THE LUTHERAN HOUR MINISTRIES FOUNDATION
Bylaws

Article I
Offices

The principal office of The Lutheran Hour Ministries Foundation (the “Corporation”) shall be located in the St. Louis, Missouri metropolitan area, at such address as the Board of Trustees may from time to time designate. The Corporation may have such other offices, either within or without St. Louis, Missouri, as the business of the Corporation may require from time to time. The principal office of the Corporation may be changed from time to time by the Board of Trustees to any other city either within or outside St. Louis County, Missouri.

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

Article II
Members

Section 2a: Members. The Corporation shall have Members, provided that the Members shall not have any of the rights of “members” under the Missouri Nonprofit Corporation Act. For purposes of Section 355.066(7) of the Revised Statutes of Missouri, the Members shall be considered delegates and shall have only those rights and powers specifically set forth in these Bylaws. The Members of The Lutheran Hour Ministries Foundation shall consist of the current members of the Board of Directors of the International Lutheran Laymen’s League (the “League Members”), the present Board of Trustees of the Corporation (the “Trustee Members”), and all
individuals who have served as Trustee Members or members of the Executive Committee of the International Lutheran Laymen's League (the “League”).

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

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

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

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

Section 2f: Special Meetings. Special meetings of the Members may be called by the President of the Corporation. Notice of such meetings shall be given in the same manner as provided in Section 2d.
Section 2g: Voting, Quorum and Adjournments. At every meeting of Members, each Member present shall be entitled to one vote. 20 Members present shall constitute a quorum for all purposes, except as otherwise provided by law, and the act of a majority of the Members present at any meeting shall be the act of the full membership except as may be otherwise specifically provided by statute or by these Bylaws.

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

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

Officers of the Corporation

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

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

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

Section 3c: Removal. Any officer or agent elected or appointed by the Board of Trustees may be removed at the discretion of the Board of Trustees whenever in its judgment the best
interests of the Corporation would be served thereby, provided, however, if an officer or agent is an employee of the League, that person may only be removed by the League’s President & CEO.

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

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

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

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

Section 3i: Assistant Treasurers and Assistant Secretaries. The Assistant Treasurers shall respectively, if required by the Board of Trustees, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Trustees shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be
assigned to them by the Treasurer or the Secretary, respectively, or by the President of the Corporation or the Chair of the Board of Trustees.

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

Article IV
Trustees of the Corporation

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

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

i. The League’s Chief Financial Officer, President & CEO, and Chairman of the Board shall be Trustees (the “League Trustees”).

ii. The League’s Board of Directors shall appoint one (1) member of the Board of
Directors to serve as a Trustee (the Directors’ Trustee”).

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

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

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

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

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

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

Section 4d: Resignation, Removal and Vacancies. Trustees may resign at any time in writing to that effect filed with the Secretary or any officer of the Corporation other than themselves. Such resignation shall take effect at the time specified therein, if any, or if no time is specified therein, then upon receipt of such notice by such officer.
A Trustee (other than any person serving as a League Trustee or as a Directors’ Trustee) may be removed with or without cause by the affirmative vote of two-thirds of the Board of Trustees of the Corporation. Notwithstanding the foregoing, nothing herein shall be construed to limit the ability of the League to remove a person serving as a League Trustee or a Directors’ Trustee from any position, which qualifies such person to serve as a Trustee. Upon such removal, the League Trustee or Directors’ Trustee, as the case may be, shall cease to be a Trustee.

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

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

Section 4f: Annual Meeting. The annual meeting of the Board of Trustees shall be held for the purpose of electing officers and transacting any other business.
Section 4g: Regular Meetings. Regular meetings of the Board of Trustees may be established by the Board of Trustees. Notice of such meetings shall be given as with the annual meeting.

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

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

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

Section 4k: Interest in Transactions. No contract or transaction between the Corporation and one or more of its Trustees or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Trustees or officers are shareholders, members or officers, or have a financial interest (“Interested Parties”), shall be void or voidable solely for this reason, or solely because the Trustee or officer is present at or participates in the meeting of the Board of Trustees or committee thereof which authorizes the contract or transaction, or solely because their votes are counted for such purpose, if: (a) the material facts as to a relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Trustees or committee, and the Board of Trustees or...
committee in good faith authorizes the contract or transaction by the affirmative votes of a
majority of the disinterested Trustees, even though the disinterested Trustees be less than a
quorum; or (b) the contract or transaction is fair as to the Corporation as of the time it is
authorized or approved by the Board of Trustees or a committee thereof. Trustees who are
Interested Parties may be counted in determining the presence of a quorum at a meeting of the
Board of Trustees or a committee which authorizes the contract or transaction.

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

Section 4m: Pastoral Advisor. The League's Speaker for Lutheran Hour Ministries shall
be the Pastoral Advisor to the Board of Trustees. The Pastoral Advisor shall be entitled to attend
and participate in all meetings of the Board of Trustees, but shall not have the right to vote on
any matter before the Board or the Committee. In the event of a vacancy in the Speaker position,
the pastoral advisor of the League shall serve as Pastoral Advisor to the Board of Trustees.
Section 4n: Chair. The Board of Trustees shall annually elect one of its members to the office of Chair, who shall preside over meetings of the Board of Trustees and serve on such committees of which the Chair is a member. The chair of the Board shall assume the role at the conclusion of the meeting at which he/she was elected. The elected chair shall appoint the members of the committees and their chairs, subject to the approval of the Board of Trustees.

Section 4o: Vice-Chair. The Board of Trustees shall annually elect one of its members to the office of Vice-Chair. The Vice-Chair shall perform the duties of the Chair in the event of the latter’s absence, inability or refusal to act. The Vice-Chair of the Board shall assume the role at the conclusion of the meeting at which he/she was elected. The elected chair shall appoint the members of the committees and their chairs, subject to the approval of the Board of Trustees.

Article V

Committees of the Board of Trustees

Section 5a: General. The Chair of the Board of Trustees shall, subject to the approval of the Board of Trustees, appoint the persons necessary to constitute the committees described herein. The Board of Trustees may create such additional committees as it deems proper. Every committee established shall have at least one Trustee as a member and shall have at least three (3) members. The President of the Corporation shall have the right, but shall not be required, to be a nonvoting member of any such committee. The resolution establishing each such committee shall specify a designation by which it shall be known and shall fix its powers and authority. The Board of Trustees may delegate to any such committee any of the authority of the Board of Trustees except that no such committee shall (a) have the authority to authorize
distributions to Trustees, Members, officers, agents or employees except in exchange for
something or some act of equal value received; (b) approve any dissolution, merger or sale,
pledge or transfer of all or substantially all of the Corporation’s assets; (c) elect, appoint or
remove Trustees or fill vacancies on the Board of Trustees or on any committee; or (d) adopt,
amend or repeal the Articles of Incorporation or Bylaws.

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

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

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

Section 5b: Executive Committee. Voting members of the Executive Committee shall
consist of the Chair and Vice-Chair of the Board of Trustees, the Secretary of the Corporation,
one other elected Trustee chosen by the Board of Trustees, and the Chairman of the Board of
Directors of the League. The President & CEO of the League, the President and Treasurer of the
Corporation, and the Trustees’ Pastoral Advisor shall be non-voting members. The Chair of the
Board of Trustees shall serve as Chair of the Executive Committee. The Chair, or any two other
members of the Executive Committee, may call for a meeting of the Executive Committee. Any
action arising from that meeting shall be shared with the Board of Trustees in the most expeditious way possible. During the intervals between meetings of the Board of Trustees, the Executive Committee shall, subject to section 5a hereof, possess and may exercise all the powers and functions of the Board of Trustees in the management and direction of the affairs of the Corporation in all cases in which specific direction shall not have been given by the Board of Trustees. The Executive Committee shall keep full and complete records of all meetings and actions, which shall be reported to the Board of Trustees. At each meeting of the Executive Committee, all questions and business shall be determined by a majority vote of those participating.

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

The Audit Committee shall:

i. Recommend the firm to be employed as the Corporation’s independent auditor, and review and approve the discharge of any such firm. The Committee shall also review and approve the independent auditor’s compensation, the terms of its engagement by the Corporation, and the independence of such auditor.

ii. Review, in consultation with the independent auditor, the result of each independent audit of the Corporation, the report of the auditor, any related management letter, and management’s responses to recommendations made by the independent auditor in connection with the audit.
iii. Review, in consultation with the independent auditor and management, the
Corporation’s annual financial statements; any report or opinion rendered by the
independent auditor in connection with those financial statements; and any
dispute between management and the independent auditor that arose in connection
with the preparation of those financial statements. The Committee shall review
and report to the Board with respect to the financial portions of the Corporation’s
annual report.

iv. Review, before or after publication, the Corporation’s periodic interim financial
statements.

v. Consider, in consultation with the independent auditor, the scope and plan of
forthcoming external audits.

vi. Consider, in consultation with the independent auditor and the chief internal
auditor, if any, the adequacy of the Corporation’s internal accounting controls.

vii. Consider, when presented by the independent auditor or otherwise, material
questions of choice with respect to the choice of appropriate accounting principles
and practices to be used in the preparation of the Corporation’s financial
statements.

viii. Have power to inquire into any financial matters in addition to those set forth in
sections (i) through (vii).

ix. Perform such other functions as may be assigned to it by law, the Corporation’s
Bylaws, or the Board of Trustees.

Section 5d: Board Development Committee. The Board Development Committee shall
consist of at least three (3) Trustees appointed by the Chair of the Board of Trustees. The Board
Development Committee shall solely be responsible for the final nomination of individuals to
serve as Member-elected members of the Board of Trustees. The Board Development
Committee shall also be responsible for nominations to fill vacancies on the Board of Trustees. The Board Development Committee should annually, or more frequently if necessary, review the composition of the Board of Trustees with respect to such factors as gender, ethnicity, age, industry representation, geographic dispersion, the number, function, and expertise needs of committees, and the needs of the Board of Trustees and the Corporation. Based upon that review, the Board Development Committee shall make recommendations to the Board of Trustees. The Board Development Committee will also have responsibility for the educational development of the Board of Trustees. The Committee shall review and make recommendations for revisions, amendments, or additions to the policies, bylaws, and articles of incorporation of the LHM Foundation.

Section 5e: Investment Committee. An Investment Committee shall be established and composed of three or more Trustees and the Treasurer. Such Committee shall have the power and authority to manage, oversee, and make any and all investment decisions of the Corporation with appropriate utilization of outside investment professionals. All investments made by the Investment Committee shall be in accordance with general guidelines established by such committee and approved by the Board of Trustees. The Investment Committee shall submit a report to the Board of Trustees quarterly summarizing all investments and the performance of all investments, and the Investment Committee shall immediately report to the Board of Trustees any decrease in value of the Corporation’s assets of ten (10) percent or more or any proposed significant change in its investments or investment guidelines. The members of the Investment Committee are authorized, empowered and directed, in their capacity as members of the Investment Committee of the Corporation, on behalf of the Corporation, to take any and all actions and execute and deliver any and all investment agreements, documents, instruments, certificates and resolutions which such members deem necessary, desirable, convenient or appropriate to effect any investment transaction or decision.
Section 5f: Fund Development Committee. A Fund Development Committee shall be established and composed of three or more Trustees. Such committee shall identify and review marketing concepts and strategies to increase public awareness of the Corporation; identify and review philanthropic trends to better understand what potential donors might be looking for when they consider making a gift to the Corporation; work with the Corporation staff to develop and regularly update a list of prospective donors; review and assess metrics provided by Corporation staff and provide input as appropriate; and help foster a culture of philanthropy throughout the Corporation (among staff, board members, and donors).

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

Section 5h: Term of Office. Each member of a committee appointed by the Board of Trustees shall continue as such until the next annual meeting of the Board of Trustees and until a successor is appointed, unless the committee shall be dissolved, or unless such member shall cease to qualify as a member thereof. A committee member may be removed at any time by the Board of Trustees with or without cause.
Section 5i: Committee Chair. One member of each committee shall be appointed chair by the Board of Trustees. Such person shall be a Trustee.

Section 5j: Vacancies. Vacancies in the membership of any committee shall be filled by appointments made in the manner as provided in the case of the original appointments.

Article VI

Gifts & Endowment

Section 6a: Gifts. The Corporation may accept unrestricted gifts which shall be used for such expenses or invested as the Board of Trustees shall determine. The Board of Trustees may, but shall not be required to, accept restricted gifts or in-kind gifts that are restricted by the donor for a specific purpose or use by the Corporation but only if such purpose or use is consistent with the ministry and purposes of the League as defined by the Board of Directors of the League. Such gifts shall be treated as restricted and shall be used only for the restricted purpose.

Section 6b: Use of Net Assets. The Corporation may use unrestricted net assets, as such term is defined under generally accepted accounting principles, and any increase therein, for the ordinary and necessary operating expenses of the Corporation and to make distributions to or on behalf of organizations exempt under Section 501(c)3 in furtherance of the Corporation’s charitable purposes. Anything herein to the contrary notwithstanding, the Corporation’s Endowment Policy and Distribution Policy, as amended from time to time by the Board of Trustees, shall govern distributions of the assets of the Corporation for the support of the ministries of the League and the Corporation.
Section 6c: Distribution of Unrestricted Net Assets: It shall be the general intent of the Corporation to use any increase in its unrestricted net assets to help fund its operations and the current activities of the League and its affiliates rather than to accumulate income for future distribution, subject to the specific terms of the Corporation’s Distribution Policy.

Article VII

Contracts, Loans, Checks and Deposits

Section 7a: Contracts. The Board of Trustees may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 7b: Authority to Borrow, Encumber Assets. No officer, Trustee, agent or employee of the Corporation shall have any power or authority to borrow money on behalf of the Corporation, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Trustees.

Section 7c: Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

Section 7d: Deposit of Funds. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust
companies or other depositories as the Board of Trustees may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Trustees from time to time.

**Article VIII**

**Indemnification**

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

Section 8b: *Actions, Etc., By or In The Right of The Corporation.* The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened,
pending or completed action or suit by or in the right of the Corporation to procure a judgment in
its favor by reason of the fact that the individual is or was a Trustee, officer, employee or agent
of the Corporation, or is or was serving at the request of the Corporation as a Trustee, officer,
employee or agent of another corporation, partnership, joint venture, trust or other enterprise
against expenses, including attorneys' fees, and amounts paid in settlement actually and
reasonably incurred in connection with the defense or settlement of the action or suit if the
Trustee, officer, employee or agent acted in good faith and in a manner reasonably believed to be
in or not opposed to the best interest of the Corporation; except that no indemnification shall be
made in respect of any claim, issue or matter as to which such person shall have been adjudged
to be liable for negligence or misconduct in the performance of the duty to the Corporation
unless and only to the extent that the court in which the action or suit was brought determines
upon application that, despite the adjudication of liability and in view of all the circumstances of
the case, the person is fairly and reasonably entitled to indemnity for such expenses which the
court shall deem proper.

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

Notwithstanding any other provision of this Article, to the extent that a Trustee, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in subsections 8a and 8b of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by the individual in connection with the action, suit, or proceeding.

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

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

Section 8g: Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee or agent of the Corporation or is or was
serving at the request of the Corporation as a Trustee, officer, employee or agent of another
corporation, partnership, joint venture, trust or other enterprise against any liability asserted
against the person and incurred in any such capacity, or arising out of the status as such, whether
or not the Corporation would have the power to indemnify the individual against such liability
under the provisions of this Article.

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

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

Miscellaneous

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

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

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

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

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

Section 9f: By-Law Amendment And Tracking.

The Bylaws of the Lutheran Hour Ministries Foundation were originally adopted on July 27, 2001.
i. On November 10, 2007 The LHM Foundation adopted amendments to the Bylaws which were subsequently approved by the International Lutheran Laymen’s League Board of Governors on January 19, 2008.

ii. On July 21, 2010 The LHM Foundation adopted amendments to the Bylaws which were subsequently approved by the International Lutheran Laymen’s League Board of Governors on July 23, 2010.

iii. On March 12, 2011 The LHM Foundation adopted amendments to the Bylaws which were subsequently approved by the International Lutheran Laymen’s League Board of Governors on April 16, 2011.

iv. On July 25, 2012 The LHM Foundation adopted amendments to the Bylaws which were subsequently approved by the International Lutheran Laymen’s League Board of Directors on July 26, 2012.

v. On October 20, 2016 The LHM Foundation adopted amendments to the Bylaws which were subsequently approved by the International Lutheran Laymen’s League Board of Directors on October 21, 2016.

vi. On April 19, 2018 The LHM Foundation adopted amendments to the Bylaws which were subsequently approved by the International Lutheran Laymen’s League Board of Directors on August 3, 2018.