

Article I

Name and Place

The name of the Corporation shall be LATIN AMERICAN LUTHERAN MISSION and the principle headquarters address shall be at the Latin American Lutheran Mission station at 3517 Salinas Avenue, Laredo, Texas 78041.

Article II

Doctrinal Basis

- Sec. 1 This Mission accepts and acknowledges the Canonical Books of the Old and New Testaments as the revealed Word of God and as the only sufficient and infallible rule and standard of faith and practice.
- Sec. 2 This Mission also accepts and adheres to the Lutheran Confessions. The Mission also accepts assistance from other evangelical Christians.
- Sec. 3 It also believes that the living church of Christ on earth, the regenerated body of believers, is the missionary agent for the evangelization of the world.

Article III

Faith Principles

This Corporation shall conduct all of its operations in harmony with the undernoted definition of the Faith Principles of the Latin American Lutheran Mission.

- (a) It is a Faith Mission, having no guaranteed support from any human source, but depends entirely upon God for the supply of its every need through the prayers and free-will offerings of his people as the Holy Spirit moves them. Therefore, it accepts what God provides as His estimate of its needs.
- (b) The staff of the Latin American Lutheran Mission receive no guaranteed salary, but in fellowship with the organization shall look to God for the supply of its needs. They may receive an allowance based upon the cost of living and the rate of foreign exchange in the country or district where they labor.
- (c) This Mission believes that the church at home shall be given information in regards to the needs of its field, the progress of the work, and to encourage all God's people to respond to their obligations and arise to their privileges in prayer, service and systematic giving, as God

may require of them.

- (d) We believe that God, by his Holy Spirit, will reveal to each of his children the extent of his or her partnership. The Mission must make known the needs of the Mission so that other members and supporters will be moved to act to meet these needs.

Article IV

General Purpose

The object and purpose of the Corporation shall be:

- To promote and study the Word of God, and the development of Christian character among believers;
- To carry the Gospel of Jesus Christ to the U.S. / Mexican border and throughout Latin American countries;
- To establish branch organizations and to provide such organizations a voice in all major and important decisions;
- To send forth volunteer missionaries, to organize congregations, build churches, form house churches, establish missions, provide humanitarian aid, operate Bible Institutes and Mission schools for the training of local workers; to train new church leaders, and provide for continuing education of pastors in ministry;
- To spread the word of God by distributing Bibles and Christian literature written in the languages spoken by the people of Latin America.

BY-LAWS

Article 1

Plan of Operation

The plan of operation shall be:

- To examine and accept on probation volunteer missionaries and workers for ministry on the U.S./Mexico border, in Mexico, and other Latin American countries.
- To conduct training and congregational events, including district and Synod gatherings, for the purpose of promoting the work of LALM. This promotion of LALM work will include preparation of effective promotional materials to heighten congregational interest and understanding.
- To purchase, acquire and hold real estate and personal property and to take by purchase, grant, devise or bequest real and personal property to further the purpose set out hereinabove. This

includes the acquisition of capital assets, such as stock, which will be managed by a stock brokerage firm, to identify and use interest from such stock assets to further the LALM mission.

- The Board may establish named Endowment funds to help support the long term viability of the LALM mission to function in perpetuity as administered by the Mission Endowment Committee. All assets assigned to the LALM endowment fund will be managed as undesignated funds so that the principle contributed is not depleted and the earnings are distributed as directed by the approved written recommendations from the Board.
- To erect and operate buildings and improvements on any real estate held or owned by it insofar as it is required to effect the above described purpose, and,
- To sell, lease or dispose of its property or any part thereof to facilitate the carrying out of purposes hereinabove described and to work in manners and at all times, not contrary to law, for the carrying out of the purposes described hereinabove.
- To partner with other groups or organizations that share our doctrinal basis, faith principles, and goals to accomplish our missions.
- To operate consulting service within LALM to help other congregations determine best practices for starting missions in Latin America.

Article II

Membership

The membership of this Corporation shall consist of members of Christian congregations who have demonstrated their interest in bringing the Gospel to Latin American countries.

LALM membership is formalized by agreeing to pray, work for, and contribute to the work of the mission as the Lord leads.

Article III

Capital Stock

There shall be no LALM capital stock and this Corporation shall not be conducted for pecuniary profit.

Article IV

Board of Directors

There shall be a Board of Directors consisting of not less than six and not more than twelve members of this Corporation who shall conduct the business of this Corporation. The exact number of Directors, within the aforesaid range of six to twelve, shall be determined by the Corporation at any annual meeting. Each member of the Board shall serve no more than three consecutive three-year terms. Three Directors shall constitute a quorum at a meeting of the Board of Directors to transact any business that may legally come before the Board. The election of the Board of Directors shall be by ballot or voice vote and shall be made at the annual meeting of the Corporation. Vacancies in the Board of Directors shall be filled by the Board until the next annual meeting of the Corporation.

The members of the present Board of Directors shall continue as members of the Board of Directors until their respective terms expire, and the officers of the Corporation shall continue as officers until their respective terms expire.

Article V

Duties of the Board of Directors

The Board of Directors of this Corporation shall be responsible to carry out the decisions of the members made at official corporate meetings as outlined in Article VII of these Bylaws. The Board of Directors of this Corporation shall also have authority to make decisions for the Corporation and execute the affairs of this Corporation during interims between annual Corporation meetings.

In addition to the above duties, the Board of Directors of this Corporation shall:

- (1) Secure a reliable, regular, outside certified public accountant review of the records of the Treasurer.
- (2) Appoint a Nominating Committee to nominate prospective candidates for upcoming planned vacancies of the Executive Director position of LALM. The Nominating Committee shall be appointed with appropriate advance time to review the credentials and interview all potential candidates for this position, secure a commitment to accept the position, and elect the candidate to this position by a majority vote of the Board of Directors. In the event of an unplanned vacancy of the Executive Director position, the Board of Directors are empowered to review potential candidates for the Executive Director position, select a candidate, and elect this candidate to the Executive Director position by simple majority vote of the current members of the Board of Directors.
- (3) Supervise the publicizing of the work and needs of the Latin American Lutheran Mission by hiring of personnel for this work, printing literature, the official journal of the Latin American Lutheran Mission (Latin American Lutheran Clarion) and other means as are deemed advisable.

- (4) Supervise, directly or indirectly, employees and personnel of the Latin American Lutheran Mission.
- (5) Receive and decide upon applications of candidates desiring to serve under this Mission, and provide for instruction and orientation of new personnel.
- (6) Review regularly the financial support of all mission personnel recommending goals consistent with current needs, but keeping clearly in mind the Faith principles of Article III of the revised Articles of Incorporation stated above.

Article VI

Officers

There shall be a president, vice president, a secretary, and a treasurer, which officers shall constitute the Executive Committee.

The officers shall be elected by the Board of Directors and must be members of the Board with the exception of the Treasurer. No member may hold two offices simultaneously.

The officers shall hold their offices for a term of one year and until their successors have been elected and have qualified.

The duties of the officers shall be those as usually pertain to their respective offices.

Vacancies in any office shall be filled ad interim by the Board of Directors.

Article VII

Meetings

The annual meeting of the Corporation shall be held between September 1st and November 30th of each year as determined by the president and the secretary of the Corporation. Mailing of said notice to each of the members at their last known addresses shall constitute the giving of said notice. Publication of the change of the annual meeting may also be made in lieu of written notice provided that said publication is made in the issue of the Latin American Lutheran Clarion at least thirty (30) days before the said annual meeting. Fifteen (15) members shall constitute a quorum for the transaction of any business.

Special meetings of the Corporation may be called by the president or by three members of the Corporation. Mailing a copy of said notice to the last known address of each member shall constitute the giving of said notice under this section. Publication of special meetings may also be made in lieu of said written notice provided that said publication is made in the issue of the Latin American Lutheran Clarion at least thirty days (30) before said special meeting.

The Board of Directors shall meet within 7 days prior to the date of the annual meeting of the Corporation, and shall also meet at such times as it may from time to time determine.

Article VIII

Duration

The duration of this Corporation shall be perpetual.

Article IX

Indebtedness

The Corporation shall at no time incur any indebtedness or liability beyond its ability to pay.

Article X

Dissolution

In the unlikely case that the Mission should have to suspend all operations and close, the Board shall authorize the transfer of remaining financial assets to another non-profit organization which has a similar mission and values.

Article XI

Allowances

The officers of the Corporation may receive such allowances for travelling expenses, etc., as may be decided by the Board of Directors.

Article XII

Annual Meeting

At the annual meeting the order of business shall be as follows:

- (1) Opening Devotion
- (2) Reading of minutes of previous meeting
- (3) Reading of annual reports
 - (a) Secretary
 - (b) Treasurer
 - (c) Director
- (4) Unfinished business
- (5) New business

- (6) Election of new members of Board of Directors
- (7) Other business for the Annual Meeting
- (8) Prayer session
- (9) Adjournment

Article XIII

Seal

The corporate seal shall be circular in shape, and bear the name of the Corporation and the year of its incorporation. An impression which is hereto affixed:

Article IV

Amendments

These Articles of Incorporation and Bylaws may be amended provided a copy of such proposed amendment/s shall have been sent to each member of the Corporation at least (30) days prior to said meeting. Publication of such proposed amendment/s to the Articles of Incorporation or Bylaws may also be made in lieu of said written notice, provided that said publication is made in the issue of the Latin American Lutheran Clarion at least (30) days before said meeting of the Corporation.