

NATIONAL ASSOCIATION OF DIRECTORS OF CHRISTIAN EDUCATION

ARTICLES OF INCORPORATION

THE UNDERSIGNED, acting as the incorporator of **National Association of Directors of Christian Education**, a Missouri nonprofit corporation (Corporation), herewith executes and adopts the following Articles of Incorporation.

ARTICLE I

Name

1.1 The name of the Corporation is **National Association of Directors of Christian Education**, the acronym for which is “*NADCE*”.

ARTICLE II

Purposes

2.1 The corporation is formed for the following purpose(s): charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

2.2 Notwithstanding any other provision of these Articles, the Corporation may engage in any lawful activity permitted by the Missouri Nonprofit Corporation Act (Act); provided, however, that the Corporation shall not conduct or carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), or by a corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III

Powers

3.1 The Corporation shall have and possess all rights and powers conferred upon nonprofit corporations by the Act and any enlargement of such rights and powers conferred by subsequent legislative acts; and, in addition thereto, the Corporation shall have and exercise all rights and powers not otherwise denied nonprofit corporations by the laws of the State of Missouri as are necessary, suitable, proper, convenient or expedient to the attainment of the purposes of the Corporation set forth in Article II herein.

ARTICLE IV

Members

4.1 Voting members in the Corporation, with full power to vote and to hold office shall be open to all rostered Commissioned ministers of religion classified as Directors of Christian Education (DCEs) of the Lutheran Church – Missouri Synod (LC-MS), which includes active, candidate, non-candidate and emeritus status.

4.2 Non-voting members in the Corporation include:

- A. Other Commissioned Minister of Religion or Ordained Ministers of the LC-MS who are responsible for the faith formation of children, youth and adults.
- B. Students enrolled in a DCE training program in the Concordia University System.
- C. Others interested in Lutheran Christian Education.

4.3 Membership will be on a yearly basis. Membership renewal then will occur on the anniversary date of initial membership.

ARTICLE V

Governance

5.1 The Corporation shall be under the complete control of a Board of Directors consisting of not less than seven (7) directors, which shall be responsible for the administration of the affairs of the Corporation in accordance with the purposes for which the Corporation has been organized.

5.2 Directors shall be individuals who are members in good standing of congregations which hold membership in The Lutheran Church—Missouri Synod. Additional qualifications for directors, the manner of election, and terms of office shall be as provided in the Bylaws of the Corporation.

ARTICLE VI

Registered Office & Agent

6.1 The address of the Corporation's registered office is _____ and the name of its registered agent at such address is _____.

ARTICLE VII

Indemnification of Directors, Officers & Employees

7.1 To the extent permitted by law, the Corporation shall indemnify any individual who was or is a named defendant or respondent, or is threatened to be made a named defendant or respondent, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, other than an action by or in the right of the Corporation, by reason of the fact that such individual is or was a director, officer, employee or agent of the Corporation against judgments, penalties, fines, amounts paid in settlement and reasonable expenses, including attorney fees, actually incurred by such individual in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she 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 his or her conduct was unlawful.

7.2 To the extent permitted by law, the Corporation shall indemnify any individual who was a named defendant or respondent to any completed action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such individual is or was a director, officer, employee or agent of the Corporation against reasonable expenses, including attorney fees, actually incurred by such individual in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation.

7.3 The indemnity provided for by this Article VII shall not be deemed to be exclusive of any other rights to which those indemnified may be otherwise entitled, nor shall the provisions of this Article VII be deemed to prohibit the Corporation from extending its indemnification to cover other individuals or activities to the extent permitted by law or pursuant to any provision in the Articles of Incorporation or Bylaws.

ARTICLE VIII

Distributions Prohibited

8.1 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, directors, officers, or employees of the Corporation or other private individuals (except that reasonable compensation may be paid for services rendered to or for the Corporation in effecting one or more of its purposes); and no director, officer, employee or private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

ARTICLE IX

Effect of Dissolution

9.1 Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all remaining assets of the Corporation equally to the missions and ministry of the Lutheran Church-Missouri Synod, or if either entity is not in existence or does not qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law) at the time of dissolution of the Corporation, than the assets which would have otherwise been distributed to said entity shall be distributed to those Lutheran organizations selected by the Board of Directors which at the time of dissolution qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, and if there are no such organizations so organized, operated and qualified at the time of the dissolution of the Corporation, then the assets remaining after paying or making provisions for the payment of liabilities of the Corporation shall be distributed to such organization or organizations organized and operated exclusively for religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as selected by the Board of Directors.

ARTICLE X

Amendments

10.1 Any alteration, amendment, or repeal of these Articles of Incorporation, or any provision thereof, shall require the affirmative vote of two-thirds (2/3) of the directors then in office; provided, however, that no amendment may be adopted which changes or affects in any way the exempt status of the Corporation as an organization existing exclusively for charitable or religious purposes.

ARTICLE XI

Incorporators

11.1 The name and street address of the incorporators are as follows:

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of _____, 2009.

_____, Incorporator

NATIONAL ASSOCIATION OF DIRECTORS OF CHRISTIAN EDUCATION**BYLAWS****Purpose**

We are the professional organization for Lutheran Church - Missouri Synod (LCMS) Directors of Christian Education (DCEs). A DCE is defined as ". . .a synodically certified, called and commissioned lifespan education leader prepared for team ministry in a congregational setting." (Adopted at the 1999 DCE Summit). This organization also serves DCEs serving in districts, universities, and other nontraditional ministry settings. In addition, NADCE will serve other commissioned workers who in their ministry setting are responsible for the faith formation of children, youth and adults (Ephesians 4:12-16). The Corporation will equip the members with such knowledge, attitudes, skills, and inspiration so that they may become increasingly effective in their role as ministers in the mission of the Church, especially in their role as educational leaders.

BYLAW I

Offices

- 1.1 **Principal Office.** The principal office of **National Association of Directors of Christian Education** shall be
- 1.2 **Registered Office & Agent.** The Corporation shall have and continuously maintain in the State of Missouri a registered office and a registered agent. The Corporation may have other offices, within or without the State of Missouri, as the Board of Directors may determine from time to time.

BYLAW II

Board of Directors

- 2.1 **General Powers.** The Board of Directors shall have charge of and administer all business and legal affairs of the Corporation.
- 2.2 **Number & Qualification.** The Board of Directors shall consist of not less than seven (7) nor more than eleven (11) Directors. A minimum of six Directors must be LCMS Rostered DCEs, four of whom shall serve as the officers. Other Directors shall be LCMS individuals who have executive experience in the fields of Christian education, business, law,

accounting, public relations, financial services or development. Although the number of Directors may be changed from time to time by resolution of the Board, no such change shall affect an incumbent Director during his or her current term of office.

2.3 Election & Term of Office. Each Director shall be elected to a four (4) year term. The terms of the Directors shall be staggered so that the term of no more than four (4) directors shall expire in any year. Each Director shall hold office until his or her successor has been elected and qualified, unless his or her service is earlier terminated because of death, resignation or removal.

2.4 Vacancies. Any vacancy on the Board of Directors, whether as a result of an increase in the number of Directors or for any other cause, shall be filled by an individual elected by an affirmative vote of a majority of all Directors. A Director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor in office and until his or her successor shall be elected and qualified, unless his or her service is earlier terminated by death, resignation or removal.

2.5 Quorum & Action. A majority of the Directors established pursuant to Bylaw 2.2 then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. If less than a quorum is present at any meeting, the majority of the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

2.6 Regular Meetings. Regular meetings of the Board of Directors shall be held at the principal office of the Corporation, or wherever decided upon by the Board, annually, or whenever directed by the Board. Regular meetings shall be held for the transaction of such business as may come before the meeting, without further notice to the directors. The Board may provide for the holding of additional regular meetings by resolution.

2.7 Special Meetings. Special meetings of the Board of Directors may be called by the Chair, or upon written request by four (4) Directors shall be called by the Chair, and shall be held at the principal office of the Corporation or at such other place as shall be determined by the Chair. The time and date of such special meeting shall be determined by the Chair and stated in the notice.

2.8 Notice. Notice of the date, time and place of special meetings shall be mailed to each Director at his or her last known address at least two (2) days prior to the date of the meeting. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at a

regular or special meeting of the Board of Directors nor the purpose thereof need be specified in the notice or waiver of notice of such meeting.

2.9 Action Without Meeting. Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting, if consent in writing, setting forth the action so taken, is signed by the number of Directors sufficient to take action at a meeting of the Board pursuant to Bylaw 2.5. The consent may be executed by the Directors in counterparts.

2.10 Presumption of Assent. A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she files a written dissent to such action with the individual acting as the Secretary of the meeting before the adjournment thereof or forwards such dissent by registered mail to the Secretary of the Corporation immediately after adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

2.11 Reimbursement & Compensation. Directors shall not be compensated for attendance at regular or special meetings of the Board of Directors. By resolution of the Board, the Corporation may reimburse Directors for expenses incurred, if any, in order to fulfill their duties as Directors. This Bylaw shall not preclude a Director from serving the Corporation in another capacity and receiving compensation therefor.

2.12 Committees. The Board of Directors may create committees of the Board and appoint Directors to serve thereon by an affirmative vote of a majority of all Directors then in office. Any and all committees shall consist of one (1) Director who shall serve at the pleasure of the Board. Committees of the Board shall, to the extent permitted by law, have and may exercise such powers of the Board in the management of the business and affairs of the Corporation as shall be delegated to them by the Board.

2.13 Telephonic Meetings. Directors may participate in a meeting of the Board of Directors by telephone conference or other means of communication by which all individuals participating in the meeting can simultaneously hear all other participants. Participation by such means shall be deemed to constitute presence in person at said meeting.

2.14 Removal. At a meeting of the Board of Directors called expressly for that purpose, a Director may be removed, with or without cause, by an affirmative vote of two-thirds (2/3) of the Directors then in office.

2.15 Resignation of Director. A Director may resign at any time by giving written notice thereof to the Chair or Secretary, upon which such resignation shall become effective. The acceptance of such resignation shall not be necessary to make it effective.

BYLAW III

Officers

3.1 Offices & Eligibility. The officers of the Corporation shall be a Chairperson, a Chairperson-Elect, a Secretary and a Treasurer. The Board of Directors may provide for such other officers as may be deemed necessary by the Board. With the exception of Chairperson and Secretary, any two (2) or more offices may be held by the same individual.

3.2 Election & Term of Office. The officers of the Corporation shall be elected annually at the regular meeting of the Board of Directors held after January 1st. The Corporation shall elect a chairperson-elect. The chairperson-elect shall serve for two years, followed by two years service as chairperson of the Corporation.

The Corporation shall elect a secretary and a treasurer for a term of four years. Each officer shall take office at the conclusion of said regular meeting and shall hold office until his or her successor has been elected and qualified, unless his or her service is earlier terminated because of death, resignation or removal.

3.3 Vacancies. Vacancies occurring in any office by reason of death, resignation, removal or otherwise may be filled by the Board of Directors at any meeting. An officer appointed to fill a vacancy shall hold office for the unexpired term of his or her predecessor in office and until his or her successor shall be elected and qualified, unless his or her service is earlier terminated by death, resignation or removal.

3.4 Removal. An officer of the Corporation may be removed, with or without cause, at any time by the Board of Directors by an affirmative vote of a majority of the Directors then in office.

3.5 Duties & Authority of Officers.

(a) Chairperson. The Chairperson shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and manage all of the business and affairs of the Corporation. The Chairperson shall, when present, preside at all meetings of the Board. The Chairperson may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and

execution thereof shall be expressly delegated by the Board 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. In general, the Chairperson shall perform all duties incident to the office of the Chairperson and such other duties as from time to time may be assigned by the Board.

(b) Chairperson-Elect. In the absence of the Chairperson or in the event of his or her death, inability or refusal to act, the Chairperson-Elect shall perform the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Chairperson-Elect shall perform such other duties as from time to time may be assigned by the Chairperson or by the Board of Directors.

(c) Secretary. The Secretary shall attend and keep minutes of the meetings of the Board of Directors in books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be the custodian of the corporate records; keep a register of current contact information, including mailing address, for each Director; have general charge of the minute books of the Corporation; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chairperson or by the Board.

(d) Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation; shall oversee the collection and receipt of all monies due and payable to the Corporation; shall keep all monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be authorized by the Board of Directors; shall disburse funds of the Corporation consistent with the annual budget of the Corporation or as otherwise directed by the Board; shall keep a full and accurate account of receipts and expenditures in the records of the Corporation; shall oversee and be responsible for the maintenance of such books of accounts and records as conform to the requirements of these Bylaws; and, in general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chairperson or by the Board.

3.6 Contract Rights. The election or appointment of an officer does not itself create employment or compensation rights.

BYLAW IV

Fiscal Matters

4.1 Fiscal Year. The fiscal year of the Foundation shall begin on January 1 and end on December 31.

4.2 Contracts. The Board of Directors may authorize any officer or agent of the Corporation, in addition to the officers so authorized by these Bylaws, 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.

4.3 Checks, Drafts, Orders. All checks, drafts or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by the Chairperson, and such additional officers of the Corporation as may be authorized by the Board of Directors, in such manner as shall from time to time be determined by resolution of the Board.

4.4 Deposits. All monies of the Corporation shall be deposited to the credit of the Corporation by the duly authorized officers, agents or employees of the Corporation in such banks, trust companies or other depositories as the Board of Directors may designate by resolution from time to time. Deposited funds may be withdrawn upon the signature of the Chairperson and such other officers as the Board may authorize by resolution.

4.5 Borrowing. No loan shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

4.6 Investments. Funds, securities and other assets of the Corporation shall be invested in accordance with and pursuant to a resolution of the Board of Directors authorizing such investment.

4.7 Gifts. The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest or devise for the general purposes or for any specific purpose of the Corporation. The Board may vary the use to which a specific contribution, gift, bequest or devise can be put in the event the use for which the contribution, gift, bequest or devise is to be used becomes impossible, unnecessary, impractical or contrary to the best interests of the Corporation.

BYLAW V

Miscellaneous

5.1 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Missouri Nonprofit Corporation Act, the provisions of the Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the individuals entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

5.2 Loans Prohibited. No loans shall be made by the Corporation to a Director or officer. Any Director who votes for or assents to the making of a loan to a Director or officer, and any Director participating in the making of such loan, shall be jointly and severally liable to the Corporation for the amount of such loan until the repayment thereof.

5.3 Rules. The Board of Directors may adopt, amend or repeal rules (not inconsistent with the Articles or Incorporation or these Bylaws) for the management of the internal affairs of the Corporation and the governance of its officers, agents, boards, committees and employees.

BYLAW VI

Insurance

6.1 To the extent permitted by law, the Corporation shall have the power to purchase and maintain insurance on behalf of any individual who is or was a Director, officer, employee or agent of the Corporation against any liability asserted against him or her and incurred in such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability.

BYLAW VII

Prohibition Against Sharing in Corporate Earnings

7.1 No Director, officer, employee of, member of a committee of, or individual connected with the Corporation, or any other individual, shall receive any of the net earnings or pecuniary profit from the operations of the Corporation; provided, however, this provision shall not prevent the payment to any such individual of such reasonable compensation as shall be fixed by the Board of Directors for services rendered to or for the Corporation in effecting any of its purposes, and no such individual or individuals shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

BYLAW VIII

Exempt Activities

8.1 Notwithstanding any other provision of these Bylaws, no Director, officer, employee, agent or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations, as they now exist or as they may hereafter be amended from time to time.

BYLAW IX

Amendments to Bylaws

9.1 Any alteration, amendment, or repeal of these Bylaws, or any provision of same, shall require the affirmative vote of a majority of the Directors then in office. The undersigned, the Secretary of the Corporation, hereby certifies that the above are the true and accurate Bylaws of the Corporation as adopted by the Board of Directors on _____, 2009.

_____, Secretary