

Attachment A
Northern Virginia Lutheran Campus Ministries, Inc.
EIN 16-1740930

Articles of Incorporation
Certificate of Incorporation
By-Laws

ARTICLES OF INCORPORATION

The undersigned, a United States citizen, desires to form a non-stock corporation pursuant to Chapter 10 of Title 13.1 of the Code of Virginia and hereby certifies as follows:

First: The name of the Corporation shall be Northern Virginia Lutheran Campus Ministries, Inc. (The Corporation)

Second: The Corporation is organized exclusively for charitable purposes. The Corporation may also make distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Third: The Corporation shall have no members.

Fourth: The Directors of the Corporation shall be appointed or elected as follows: The initial Board shall consist of the twelve Directors, who are listed below in paragraph Seventh of these Articles of Incorporation. The initial term of these Directors shall extend until the annual meeting of the Board of Directors, which shall take place as indicated in the Corporation's Bylaws. Successive Directors shall be elected by a majority of the previous Board. Each Director shall have one vote and may nominate any person to be a member of the Board of Directors. A Director may succeed himself or herself. The Board of Directors shall have the power to expand or reduce the number of Directors by a majority vote. A Director on a modified Board shall have the same powers of nomination, voting and succession as the initial Directors.

Fifth: The Corporation's initial registered office, which is the address of the registered agent, is 5615 Braddock Farms Way, Clifton, VA 20124. The registered office is physically located in the County of Fairfax.

Sixth: The name of the Corporation's initial registered agent is Roy Swift, who is a resident of Virginia and an Officer and Director of the Corporation.

Seventh: The names and addresses of the Corporation's initial Directors are as follows:

Mecky T'Chawi	4604 Ravensworth Rd.	Annandale (Fairfax
County), VA		
Judi Hangen	13531 Brightfield Lane	Herndon (Fairfax County),
VA		

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William Johnson	13808 Braddock Springs Rd #I	Centreville (Fairfax County), VA
Rev. Dan Krewson	5114 Twinbrook Rd.	Fairfax (Fairfax County), VA
Caroline Lohmann	12309 Oak Creek Lane #1402	Fairfax(Fairfax County) VA
Wilma McCarey	3403 Miller Hgts. Rd.	Oakton (Fairfax County), VA
Rev. Doug Ryniewicz	7002 Aronow Dr.	Falls Church (Fairfax County),VA
Mike Smith	10302 Appalachian Circle, Apt. 204	Oakton, (Fairfax Country),VA
Laura Strafer	5218 Twinbrook Rd.	Fairfax (Fairfax County), VA
Roy Swift	5615 Braddock Farms Way	Clifton (Fairfax County), VA
Carol Tyler	9322 Branchside Lane	Fairfax (Fairfax County), VA
Kathleen Wage	7822 Sutter Lane	Annandale (Fairfax County)VA

Eighth: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article First hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code.

Ninth: Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the

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Northern Virginia Lutheran Campus Ministries, Inc.
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Put the Certificate of Incorporation HERE

NORTHERN VIRGINIA LUTHERAN CAMPUS MINISTRIES, INC

Bylaws

Article I - Preamble

Northern Virginia Lutheran Campus Ministries, Inc. (the Corporation) is a non-stock corporation formed and existing pursuant to Section 13.1-801, et. seq. of the Code of Virginia (1950) as amended, and is organized exclusively for certain purposes as set forth in Section 501(c)(3) of the United States Internal Revenue Code.

The Corporation shall be operated not for profit, and the net earnings of the corporation, if any, shall be devoted exclusively to charitable or educational purposes. No part of the net earnings shall inure to the benefit of, or be paid or distributed to, any officer, director or individual. The Corporation shall have the full authority, however, to pay reasonable compensation to officers and directors and to employees hired by the Corporation or others whose services are retained by the Corporation in the course of business.

Notwithstanding any other provision of the Articles of Incorporation or these By-Laws, the Corporation shall carry on no activities that are not permitted by a corporation exempt from federal income tax under Section 501(c)(3) of the United States Internal Revenue Code, or the corresponding section of any future -federal tax code.

The mission of campus ministry in the Evangelical Lutheran Church in America (ELCA) is to invite people in academic settings more deeply into Jesus Christ and the community that bears his name, so that they can discover and fulfill their vocation as disciples. This ministry has its roots in the Christian community gathered by the Spirit through the proclamation of the word of God and the celebration of the sacraments. Campus ministry provides a strong witness at the point where education in the church intersects the

church in education. It provides an authentic experience in the life of the church for young adults on campus, inviting them into full participation in the church, even as their lives are undergoing change, challenge and confirmation. Campus ministry seeks to grow the church by extending its work to an ever-increasing number of campuses across the country. Representing the ELCA, the Program Unit for Vocation and Education or its successor or assign, joins with constituent Synods of the ELCA to establish campus ministry agencies so that witness to the Gospel of Jesus Christ may be fostered and the church's ministry in higher education enhanced.

Article II - Offices

The principle offices of the Corporation shall be located at 5615 Braddock Farms Way, Clifton, Virginia 20124 or at such other place as the Board may from time to time decide. The Board of Directors may establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

Article III - Purpose

The purpose of the Corporation shall be to maintain, develop and promote the mission and ministry of the Evangelical Lutheran Church in America among students, faculty and staff in institutions of higher learning in Northern Virginia.

Article IV - Board of Directors (the Board)

Section 1 - General Powers

The full power to conduct, manage and direct the business and affairs of the Corporation shall be vested in the Board of Directors, and all powers of the Corporation are hereby granted to and vested in the Board of Directors.

Section 2 - Duties

The Board shall

- a. develop and or approve annual plans, goals and budgets that allow the campus ministries to effectively conduct a ministry centered in Word and Sacrament, that includes but is not limited to
 - worship,
 - evangelism and outreach,
 - Christian education and faith development,
 - hospitality and community building,
 - community service,
 - pastoral care,
 - leadership development,
 - stewardship and fundraising,
 - vision and planning,
 - commercial and interfaith cooperation, and
 - building relationships with Synod, congregations, ecumenical partners, the educational institutions to be served, Lutheran Student Movement and other campus ministry organizations and religious groups;
- b. adopt a mission statement consistent with the ELCA Campus Ministry mission;
- c. use all resources received from the church-wide organizations, Synod, Area Campus Ministry Agency (ACMA), congregations and other donors in ways that advance the ELCA Campus Ministry mission;
- d. abide by the ELCA Campus Ministry Policies and Procedures and maintain eligibility for the ELCA Campus Ministry grant process;
- e. comply with the ELCA Constitution, Bylaws and Continuing Resolutions;
- f. ensure compliance with all applicable local state and federal laws;

- g. appoint persons qualified to serve as professional staff of the Corporation in conformity with the policies of the ELCA and the Synod, endeavor to pay this staff at a rate consistent with the Synod guidelines and provide for supervision, support and oversight of such persons;
- h. administer personnel policies for its campus ministry staff in consultation with the “Best Practices for ELCA Campus Ministry Personnel Policies;”
- i. manage and maintain such property as may be acquired or entrusted to its care;
- j. receive and manage financial resources to conduct the ministry, including strategic planning for fund raising;
- k. conduct annual reviews and participate in quadrennial review of the ministry; and
- l. maintain minimum insurance coverage and limits consistent with the “Best Practices for ELCA Campus Ministry Personnel Policies.”
- m. Work in cooperation with other Lutheran campus ministries in the Metropolitan Washington D.C. Synod (the Synod) through the Chair of the Synod Program Unit for Vocation and Education.

Section 3 - Number and Selection of Directors

The Board shall consist of not less than 8 and not more than 35 Directors.

Each Director, except for a student Director, shall be a person over 21 years of age, and Directors need not be residents of the Commonwealth of Virginia.

- a. All ELCA Lutheran Churches in the Fairfax Conference, Potomac Conference, or Virginia Conference of the Synod may seek representation on the Board. Church Representation on the Board will be determined by the Board based on the church’s level of participation in the activities and/or funding of the Corporation. Representation from any one church may not exceed 33% of the total members of the Board.
- b. At least one Director shall be a university student.

- c. At least one Director shall be a university faculty or staff member.
- d. At least one Director shall be an ordained minister.
- e. Directors shall be members of an ELCA Lutheran Church, except that four (4) Directors may be non-members.
- f. Peer Ministers and staff shall be non-voting members of the Board.

Section 4 - Term of Office

The initial Directors shall be those named in the Articles of Incorporation and any additional Directors the Board elects prior to the first annual meeting. Initial Directors shall serve at least until the first annual meeting of the Corporation. For Directors elected at the first annual meeting, the Board shall establish terms so that one third of these terms will expire in each of the first three years. For succeeding Directors, the term of office shall be three (3) years, except that the term for a student Director shall be one (1) year. No more than one-third of the Directors shall complete their terms of office in any fiscal year. No Director may serve more than two (2) consecutive terms, except that the initial Directors and those elected to fill an expired term may serve two terms in addition to their initial partial term and a student Director may serve three (3) consecutive terms. Exceptions to these term limits may be made by a majority vote of the entire Board. The terms shall be staggered so that, in so far as possible, 1/3 of the directors shall be elected each year. Directors shall hold office until the annual meeting for the year in which their terms of office are to expire, and, in each case, until their successors shall have been elected and qualified, or until their death, or until their resignation shall have become effective, whichever shall be the earliest. A student member will be deemed to have resigned as of two months after his or her graduation whether or not a successor has been named.

Section 5 - Nomination of Directors

On or before March 1 of each year, the Chair shall appoint a Nominating Committee of no less than three members of the Board whose current terms of office are not expiring in the current year. No more than one member of the Nominating Committee may be from one congregation. The Nominating Committee, which shall submit nominations to the Chair on or before April 1, shall attempt to ensure diversity and balance in their selection of candidates for the Board.

Section 6 - Vacancies

If a vacancy occurs on the Board, the Chair may appoint an individual with the approval of the Board to fill the unexpired term.

Section 7 - Resignation

A director may resign at any time by giving written notice to the Chair.

Section 8 - Advisory Members

Advisory members of the Board shall be invited to attend Board meetings and to participate on a nonvoting basis in such meetings. Advisory members may include the Bishop of the Metropolitan Washington DC Synod (the Synod) and the Chair of the Synod Program Unit for Vocation and Education, or their designated representatives, and any other persons the Board may from time to time select.

Section 9 - Meetings

An annual meeting of the Board for the election of officers and the transaction of such other business as may properly come before the meeting shall be held during the month of April each year, or as the Board otherwise determines, at a place and time designated by the Executive Committee. The Chair may call additional meetings of the Board as needed. The Chair of the Synod Program Unit for Vocation and Education or any three Directors may call a special meeting at any time by written request to the Chair. Any meeting may be held or attended by telephone conference call with the approval of the Chair.

Section 10 - Quorum

The presence of one half of the members of the Board shall constitute a quorum at any meeting of the Board.

Section 11 - Notice of Meetings

Notice of every meeting, stating the place, day and hour, shall be given to all members of the Board, including Advisory members. Except as otherwise provided by law, such notice shall be given not less than seven (7) days before

the date of the meeting, either orally or by mail, electronic mail or facsimile sent to the an individual's residence or usual place of business. Similar notice of the annual meeting shall be given not less than fourteen (14) days before the meeting date. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called and who called the meeting. Notice of any meeting need not be given to any Director or Advisory Member who attends such meeting or who, in writing executed before or after such meeting, waives such notice. No notice need be given of an adjourned meeting.

Section 12 - Voting

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

Section 13 – Action Without a Meeting

Any action that could be taken at a Board meeting may be taken without a meeting when the adoption of a resolution authorizing the action is consented to in writing by all Board members. Consent may be given by mail, electronic mail or facsimile sent to the Chair.

Article V – Executive Committee

Section 1 – Election/Composition

The Board may elect an Executive Committee to consist of the Chair/President (the Chair), Vice Chair/Vice President (the Vice Chair), Secretary and Treasurer and as many other Directors as the Board may, from time to time, specify.

Section 2 – General Powers

Except as otherwise provided in these Bylaws, and to the extent that the Board shall by resolution reserve specific powers exclusively to itself, when the Board is not in session, the Executive Committee shall have and may exercise all the powers of the Board in the management of the business and affairs of the Corporation. The Executive Committee shall not have power to fill Officer vacancies or to change the membership of, fill vacancies in or dissolve the Executive Committee. All Executive Committee actions shall be reported to the Board of Directors at the next ensuing Board meeting.

Section 3 - Meetings

The Executive Committee shall hold regular and special meetings at times and places it shall determine. Special meetings may be called by the Chair or by any two Executive Committee members. Notice to Executive Committee members of the time and place of each meeting shall be given in accordance with the times and requirements set forth in Article IV, Section 11 of these Bylaws. Any meeting may be held or attended by telephone conference call with the approval of the Chair.

Section 4 – Quorum

The presence of three fourths of the Executive Committee shall be sufficient to constitute a quorum for the transaction of business.

Section 5 – Voting

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

Section 6 – Resignation

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

Section 7 – Vacancies

If any vacancy shall occur in the Executive Committee, the remaining members shall continue to act, and the Board may fill such vacancy.

Section 8 – Action Without a Meeting

Any action that could be taken at an Executive Board meeting may be taken without a meeting when the adoption of the resolution authorizing the action is consented to in writing signed by all Executive Committee members. Consent may be given by mail, electronic mail or facsimile sent to the Chair.

Article VI – Officers

The Officers of the Corporation, who shall be selected from members of the

Board, shall consist of the Chairperson of the Board of Directors (the Chair), who shall also act as the President of the Corporation, the Vice Chairperson of the Board of Directors (the Vice-Chair), who shall also act as the Vice President of the Corporation, a Secretary and a Treasurer. The Board may elect such other Officers as it shall deem advisable; such other Officers need not be members of the Board.

Section 1 – Chair/President (the Chair)

The Chair shall:

- a. preside at all meetings of the Board and develop and provide an advance agenda for such meetings;
- b. be responsible for ensuring that the principles of these Bylaws are enforced and that the policies and activities established by the Board are implemented and carried out;
- c. appoint all committee chairs except as otherwise stated in these Bylaws;
- d. serve as the liaison to the synod campus ministry committee and other ELCA entities as required, or appoint a member of the Board to do so;
- e. have general charge of and control over the affairs and property of the Corporation and general supervision over its officers, agents and staff, subject to the direction of the Board;
- f. have seat and voice in all meetings of any committees of the Board; and
- g. have such other powers and perform such other duties as may be incidental to this office, as are given by these Bylaws, or as the Board may assign.

Section 2 – Vice Chair/Vice President (the Vice-Chair)

The Vice-Chair shall:

- a. preside at all meetings of the Board in the absence of the Chair;
- b. perform the duties of the Chair if the Chair is temporarily unable to do so as determined by the Board; and
- c. have such other powers and perform such other duties as the Board may assign.

Section 3 – Secretary

The Secretary shall:

- a. record all votes of the Corporation and the minutes of all Board meetings;
- b. promptly transmit a copy of the minutes of each meeting, along with a copy of each resolution by which action is taken without a meeting by the Board, to each Director and Advisory member and to the Chair of the Synod Program Unit for Vocation and Education;
- c. cause notices to be given in accordance with the provisions of these Bylaws and as required by law;
- d. ensure that all reports and other documents and records required by law are properly filed and kept;
- e. have custody of the records of the Corporation; and
- f. have such other powers and perform such other duties as the Board may assign.

Section 4 – Treasurer

The Treasurer shall:

- a. be bonded;
- b. be the chief fiscal officer of the Board;
- c. be responsible for the receipt and distribution of all moneys, and for the safekeeping of all moneys and securities of the Corporation;
- d. keep an accurate account of all financial transactions and report thereon at each meeting of the Board and at such other times directed by the Board or the Chair;
- e. render to the Chair and the Board at regular meetings, or as otherwise required by the Board or the Chair, an account of the financial condition of the Corporation;
- f. prepare a budget for Board approval at the annual meeting;
- g. ensure that an annual audit is conducted by a independent third party; and
- h. have such other powers and perform such other duties as the Board may assign.

Section 5 – Terms of Office

The Board shall elect initial officers as soon as feasible after

incorporation. Such initial officers shall take office immediately upon election and serve until their successors take office. Succeeding officers of the Corporation shall be elected by the Board for two-year terms and shall take office July 1 of the year in which they are elected. No person shall occupy an office for more than two (2) consecutive terms, except that initial officers and those elected to fill an un-expired term may serve 2 terms in addition to their initial partial term. Exceptions to these term limits may be made by a majority vote of the entire Board.

Section 6 - Resignations

Any officer may resign at any time by giving notice in writing to all members of the Board. Unless otherwise stated in the notice, the resignation shall take effect upon delivery.

Section 7 - Removal

Any officer or agent may be removed at any time, either for or without cause, by a majority vote of all members of the Board.

Section 8 - Vacancies

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

Article VII – Committees

Section 1 – Audit Committee

An audit committee of at least three and not more than five persons shall be nominated by the Executive Committee and elected by the Board. At least two audit committee members shall not be Board members. One member of the initial audit committee shall be elected for a one-year term and one for a two-year term. The remaining initial members and all succeeding members shall be elected for three-year terms, with at least one member elected each year. Members shall be eligible for reelection. The Board shall act to fill any vacancies on the Committee for the remainder of an un-expired term.

Section 2 – Other Committees

The Board may designate additional committees, which shall have and exercise such authority as may be granted by the Board. Members of such committees need not be members of the Board.

Article VIII - Fiscal Year

The fiscal year of the Corporation shall begin on the first day of July of each year.

Article IX - Transaction of Business

Section 1 - Authority

- a. The Corporation shall not borrow money or purchase, sell, lease away, or otherwise dispose of any real estate, unless and until a resolution authorizing the same shall have been approved by the majority of the Board at a regular or special meeting, duly-convened upon proper notice of this purpose.
- b. The Corporation shall not borrow any money without first consulting with the Director for ELCA Campus Ministries, nor shall it make any other financial contractual commitment beyond the limits of the annual budget without first consulting with the Director for ELCA Campus Ministries.
- c. The Corporation shall not solicit funds from congregations, their auxiliaries, or from sub-groups of the Synod, except with the written consent of the Synod.

Section 2 – Deposits and Withdrawals

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board may approve or designate. All such funds shall be withdrawn only upon the signature of such one or more officers, agents or staff, as the Board shall determine.

Section 3 – Contracts

Except as otherwise provided in these bylaws, the Board may authorize any officer or officers, agent or agents to enter into any contract or to execute or deliver any instrument on behalf of the 6

Corporation, and such authority may be general or confined to specific instances.

Section 4 – Checks and Other Instruments

All checks and demands for money and notes of the Corporation shall be signed by such officer(s), agent(s) or staff as designated by the Board.

Section 4 – Staff

The Board may appoint or cause to be appointed such staff with such duties as it may consider desirable for implementing the work of the Corporation.

Article X - Indemnification

The Corporation shall indemnify any and all of its Directors and Officers, present and former, against all expenses they actually and necessarily incur in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been Directors or Officers, present or former, except in relation to matters as to which any such Director or Officer shall be adjudged, by a court of competent jurisdiction, in such action, suit or proceeding to be liable for breach of fiduciary duty, fraud, intentional misconduct or gross negligence in the performance of any duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any Bylaw, agreement, vote of the Board or otherwise. The Board is authorized to obtain insurance coverage deemed advisable or necessary to effectuate this provision.

Article XI - Robert's Rules of Order

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

Article XII – Adoption of New Bylaws or Bylaw Amendments Subject to written approval by the Director for ELCA Campus Ministry and the Bishop of the Metropolitan Washington DC Synod or their officially designated representatives, Bylaws may be amended, or new Bylaws adopted, by a majority vote of the Board at an annual, special or additional meeting, provided written notice, embodying such proposed amendment or new Bylaws, has been given in the notice of the meeting at which action is to be taken on such new Bylaws or amendment(s).

Article XIII - Dissolution

The Corporation may be dissolved in accordance with appropriate articles of the not-for-profit corporation law of the Commonwealth of Virginia. Should the Corporation cease to act and be dissolved, all of its property and assets remaining after the payment of its liabilities shall be paid and distributed to the Metropolitan Washington DC Synod, or its successor or assign, provided, however, that payment shall be made hereunder only to corporations, trusts, foundations, or other organizations which are organized and operated exclusively for charitable and religious purposes and which shall then be exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future tax code. If the Metropolitan Washington DC Synod shall not be then so described, such property and assets shall on approval by the Board, be paid and distributed to one or more organizations as shall then be so described.

Article XIV - Effective Date

These Bylaws shall take effect upon delivery of written notice of approval by the Director for ELCA Campus Ministry and the Bishop of the Metropolitan Washington DC Synod or their designated representatives.

ADOPTED BY THE BOARD OF DIRECTORS OF THE CORPORATION ON APRIL 25, 2006

 /signed/ Roy Swift, President
(Chair of the Board of Directors)

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Northern Virginia Lutheran Campus Ministries, Inc.
EIN 16-1740930

APPROVED BY THE BISHOP OF THE METROPOLITAN WASHINGTON DC
SYNOD _____ ON: _____

APPROVED BY THE DIRECTOR FOR ELCA CAMPUS MINISTRY
_____ ON _____.

EFFECTIVE DATE: _____