

BYLAWS

KRISTUS CENTER FOR CROSS CULTURAL FRIENDSHIP, INC.

ARTICLE I

Name and Purpose

Section 1: Name. The name of the organization is the Kristus Center for Cross Cultural Friendship, Inc. hereinafter referred to as the Kristus Center. It shall be strictly non-political and nonprofit.

Section 2: Purpose. The Kristus Center is organized exclusively for charitable, religious, educational and scientific purposes. More specifically, it shall be a Christ-centered mission and outreach organization committed to promoting and renewing justice, peace and wholeness among underserved communities in developing countries by a) implementing grassroots health, education, and development projects and b) fostering cross cultural friendship and understanding in light of Gospel values. These purposes shall be carried out in the spirit of the Evangelical Lutheran Church in America (ELCA) *Commitments for Mission and implemented according to the ELCA Policy Statements for [Health Ministry](#) and [Development](#).*

ARTICLE II

Membership

Section 1: Membership. Membership shall be inclusive, multicultural, ecumenical and open to any person who is generally interested in or in sympathy with the purposes of the Kristus Center. Moreover, members shall be motivated to foster inter-faith and cross cultural friendship, express interest in becoming part of a learning community within the context of mission and development, and demonstrate a willingness to build local and global communities of faith across cultures.

Section 2. Membership Dues. There are no membership dues. However, donations to the Kristus Center shall be encouraged among the membership in order to help offset administrative costs.

ARTICLE III

Board of Directors

Section 1: Board Role, Size, Compensation. The Board is responsible for overall policy and direction of the Kristus Center, and delegates responsibility for day-to-day implementation of activities to the various committees, teams and project coordinators. The Board shall have no fewer than nine (9) members, consisting of the Officers of the Board and other members at large as deemed appropriate. The Board receives no compensation other than reasonable expenses.

Section 2: Officers and Duties. The Officers of the Kristus Center shall consist of a President, Vice-President, Secretary and Treasurer. There may also be at the discretion of the Board the following additional officers: Assistant Secretary, Assistant Treasurer and Regional Directors. The President shall have general oversight over its affairs. The President shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-President, Secretary and Treasurer. The duties of the President shall, in his/her absence, devolve to the Vice-President.

The Secretary shall act under the direction of the President. The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

The Treasurer shall act under the direction of the President. The Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans and grant applications, and make financial information available to Board members and the public.

The Board may organize the Kristus Center into geographic regions each of which shall have a Regional Director and/or an Assistant Regional Director as maybe necessary for the efficient administration of the Kristus Center. Regional Directors and Assistant Regional Directors, operating in partnership with the Board, shall have programmatic oversight over projects or activities in their respective regions. Such Officers may be members of the Board of Directors.

Section 3: Terms of Office. The terms of Officers and Directors shall be four (4) years. These terms shall begin and end at the time of the respective Annual Meeting. There shall be no limit on the number of terms an Officer or Board member may serve. Officers and Board Members may not hold more than one elected office concurrently. Directors and Officers may resign at any time orally or in writing by notifying the Board of Directors or the President.

Section 4: Board Elections. Election of new directors or election of current directors to another term will occur as the first item of business at the annual meeting. Directors will be elected by a majority vote of the current directors.

Section 5: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

ARTICLE IV

Meetings

Section 1: Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place. Special meetings may be called by the President or the Executive Committee. Notice of each meeting shall be given to each member, by mail, not less than ten days before the meeting.

Section 2: Board of Directors Meetings. The Board shall hold meetings as often as necessary but not less than twice in each calendar year at an agreed upon time and place. The venue and mode is at their discretion. The President shall preside at the meetings of the Board. A quorum for a Board meeting shall consist when a majority of the Board is present.

ARTICLE V

Committees, Teams and Project Coordinators

Section 1: Committees and Teams. The Board may create committees and/or project teams as needed for purposes such as such as fundraising, grant application and project implementation.

Section 2: Executive Committee. The Executive Committee is comprised of the Officers of the Board. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board, subject to the direction and control of the Board of Directors.

Section 3: Finance Committee. The Treasurer is the chair of the Finance Committee, which shall include at least two other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change to the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the Kristus Center are public information.

Section 4: Decentralization. All committees, team leaders and project coordinators shall implement projects and/or activities of the Kristus Center in as decentralized and creative a mode as possible in order to ensure maximum flexibility, adaptability, and effectiveness.

ARTICLE VI

Amendments

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

These Bylaws were approved at a meeting of the Board of Directors of the Kristus Center for Cross Cultural Friendship, Inc. on December 12, 1998.