

BYLAWS
OF
TRANSFORMING CAMPUS MINISTRIES

PREAMBLE

Because God first loved us, it is our joy to respond by loving Him with all our heart, soul, strength, and mind and our neighbor as ourselves. (1 John 4:7, Luke 10:27) We do so, in part, by obeying Jesus' command to make disciples – Christ-followers – of all nations (Matthew 28:19) who will also receive God's love and respond by loving both God and neighbor. To that end, Transforming Campus Ministries is privileged to provide resources to help Christ-followers effectively make Christ-followers on campuses.

ARTICLE I
CORPORATE PURPOSES

The Corporation is organized for the purpose of educating and consulting religious groups on college campuses. Notwithstanding the foregoing, however, the Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future federal tax code).

ARTICLE II
OFFICES AND REGISTERED AGENT

Section 2.1. Principal Office. The location of the principal office of the corporation in the State of Iowa will be identified in the Corporation's biennial report filed with the Iowa Secretary of State.

Section 2.2. Registered Office and Registered Agent. The initial registered agent and office of the Corporation are set forth in the Articles of Incorporation. The registered agent or registered office, or both, may be changed by resolution of the board of directors.

ARTICLE III
MEMBERS

The Corporation shall have no members.

ARTICLE IV GUIDING PRINCIPLES

The board of directors, executive director, and staff shall conduct themselves in accordance with the Guiding Principles adopted by the board of directors.

ARTICLE V BOARD OF DIRECTORS

Section 5.1. Powers and Duties. The board of directors shall have general charge of the affairs, property, and assets of the Corporation. Directors need not be residents of the State of Iowa.

The board of directors shall adopt policies and procedures governing the ministry of the Corporation that do not conflict with the Scriptures, the Lutheran Confessions, and these Bylaws. Upon the adoption of all policies, the directors and the executive director shall adhere to such policies. It shall be the duty of the directors to empower the executive director to carry out the aims and purposes of this Corporation. Notwithstanding the foregoing, the board shall have all of the powers and duties set forth under Iowa law.

Section 5.2. Number, Tenure and Qualifications. The number of directors shall be no fewer than five (5) and no greater than nine (9). Each director shall hold office until the next annual meeting of directors and until the director's successor shall have been elected and qualified. The election of a director shall be by the affirmative vote of seventy-five percent (75%) of the directors then in office and qualified to vote. A director shall always be qualified to vote for a director unless voting for himself or herself.

Directors shall be members in good standing of a Christian congregation and supportive of the core values, mission, and vision of this Corporation. A majority of the directors shall be baptized and confirmed members in good standing of a congregation of (1) the Lutheran Church-Missouri Synod (LCMS) or (2) a denomination that is in altar and pulpit fellowship with the LCMS, and who are supportive of the core values, mission, and vision of this Corporation.

Each director shall serve for a term of three (3) years, and may serve up to two (2) consecutive terms. In addition, the executive director shall serve as a voting member of the board of directors. Advisory members may be appointed by the board of directors as needed.

Section 5.3. Annual and Regular Meetings. The annual meeting of the board of directors shall be held on such date, time, and place, either within or outside of the State of Iowa, as the board of directors shall by resolution specify for the election of new directors, the election of officers, and the transaction of such business as may properly come

before the board. The board of directors may also provide by resolution the date, time, and place, either within or outside of the State of Iowa, for the holding of additional regular meetings of the board without other notice than the resolution.

Section 5.4. Special Meetings. Special meetings of the board of directors may be called by or at the request of the Chair or any three (3) directors. The persons authorized to call special meetings of the board may fix any place, either within or outside of the State of Iowa, as the place for holding any special meeting of the board called by them.

Section 5.5. Notice. Notice of any special meeting of the board of directors shall be given at least five (5) business days previously by written notice delivered personally or sent by mail, fax, email, or other electronic means to each director at the director's address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice is given by fax, email, or other electronic means, it shall be deemed to be delivered when successfully transmitted to the recipient. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice 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, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 5.6. Place of Meetings, etc. The board of directors may hold its meetings at such place or places within or outside of the State of Iowa, as the board may from time to time determine. A director may participate in any meeting by any means of communication, including, but not limited to, telephone conference call, by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 5.7. Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at the meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 5.8. Manner of Acting. 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 of directors, unless the act of a greater number is required by law or by these Bylaws.

Section 5.9. Resignation. Any director of the Corporation may resign at any time by delivering written notice to the Chair, the board of directors, or the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 5.10. Removal. Any director of the Corporation may be removed by the board of directors, in keeping with the Guiding Principles, whenever in its judgment the best interests of the Corporation would be served by such director's removal, but such removal shall be without prejudice to the contract rights, if any, of the director so removed. Such removal shall be effected by the majority vote of the directors then in office and qualified to vote as required to elect a director, provided that the director being removed shall not be allowed to vote nor shall such director be counted for determining the percentage of votes cast.

Section 5.11. Vacancies. Any vacancy occurring in the board of directors and any directorship to be filled by reason of an increase in the number of directors, shall be filled by the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of the director's predecessor in office.

Section 5.12. Compensation. Directors shall not receive any stated salaries for their services, but by resolution of the board of directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the board; but nothing contained here shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation for such services.

Section 5.13. Informal Action by Directors. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by all of the directors. The director consent may be transmitted electronically in accordance with Article XI (Electronic Transmission) of these Bylaws. A director's consent may be withdrawn by a revocation signed by the director and delivered to the Corporation prior to the delivery to the Corporation of unrevoked written consents signed by all of the directors.

Section 5.14. Fiduciary Responsibility. Each member of the board of directors shall serve in a fiduciary capacity, and, at a minimum, shall exercise his or her powers in such a manner as not to disqualify any gift or bequest in computing any federal income, gift, or estate tax of the donor or his or her estate, and as not to disqualify the Corporation from federal income tax exemption as a qualified charitable organization and/or from classification as a public charity.

ARTICLE VI OFFICERS

Section 6.1. Officers. The officers of the corporation shall be a Chair, such Vice-Chairs as may be determined by the board of directors, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint the other officers, including one or

more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, to have the authority and perform the duties prescribed by the board of directors. Any two (2) or more offices may be held by the same person.

Section 6.2. Election and Term of Office. The officers of the Corporation shall be elected annually by the board of directors at the annual meeting of the board of directors. If the election of officers shall not be held at such meeting, it shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until his or her successor shall have been elected and shall have qualified.

Section 6.3. Removal. Any officer elected or appointed by the board of directors may be removed by the board of directors, by a majority vote and in keeping with the Guiding Principles, whenever in its judgment the best interests of the corporation would be served by such officer's removal, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 6.4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by majority vote of the board of directors for the unexpired portion of the term.

Section 6.5. Chair. The Chair shall be the principal executive officer of the Corporation and shall lead the board of directors according to the Guiding Principles and Bylaws adopted by the board of directors. The Chair shall preside at all meetings of the board of directors. The Chair may sign, with the Secretary or any other proper officer of the Corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the board of directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general the Chair shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the board of directors.

Section 6.6. Vice-Chair. In the absence of the Chair or in event of the Chair's inability or refusal to act, the Vice-Chair (if any, or in the event there be more than one Vice-Chair, the Vice-Chairs in the order of their election) shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice-Chair shall perform such other duties as may be assigned by the Chair or by the board of directors.

Section 6.7. Treasurer. If required by the board of directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety as the board of directors shall determine. The Treasurer shall have charge and custody of and be responsible for overseeing all funds and securities of the Corporation; overseeing the receiving and giving of receipts for moneys due and payable to the Corporation from any source, and the overseeing of depositing all such moneys 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 VIII (Contracts, Checks, Deposits and Gifts) of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as may be assigned to the Treasurer by the Chair or by the board of directors. The Treasurer shall be responsible for overseeing the recording and physical retention of financial documentation for availability to the board of directors, appropriate constituents, and government agencies as required.

Section 6.8. Secretary. The Secretary shall keep the minutes of the meetings of the board of directors; see that all notices are given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address of each director which shall be furnished to the Secretary by that director; and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Chair or by the board of directors.

Section 6.9. Assistant Treasurers and Assistant Secretaries. If required by the board of directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform the duties assigned to them by the Treasurer or the Secretary or by the Chair or the board of directors.

ARTICLE VII COMMITTEES

Section 7.1. Committees of Directors. The board of directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall assist in accomplishing the work of the board of directors and report to the board its findings or tasked recommendations. No such committee shall have the authority of the board of directors in reference to authorized distributions; approve or recommend dissolution, merger, or sale, pledge, or transfer of all or substantially all of the Corporation's assets; elect, appoint, or remove directors or fill vacancies on the board or any of its committees; or adopt, amend, or repeal the Articles of Incorporation or Bylaws. The appointment of any such committee and the delegation of authority shall not operate to relieve the board of directors of any responsibility imposed upon it by law.

Section 7.2. Other Committees. Other committees not having and exercising the authority of the board of directors in the governance of the Corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in the resolution, the Chair of the Corporation shall appoint the members of the committees. Any committee member may be removed by the persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

Section 7.3. Term of Office. Each member of a committee shall continue as a member until the next annual meeting of the Corporation and until the member's successor is appointed, unless the committee shall be terminated sooner, or unless the member be removed from the committee, or unless the member shall cease to qualify as a member of the committee.

Section 7.4. Chair. One member of each committee shall be appointed Chair by the person or persons authorized to appoint the members of the committee.

Section 7.5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7.6. Quorum. Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

Section 8.1. Contracts. The board of directors may authorize any officer or officers, agent or agents 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.

Section 8.2. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in the banks, trust companies, or other depositories as the board of directors may select.

Section 8.3. 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 special purpose of the Corporation.

The terms and conditions under which contributions, gifts, bequests, or devises will be accepted by the Corporation, and the manner in which they shall be administered and used, shall be determined by the board of directors, provided, however, that all such contributions, gifts, bequests, or devises, their acceptance and manner of administration and use shall at all times be in accord with the purposes and powers of the corporation as set forth in the Articles of Incorporation and these Bylaws.

**ARTICLE IX
BOOKS AND RECORDS**

Section 9.1. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of directors and committees having any of the authority of the board of directors, and shall keep at the registered or principal office a record identifying the names and addresses of the directors entitled to vote as well as other documents required to be maintained pursuant to the Revised Iowa Nonprofit Corporation Act.

Section 9.2. Director's Access to Records. A director is entitled to inspect and copy the books, records, and documents of the Corporation at any reasonable time to the extent reasonably related to the performance of the director's duties as a director, including any duties as a member of a committee, but not for any other purpose or in any manner that would violate any duty to the Corporation.

**ARTICLE X
FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

**ARTICLE XI
ELECTRONIC TRANSMISSION**

"Electronic transmission" or "electronically transmitted" means any process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval, and reproduction of information by the recipient. Notice by electronic transmission is written notice. Notices and written consents may be given by electronic transmission. Each written consent given by electronic transmission shall contain an electronic signature of the person giving such written consent.

**ARTICLE XII
AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, if at least five (5) business days' written notice is given of intention to alter, amend, or repeal or to adopt new Bylaws at the meeting.

ARTICLE XIII INDEMNIFICATION

Section 13.1. Indemnification of Directors and Officers. The Corporation may indemnify any director or officer of this Corporation, and each director or officer of this Corporation who is serving or who has served, at the request of this Corporation, as a director, officer, partner, trustee, employee, or agent of another Corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, against expenses, including attorneys' fees, judgments, penalties, fines, settlements, and reasonable expenses, actually incurred by such director or officer relating to his or her conduct as a director or officer of this Corporation or as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, except that such indemnification shall not apply (i) to a breach of that person's duty of loyalty to the Corporation, (ii) to acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or (iii) for a transaction from which that person derives an improper personal benefit.

Section 13.2. Determination to Indemnify. Any indemnification provided for in 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 director or officer is proper in the circumstances because he had met the applicable standard of conduct set forth in this article above. Such determination shall be made (i) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding; or (ii) by special legal counsel, selected by the board of directors by vote as set forth in (i) above, or, if the requisite quorum of the full board cannot be obtained therefor, by a majority vote of the full board, in which selection directors who are parties may participate.

Section 13.3. Indemnification Not Exclusive Remedy. The indemnification provided in this article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any bylaw, agreement, vote of disinterested directors, or otherwise, both as to action in his or her 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 director or officer and shall inure to the benefit of the heirs, executors, and administrators of such person.

ARTICLE XIV CONFLICTS OF INTEREST

If any person who is a director or officer of the Corporation is aware that the Corporation is about to enter into any business transactions directly or indirectly with himself or herself, any member of his or her family, or any entity in which he or she has any legal, equitable, or fiduciary interest or position, including without limitation as a director, officer, shareholder, or trustee, such person shall:

(A) immediately inform those charged with approving the transaction on behalf of the

- Corporation of his or her interest or position,
- (B) aid the person charged with making the decision by disclosing any material facts within his or her knowledge that bear on the advisability of such transactions from the standpoint of the Corporation, and
 - (C) not participate in any vote on the decision to enter into such transaction.

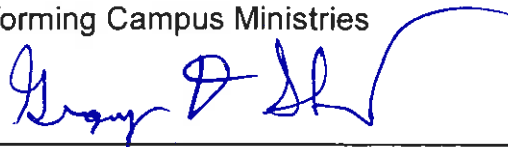
**ARTICLE XV
FISCAL SOLVENCY AND INDEPENDENCE**

The Corporation shall be solely responsible for its fiscal solvency and financial obligations. Any partnerships, recognitions, or other shared ventures engaged in or statuses bestowed upon the Corporation shall not in any way be an endorsement of the fiscal solvency of the Corporation, either implied or expressed. Nor shall any such actions be construed as taking responsibility for the debts or other financial obligations of the Corporation.

These Bylaws amended the 21st day of June, 2011.

Transforming Campus Ministries

By: _____



Gregory D. Suckow, Secretary