorized by the Board of Trustees  
499 from time to time.

500 **Article VIII**

501 *Indemnification*

502  
503 *Section 8a: Action, Etc. Other Than By or In The Right of The Corporation.* The  
504 Corporation shall indemnify any person who was or is a party or is threatened to be made a party  
505 to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal,  
506 administrative or investigative, other than an action by or in the right of the Corporation, by  
507 reason of the fact of being a current or past Trustee, officer, employee or agent of the  
508 Corporation, or is or was serving at the request of the Corporation as a Trustee, officer, employee  
509 or agent of another corporation, partnership, joint venture, trust or other enterprise, against  
510 expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and  
511 reasonably incurred by the individual in connection with such action, suit, or process if the  
512 Trustee acted in good faith and in a manner reasonably believed to be in or not opposed to the  
513 best interests of the Corporation, and, with respect to any criminal action or proceeding, had no  
514 reasonable cause to believe the conduct was unlawful. The termination of any action, suit, or  
515 proceeding by judgment, order, settlement, conviction, or upon a plea of "nolo contendere" or its  
516 equivalent, shall not, of itself, create a presumption that the person did not act in good faith and  
517 in a manner which the Trustee reasonably believed to be in or not opposed to the best interests of  
518 the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to  
519 believe that the conduct was unlawful.

520  
521 *Section 8b: Actions, Etc., By or In The Right of The Corporation.* The Corporation shall  
522 indemnify any person who was or is a party or is threatened to be made a party to any threatened,

523 pending or completed action or suit by or in the right of the Corporation to procure a judgment in  
524 its favor by reason of the fact that the individual is or was a Trustee, officer, employee or agent  
525 of the Corporation, or is or was serving at the request of the Corporation as a Trustee, officer,  
526 employee or agent of another corporation, partnership, joint venture, trust or other enterprise  
527 against expenses, including attorneys' fees, and amounts paid in settlement actually and  
528 reasonably incurred in connection with the defense or settlement of the action or suit if the  
529 Trustee, officer, employee or agent acted in good faith and in a manner reasonably believed to be  
530 in or not opposed to the best interest of the Corporation; except that no indemnification shall be  
531 made in respect of any claim, issue or matter as to which such person shall have been adjudged  
532 to be liable for negligence or misconduct in the performance of the duty to the Corporation  
533 unless and only to the extent that the court in which the action or suit was brought determines  
534 upon application that, despite the adjudication of liability and in view of all the circumstances of  
535 the case, the person is fairly and reasonably entitled to indemnity for such expenses which the  
536 court shall deem proper.

537

538           Section 8c: *Determination of Right of Indemnification.* Any indemnification under  
539 subsections 8a and 8b of this Article, unless ordered by a court, shall be made by the Corporation  
540 only as authorized in the specific case upon a determination that indemnification of the Trustee,  
541 officer, employee or agent is proper in the circumstances because the person has met the  
542 applicable standard of conduct set forth in this Article VIII. The determination shall be made by  
543 the Board of Trustees by a majority vote consisting of Trustees who were not parties to the  
544 action, suit, or proceeding, or if such a quorum is not obtainable, or even if obtainable a quorum  
545 of disinterested Trustees so directs, by independent legal counsel hired by the Board of Trustees  
546 in a written opinion.

547

548

549           Section 8d: *Other Enterprises, Fines, and Serving at Corporation's Request.*  
550 Notwithstanding any other provision of this Article, to the extent that a Trustee, officer,  
551 employee or agent of the Corporation has been successful on the merits or otherwise in defense  
552 of any action, suit, or proceeding referred to in subsections 8a and 8b of this Article, or in  
553 defense of any claim, issue or matter therein, he shall be indemnified against expenses, including  
554 attorneys' fees, actually and reasonably incurred by the individual in connection with the action,  
555 suit, or proceeding.

556  
557           Section 8e: *Prepaid Expenses.* Expenses incurred in defending a civil or criminal action,  
558 suit or proceeding may be paid by the Corporation in advance of the final disposition of the  
559 action, suit, or proceeding as authorized by the Board of Trustees in the specific case upon  
560 receipt of an undertaking by or on behalf of the Trustee, officer, employee or agent to repay such  
561 amount unless it shall ultimately be determined that the person is entitled to be indemnified by  
562 the Corporation as authorized in this section.

563  
564           Section 8f: *Other Rights and Remedies.* The indemnification provided by this Article  
565 shall not be deemed exclusive of any other rights to which those seeking indemnification may be  
566 entitled under sections 351.355, 355.471, 355.476 or 537.117 RSMo. any other provision of law,  
567 the articles of incorporation or bylaws or any agreement, a vote of disinterested Trustees or  
568 otherwise, both as to action in the person's official capacity and as to action in another capacity  
569 while holding such office, and shall continue as to a person who has ceased to be a Trustee,  
570 officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators  
571 of such a person.

572  
573           Section 8g: *Insurance.* The Corporation may purchase and maintain insurance on behalf  
574 of any person who is or was a Trustee, officer, employee or agent of the Corporation or is or was

575 serving at the request of the Corporation as a Trustee, officer, employee or agent of another  
576 corporation, partnership, joint venture, trust or other enterprise against any liability asserted  
577 against the person and incurred in any such capacity, or arising out of the status as such, whether  
578 or not the Corporation would have the power to indemnify the individual against such liability  
579 under the provisions of this Article.

580

581       Section 8h: *Constituent Corporations*. For the purpose of this Article VIII, references to  
582 "the Corporation" include all constituent corporations absorbed in a consolidation or merger as  
583 well as the resulting or surviving corporation so that any person who is or was a Trustee, officer,  
584 employee or agent of such a constituent corporation or is or was serving at the request of such  
585 constituent corporation as a Trustee, officer, employee or agent of another corporation,  
586 partnership, joint venture, trust or other enterprise shall stand in the same position under the  
587 provisions of this Article with respect to the resulting or surviving corporation as the person  
588 would if he or she had served the resulting or surviving corporation in the same capacity.

589

590       Section 8i: *Definitions*. For purposes of this Article VIII, the term "other enterprise"  
591 shall include employee benefit plans; the term "fines" shall include any excise taxes assessed on  
592 a person with respect to an employee benefit plan; and the term "serving at the request of the  
593 Corporation" shall include any service as a Trustee, officer, employee or agent of the  
594 Corporation which imposes duties on, or involves services by, such Trustee, officer, employee,  
595 or agent with respect to an employee benefit plan, its participants, or beneficiaries; and a person  
596 who acted in good faith and in a manner reasonably believed to be in the interest of the  
597 participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a  
598 manner "not opposed to the best interest of the Corporation" as referred to in this Article VIII.

599

600

601 **Article IX**

602 *Miscellaneous*

603 Section 9a: *Fiscal Year*. Unless otherwise fixed by the Board of Trustees, the fiscal year  
604 of the Corporation shall begin on June 1 and end on the succeeding May 31.

605  
606 Section 9b: *Annual Report*. The Corporation shall submit annually a copy of audited  
607 financial statements to the League's Board of Directors.

608  
609 Section 9c: *Debts and Obligations of Corporation*. The Trustees and officers of the  
610 Corporation shall not be personally liable for the debts or obligations of the Corporation of any  
611 nature whatsoever, nor shall any of the property of the Trustees or officers be subject to the  
612 payment of the debts or obligations of the Corporation to any extent whatsoever.

613  
614 Section 9d: *Amendments*. These Bylaws may be altered, amended or repealed from time  
615 to time by a majority vote of the Board of Trustees, subject to ratification by a majority vote of  
616 the Board of Directors of the League.

617  
618 Section 9e: *Construction*. Unless the context requires otherwise, words denoting the  
619 singular may be construed as denoting the plural, and words denoting the plural may be  
620 construed as denoting the singular, words of one gender may be construed as denoting another  
621 gender as is appropriate within such context.

622  
623 Section 9f: *By-Law Amendment And Tracking*.  
624 The Bylaws of the Lutheran Hour Ministries Foundation were originally adopted on July 27,  
625 2001.

626

- 627 i. On November 10, 2007 The LHM Foundation adopted amendments to the Bylaws  
628 which were subsequently approved by the International Lutheran Laymen's  
629 League Board of Governors on January 19, 2008.  
630
- 631 ii. On July 21, 2010 The LHM Foundation adopted amendments to the Bylaws  
632 which were subsequently approved by the International Lutheran Laymen's  
633 League Board of Governors on July 23, 2010.  
634
- 635 iii. On March 12, 2011 The LHM Foundation adopted amendments to the Bylaws  
636 which were subsequently approved by the International Lutheran Laymen's  
637 League Board of Governors on April 16, 2011.  
638
- 639 iv. On July 25, 2012 The LHM Foundation adopted amendments to the Bylaws  
640 which were subsequently approved by the International Lutheran Laymen's  
641 League Board of Directors on July 26, 2012.  
642
- 643 v. On October 20, 2016 The LHM Foundation adopted amendments to the Bylaws  
644 which were subsequently approved by the International Lutheran Laymen's  
645 League Board of Directors on October 21, 2016.  
646
- 647 vi. On April 19, 2018 The LHM Foundation adopted amendments to the Bylaws  
648 which were subsequently approved by the International Lutheran Laymen's  
649 League Board of Directors on August 3, 2018.  
650