

**CONSTITUTION OF
“SHOW-ME” LUTHERAN
TEENS ENCOUNTER
CHRIST, INC**

ARTICLE I—NAME

The name of the Corporation shall be “Show-Me” Lutheran Teens Encounter Christ, Inc.

ARTICLE II—OBJECT AND PURPOSE

1. To operate exclusively for religious, educational, or literary purposes: the terms “religious,” “educational,” and “literary” having the meanings ascribed to them under Sect. 501(c)(3) of the Internal Revenue Code of 1986-as amended (or the corresponding provision of any future United States Internal Revenue law);
2. To serve as a coordinating entity through which participating institutions will be able to promote the cause of religious education to the public and to other institutions interested in religion;
3. To organize and operate activities for youth for the purpose of deepening their religious faith, including but not limited to the following activities: retreats, prayer meetings, retreat reunions, retreat renewals, and worship services;
4. To help youth experience an encounter with Jesus Christ in the context of the teachings and practices of the Lutheran Church-Missouri Synod.
5. To carry out activities which may raise funds to be used entirely to promote the specifically religious activities of this Corporation;
6. To cooperate with, aid and assist other organizations operated exclusively for religious, educational and literary purposes as shall qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) in any and all activities which the Board of Directors deems in furtherance of the foregoing purposes of the Corporation, including making contributions to such organizations;
7. To do each and every act and thing necessary, suitable or incidental to the accomplishment of the purposes herein above set forth, and generally to do each and everything not herein specifically enumerated and to exercise all powers which may tend to promote the purposes herein above set forth, provided that such act or thing or power is permitted to corporations organized under State of

Missouri, and permitted under the Internal Revenue laws of the United States to an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE III—RESTRICTION OF RECEIPTS

1. No part of the receipts of the Corporation shall inure to the benefit of or be distributable to its officers, directors, members, or other private person or persons except that the Corporation shall be authorized and empowered to pay reasonable compensations for services rendered by persons not on the Corporation Board of Directors and to make payments and distributions in furtherance of the purposes set forth heretofore.
2. 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 any candidate for public office. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from the Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE IV—MEMBERSHIP

The membership of “Show-Me” Lutheran Teens Encounter Christ, Inc., shall consist of persons whose qualifications and classifications shall be established in Chapter I of the By-Laws.

ARTICLE V—DUES AND FEES

The dues and fees of “Show-Me” Lutheran Teens Encounter Christ, Inc. shall be as established in Chapter II of the By-Laws.

ARTICLE VI—BOARD OF DIRECTORS

The Board of Directors of “Show-Me” Lutheran Teens Encounter Christ, Inc.” shall include the elective officers and shall include any Board Members at Large the Corporation may elect. The officers shall be elected from the active members of this

Corporation and shall be active members (in Word and Sacrament) of a congregation belonging to a Lutheran denomination. At least one Board Member shall be an ordained Lutheran minister on the official roster of the Lutheran Church-Missouri.

ARTICLE VII—ELECTIVE OFFICERS

The elective officers shall be a President, a Vice-President, a Secretary, an Assistant Secretary, and a Treasurer. The officers shall be elected under the provisions of the By-Laws.

ARTICLE VIII—BOARD MEMBERS AT LARGE

1. The Corporation may, at a regular meeting, increase the size of the Board of Directors by adding Board Members and/or Members at Large.
2. The creation of a Board Member at Large position shall require a two-thirds (2/3) majority vote by the Board of Directors and a (2/3) majority vote of the active members present at the meeting of the Corporation for creating the position.
3. Board Members at Large shall be elected under the provisions of the By-Laws, and shall be voting participants of the Board of Directors after attending their second meeting. At least one Spiritual Director on the Board of Directors will be a rostered member of the Lutheran Church-Missouri Synod.

ARTICLE IX—DUTIES OF THE BOARD OF DIRECTORS

It shall be the duty of the Board of Directors to carry out, on behalf of the membership, such activities to accomplish the objectives and purpose of the Corporation, either in person or through representatives appointed by the Board of Directors; and to meet the other requirements of the Constitution and By-Laws.

ARTICLE X—LIMITATIONS

(The following may not be applicable to this Corporation but are presented here as references)

Notwithstanding any other provision or provisions of this Constitution:

1. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or as updated

(or the corresponding provision of any future United States Internal Revenue Law.)

2. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or as updated (or the corresponding provision of any future United States Internal Revenue Law.)
3. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or as updated (or the corresponding provision of any future United States Internal Revenue Law.)
4. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or as updated (or the corresponding provision of any future United States Internal Revenue Law.)
5. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or as updated (or the corresponding provision of any future United States Internal Revenue Law.)

ARTICLE XI—DISPOSITION OF ASSETS

Pursuant to the provisions of the “General Not for Profit Corporation Law” of the State of Missouri relating to the dissolution of said Corporation, a two-thirds (2/3) majority vote of the active members present at a meeting of the Corporation shall be required for dissolution or termination of the Corporation.

ARTICLE XII—AMENDMENTS

This Constitution shall be amended only at a regular scheduled meeting with quorum thereof on recommendation of the Board of Directors and approved by a two-thirds (2/3) vote of the active members present, provided that the proposed amendment has been submitted in writing to all active members at least thirty (30) days prior to the date on which the vote is taken.

**BY-LAWS OF “SHOW-ME”
LUTHERAN TEENS
ENCOUNTER CHRIST, Inc**

CHAPTER I—MEMBERSHIP

SECTION 1. Any person who has attended a “Show-Me” Lutheran Teens Encounter Christ, Inc. weekend and/or any Lutheran who has attended any other Teens Encounter Christ weekend, and who agrees to be bound by the Constitution and By-Laws of this Corporation, may be a participant and member.

SECTION 2. Each such person shall become a member of this Corporation upon attending a regular scheduled meeting of the Corporation. Such person shall then be a member of the Corporation until membership shall be terminated by death, voluntary withdrawal, or otherwise as provided in these By-Laws.

SECTION 3. There shall be two (2) classifications of members in this Corporation: Active and Inactive. The definitions of each classification are as follows:

A. An Active member is one who has attended at least one (1) of two (2) regular scheduled meetings within a period of three (3) years. An Active member has the privilege of voting in elections and on motions at regular or special meetings, and may be elected to an office.

B. A person is automatically classified as an Inactive member at such a time upon failing to attend either of two (2) scheduled meetings within a period of three (3) years. An Inactive member forfeits all voting privileges and is not eligible to hold an elective office.

C. An Inactive member shall be reinstated as Active upon attending two (2) regular scheduled meetings. Privileges pertaining to an Active member shall be reinstated after two (2) meetings. The Inactive member will be allowed to vote in elections only after attending his/her second meeting, upon approval of the Board.

CHAPTER II—DUES AND MEMBERSHIP FEES

SECTION 1. In the event it becomes necessary to establish annual dues and/or membership fees, such dues and fees shall be fixed by the membership at the regular annual meeting. If no action is taken at the annual meeting for

the purpose of fixing such dues and fees, they shall remain in effect as in the prior year.

SECTION 2. Should a majority of the Board of Directors determine it necessary to levy additional dues or assessments of any kind upon the members, such action shall be approved by the members at any regular scheduled meeting.

SECTION 3. All funds of the Corporation shall be deposited in such banks or other financial institutions as the Board of Directors may determine. All checks, withdrawal slips or other documents pertaining to the transfer or withdrawal of funds shall require the signature of one (1) officer of the Corporation; said officer shall be the Treasurer or the President.

CHAPTER III—BOARD OF DIRECTORS

SECTION 1. The term of each Board Member should be for two (2) years. No Board Member should serve in any one office for more than two (2) consecutive terms. There should be at least a one (1) year time period before a person is eligible to fill an office he has just vacated. Only under extreme circumstances can this be altered or changed and only by a majority of votes by the Board.

SECTION 2. The terms of elective officers shall be staggered. The President and Secretary should be elected on the odd- numbered years and the Vice-President, Assistant Secretary, and the Treasurer should be elected on the even-numbered years.

SECTION 3. The terms of the Board Members at Large shall be measured from the meeting of the Corporation at which the position was created and the Board Member at Large elected.

SECTION 4. There shall be a minimum of two (2) youth representatives and three (3) adults as Board Members, with youth membership of the Board not less than one-third (1/3) and not more than one-half (1/2) of the total membership of the Board of Directors. The President, Secretary, and Treasurer shall be adults. The Vice-President shall be a youth. The Assistant Secretary and Board Members at Large may be youths or adults.

SECTION 5. A youth is a person who has not reached his/her twenty-first (21st) birthday. In the event an elected youth reaches his/her 21st birthday prior to the end of his/her term of office, he/she shall maintain the status of

youth for the remainder of this term of office, at which time he/she shall then be considered as an adult.

CHAPTER IV—DUTIES OF ELECTIVE OFFICERS

The duties of the elective officers shall be as follows:

- SECTION 1. President—It shall be the duties of the President to convene meetings, appoint committees, serve as Chairman of the Board of Directors, and to perform all the duties ordinarily pertaining to the office of the President of a corporation. He/She shall have the authority to sign checks as outlined elsewhere in these By-Laws. The President shall not vote except in the case of a tie.
- SECTION 2. Vice-President—It shall be the duty of the Vice-President, in the absence of the President, to preside at the meetings of the Corporation and to perform other duties which ordinarily pertain to that office. The VicePresident shall serve as Coordinator of the Youth Committee.
- SECTION 3. Secretary—It shall be the duty of the Secretary to keep such records as are normally kept by a corporation. He/She shall perform all correspondence and other writing tasks, and shall serve as Secretary of the Board of Directors. He/She shall maintain a current listing of active members of this Corporation, record minutes of each meeting, prepare a written agenda for regular scheduled meetings, notify active members of regular scheduled and special meetings, and prepare ballots for the election of officers. He/She shall sign all official papers or contracts of the Corporation.
- SECTION 4. Assistant Secretary—It shall be the duty of the Assistant Secretary to assist the Secretary in the performance of his/her duties as necessary.
- SECTION 5. Treasurer—It shall be the duty of the Treasurer to keep accurate and complete financial records of the Corporation. He/She shall pay all bills as required and shall have the authority to sign checks as outlined elsewhere in these By-Laws.
- SECTION 6. The Community Spiritual Director(s) There shall be at least one rostered member of the Lutheran Church-Missouri Synod who's duty it is to guide and advise the Board on Theological and Spiritual matters.

CHAPTER V—DUTIES OF BOARD MEMBERS AT LARGE

It shall be the duty of Board Members at Large to carry out the responsibilities assigned to the respective positions as specified by the Corporation at the time the positions are created.

CHAPTER VI—COMMITTEES

The President shall have the power to appoint committees (including committees of one (1) person) to gather information and make reports and recommendations to the Board of Directors and to the membership. These committees are Advisors to the Board.

CHAPTER VII—MEETINGS OF THE CORPORATION

SECTION 1. At least two (2) regular scheduled meetings of this Corporation shall be held in each year, as possible. The time and place of such meetings shall be as determined by the Board of Directors. Each regular scheduled meeting shall be announced at least four (4) weeks in advance by a notice and by minutes of the previous meeting of the Corporation to all active members.

SECTION 2. Special meetings may be called at any time as determined by the Board of Directors. Each special meeting shall be announced to the active members by notification at least one (1) week in advance of that meeting.

SECTION 3. One annual meeting, held as possible shall include the election of officers as prescribed in Chapter VIII of the By-Laws. And section Three of the Constitution. The results of the election shall be announced at the same meeting.

SECTION 4. The active members present at a meeting of the Corporation shall constitute a quorum at any regular scheduled or special meetings of this Corporation.

SECTION 5. The Board of Directors shall meet a total of at least four (4) times in each year, as possible. There shall be a meeting of the Board at least two (2) weeks prior to each regular scheduled meeting of the Corporation.

CHAPTER VIII—NOMINATION AND ELECTION OF OFFICERS

SECTION 1. The President, at least thirty (30) days prior to the regular annual meeting, shall appoint a Nominating Committee consisting of three (3) active members of the Corporation, one (1) of which, but not more than one (1)

shall be a member of the Board of Directors who is not up for reelection. The Nominating Committee shall prepare a slate of at least two (2) candidates for each office to be filled that year. Permission from each candidate must be obtained prior to placing his/her name on the ballot. The ballot containing the slate of candidates shall be published to the active members at least thirty (30) days prior to the scheduled annual meeting.

SECTION 2. Election of officers, by the active members present, shall be made at the annual meeting or by mail ballot or digitally (electronically) available.

- A. Ballots must be received by the Secretary of the Corporation at least three (3) calendar days prior to the date of the regular scheduled annual meeting.
- B. If the election is held during the annual meeting, nominations of active eligible candidates may be made from the floor, providing candidates give written permission and upon approval by the Nominating Committee appointed by the Board.
- C. Absentee ballots shall be available upon request.
- D. Write-in nominations on ballots for candidates who have not given permission to be candidates shall be considered invalid.
- E. The results of the election shall be announced by the Secretary at the regular scheduled annual meeting.

SECTION 3. Vacancies:

- A. Vacancies in any office shall be filled by special election in like manner of regular elections. The Board of Directors shall set the date of the special election. The Nominating Committee shall prepare a slate of candidates and the Secretary shall notify the membership of the results of the election.
- B. Vacancies shall be filled either by appointment of the Board of Directors or by elections in like manner to regular elections, the choice being made by the Board of Directors.
- C. Any vacancies may be filled in like manner or may be left as vacancies until the next annual meeting.

CHAPTER IX—NOMINATION AND ELECTION OF BOARD MEMBERS AT LARGE

SECTION 1. Nomination and election of existing Board Members at Large shall follow the procedure for the nomination and election of officers as prescribed in the By-Laws, Chapter VIII.

SECTION 2. Elections for newly created Board Members at Large positions shall be held at the same meeting of the Corporation creating the position. The Board of Directors shall nominate at least one (1) candidate for each Board Member at Large position and shall notify the active members of the nomination at least thirty (30) days prior to the election. Nomination from the floor may be made, providing the candidate has given written permission and is an active member of the Corporation.

CHAPTER X—RULES OF PROCEDURE

Robert's Rules of Order, latest revised edition, when not inconsistent with these By-Laws, will govern all proceedings of this Corporation.

CHAPTER XI—AMENDMENTS

Amendment to the By-Laws of this Corporation shall be made only at a regular scheduled meeting with quorum thereof by a majority vote of the active members present. No proposition to amend shall be acted upon unless written notice thereof has been given to the Secretary at least four (4) weeks prior to the meeting. A written copy of such proposal shall be delivered to each active member of the Corporation at least two (2) weeks prior to the date of the regular scheduled meeting at which the amendment is to be voted upon. The amendment to the By-Laws shall take effect immediately upon its adoption.

The foregoing Constitution and By-Laws were adopted by more than two-thirds (2/3) of the active members present at a duly constituted meeting of "Show-Me" Lutheran Teens Encounter Christ, Inc., held in St. Louis County, Missouri, on the twenty-first day of February, 1981. *(This document was updated and adopted by the "Show-Me" Lutheran Teens Encounter Christ Inc., Board of Directors, February 2022.)*

Document First Certified By _____ Mervin A. Marquardt
Secretary