

CONSTITUTION WELS / ELS CHRISTIAN THERAPIST NETWORK

I. NAME

The name of this organization shall be the WELS / ELS Christian Therapist Network

II. PURPOSE

The purpose of the WELS / ELS Christian Therapist Network is:
to provide a network for professionally trained therapists in fellowship with the WELS or ELS
to encourage continued growth in the Word of God
to enhance the delivery of quality, Bible-based, Christ-centered therapy to members of the WELS / ELS
to provide a nation-wide referral source for congregations and called workers of the WELS / ELS, and
to assist individuals in finding professionally trained, Christian therapists in their local area.

III. MEMBERSHIP

Membership is limited to WELS/ELS members (as well as those individuals who have membership in a church body in doctrinal fellowship with the WELS / ELS)

- a. Who have an advanced degree(s) as a professional therapist
- b. Who have an advanced degree(s) and/or licensure or certification in a counseling related profession
- c. Who are students preparing to receive an advanced degree as a therapist or in a counseling related field
- d. The WELS/ELS Christian Therapist Network may establish additional categories of membership for WELS/ELS members according to procedures outlined in the bylaws.

IV. OFFICERS

Officers of the WELS / ELS Christian Therapist Network shall be President, Vice President, and Secretary / Treasurer.

V. MEETINGS

The WELS / ELS Christian Therapist Network shall meet annually.

VI. CHANGES AND REVISIONS

This Constitution of the WELS / ELS Christian Therapist Network may be changed or revised only by a two-thirds vote of members present at its regularly-scheduled annual meeting.

BYLAWS

WELS / ELS Christian Therapist Network

ARTICLE I - OFFICES

1.1 Principal and Business Office. The corporation shall have such principal and other business offices as the Board of Directors may designate from time to time.

1.2 Registered Office. The registered office of the corporation required by Chapter 181 of the Wisconsin Statutes to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office in the State of Wisconsin, and the address of the registered office may be changed from time to time by the Board of Directors or by the registered agent. The business office of the registered agent of the corporation shall be identical to such registered office. The initial registered office is as set forth in the Articles of Incorporation.

ARTICLE II - MEMBERS

2.1 Membership. Membership in the WELS/ELS Christian Therapist Network is classified into three types.

2.1.1 Therapists:

All WELS / ELS members (or those in fellowship with the WELS / ELS) who hold advanced degrees as a professional therapist are welcomed and encouraged to become a member of the WELS/ELS Christian Therapist Network. Membership is through a completed application. Proven documentation of graduate and/or post graduate degree(s) is required. The member therapist is not required to be licensed or certified, but agrees that he/she is pursuing licensure/certification.

2.1.2 Counseling related professionals

All WELS/ELS members (as well as those who have membership in fellowship with the WELS/ELS) who have advanced degree(s) and/or licensure or certification in a counseling related profession are welcomed and encouraged to become a member of the WELS/ELS Christian Therapist Network. Membership is through completed application. Proven documentation of graduate or post-graduate degree(s) is required and proven documentation or licensure / certification is required.

2.1.3 Students

All WELS/ELS members (as well as those who have membership in a church body in fellowship with the WELS/ELS) who are pursuing an advanced degree as a therapist or a mental health professional are welcomed and encouraged to become a member of the WELS/ELS Christian Therapist Network.

2.1.4 Other members

The WELS/ELS Christian Therapist Network may establish additional categories of membership by recommendation of its officers and by a 2/3 majority vote of members attending an annual meeting. Notice of such recommendation must be sent by the officers to all members at least two months prior to the annual meeting at which the vote will be taken.

ARTICLE III - MEETINGS

3.1 Regular Meetings. The annual meeting shall be announced in written form (**electronic**) to all the members of the Network at least one month prior to the meeting.

3.2 Special Meetings. Special meetings may be called only by a two-thirds majority vote of the Board of Directors of the WELS / ELS Christian Therapist Network and must be announced in written form (**electronic**) to all members at least one month prior to the date of the special meeting.

3.3 *Quorum.* Members present at the duly-called meeting of the Society shall constitute a quorum.

ARTICLE IV - BOARD OF DIRECTORS

4.1 *Number.* The business and affairs of the corporation shall be managed by its Board of Directors. The number of directors of the corporation shall be three unless amended under the provision in Article XIII. The Board of Directors shall consist of the President, Vice President, and the Secretary / Treasurer.

4.2 *Tenure and Qualification.* Directors must be members of the WELS / ELS Christian Therapist Network. Each director shall hold office until his successor is elected by the membership. A director may resign at any time by filing a written resignation with the secretary.

4.3 *Regular Meetings.* A regular meeting of the Board of Directors shall be held without other notice than this by-law at such time as shall be determined by such Board of Directors. The Board of Directors may provide, by resolution, the time and place, for holding of additional regular meetings without other notice than such resolution.

4.4 *Special Meetings.* Special meetings of the Board of Directors may be call by or at the request of the President or two directors. The President or directors calling such special meeting may fix the time and place of such meeting, and if no place is specified, the place of meeting shall be the principal place of business of the corporation.

4.5 *Notice: Waiver.* Notice of each meeting of the Board of Directors, unless otherwise provided in paragraph 4.3 above, shall be given by written notice mailed to each director not less than 48 hours prior thereto. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid. Whenever any notice is required to be given to any director, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the director entitled to such notice, shall be deemed equivalent to the giving of such notice. Attendance of a director at a meeting shall constitute waiver of notice of meeting, except when a director attends a meeting and objects thereat to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted on, nor the purpose of any regular or special meeting of the Board of Directors, need be specified in the notice or waiver of notice of such meeting.

4.6 *Quorum.* Except when otherwise provided by law, a majority of the number of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a majority of directors present though less than a quorum may adjourn the meeting from time to time without further notice.

4.7 *Conduct of Meeting.* The President, and in his absence the Vice President, shall call meetings of the Board of Directors to order and act as chairman of the meeting. The Secretary shall act as secretary of the Board of Directors, but in the absence of the Secretary, the presiding officer shall designate any director or other person present to act as secretary of the meeting.

4.8 *Rights and Limitations.* The Board of Directors shall be the Praesidium of the Society. The Board of Directors shall have the right to conduct the affairs of the Society in the interim period between annual meetings of the Society. All actions of the Board of Directors must be ratified by the members of the Society at its annual meeting. The responsibilities and rights of the Board of Directors do not include the right to dissolve the Society or its funds.

ARTICLE V - OFFICERS

5.1 *Number.* The principal officers of the corporation shall be a President, Vice President, and Secretary / Treasurer, each of whom shall be elected by the members of the WELS / ELS Christian Therapist Network at its annual meetings according to the provisions outlined in Article VI of these Bylaws.

5.2 *Vacancies.* A vacancy in any principal office shall be filled by the Board of Directors for the unexpired portion of the term.

5.3 President. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall exercise general supervision and control of the business and affairs of the corporation. He shall, when present, preside at all meetings of the Board of Directors and all meetings of the “Network”. He shall have authority, subject to approval by the Board of Directors, to appoint such agents and employees of the corporation as deemed necessary, to prescribe their powers, duties, and compensation, and to delegate necessary authority to them. Such agents and employees shall hold office at the discretion of the president. The President shall have authority to sign, execute, and acknowledge on behalf of the corporation all contracts, reports and all other documents or instruments necessary or proper to be executed in the course of the corporation's regular business, or which shall be authorized by the Board of Directors, he may authorize one of the Vice Presidents or any other officer or agent of the corporation to act in his place or stead. The President shall be an ex-officio member of all boards and committees of the “Network”. In general, he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors or the “Network” in its annual meeting from time to time.

5.4 Vice President. In the absence of the President, or in the event of his death, inability or refusal to act, or in the event for any reason it shall be impracticable for the President to act personally, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions placed upon the President. The Vice President shall perform such duties and have such authority as from time to time may be delegated or assigned by the President or Board of Directors. The execution of any instrument of the corporation by the Vice President, shall be conclusive evidence as to third parties of his authority to act in the stead of the President.

5.5 Secretary. The Secretary shall keep minutes of the meetings of the membership and of the Board of Directors; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporation records; publish the minutes of the annual meeting to the Network's members in an annual mailing; and shall perform such other duties as may be delegated or assigned by the President or Board of Directors.

5.6 Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds of the corporation. He shall have charge and custody of, and be responsible for receiving and giving receipts for moneys due and payable to the corporation and deposit such moneys in the name of the corporation in such bands or other depositories as shall be designated; he shall distribute the moneys of the “Network” as directed by the “Network” and the Board of Directors and shall abide by the stipulations of the various endowment and scholarship funds as set up by the Society. In general, the Treasurer shall perform all duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned by the President or Board of Directors.

5.7 Salaries. No salary or other compensation may be paid to any officer or director.

ARTICLE VI - ELECTIONS

6.1 Procedure. The officers of the WELS / ELS Christian Therapist Network shall be elected by written ballot at the annual meeting of the “Network” from a list of names submitted by a nominating committee appointed by the President of the Society. There shall be at least two nominees for each office to be filled.

6.2 Terms of office. Terms of office shall be for two years. The President, Vice President, and Secretary / Treasurer shall be elected at the annual meetings. There shall be no term limits.

ARTICLE VII - COMMITTEES

7.1 Number. The “Network” shall be served by four committees. Other committees may be appointed as need arises.

7.2 Terms. Committee membership appointment shall be for a term of two years.

7.3 Appointments. The President shall be responsible for the appointment of “Network” members to serve on the various committees. His appointments shall be ratified by the Board of Directors and the membership of the “Network” at its annual meeting.

7.4 Auditing Committee. This three person committee shall annually audit the treasurer's books and the records. It shall report its findings to the “Network” at its annual meeting.

7.5 Nominating Committee. This three person committee shall present a slate of at least two candidates for each vacant office at the annual meeting of the “Network”.

7.6 Banquet Committee. This three person committee shall plan the annual banquets for the “Network”.

7.7 Membership Committee. This three person committee shall keep a list of the members of the “Network”.

ARTICLE VIII - DISSOLUTION OF THE SOCIETY AND ITS INVESTMENTS

8.1 Procedure. A three-quarters majority vote of the members present at an annual meeting of the “Network” is required to dissolve the “Network”, or liquidate its funds. The motion to dissolve must be communicated in writing to all the members of the Society at least one month prior to the annual meeting at which it will be presented.

8.2 Beneficiary Limitation. In no way shall a member of the Society or his/her heirs benefit financially from the dissolution of the Society.

8.3 Beneficiary Upon Dissolution: If the WELS / ELS Christian Therapist Network shall. dissolve itself, the funds of the “Network” shall continue to be administered by an official administrative board of the Wisconsin Ev. Lutheran Synod and such funds will be used for aid grants and scholarships for students training to be pastors at the Wisconsin Ev. Lutheran Synod worker-training college.

8.4 Changes, Amendments, or Nullification of Article X A three-quarters majority vote of the members present at an annual meeting of the “Network” is required to change, amend, or nullify this article. A motion to change, amend, or nullify this article must be presented in writing to all members of the “Network” at least one month prior to the meeting at which this motion is to be presented for consideration.

ARTICLE IX - CONTRACTS, LOANS, CHECKS, AND DEPOSITS; SPECIAL CORPORATE ACTS

9.1 Contracts. The Board of Directors may authorize any officer to enter into a contract or execute or deliver any instrument in the name of and on behalf of the corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, all contracts made by or on behalf of the corporation shall be executed in the name of the corporation by the President and Secretary. When so executed, no other party to the instrument or any third party shall be required to make any inquiry into the authority of the signing officers.

9.2 Loans. No indebtedness for borrowed money shall be contracted on behalf of the corporation and no evidence of such indebtedness shall be issued in the name of the corporation unless authorized by the Board of Directors. Such authorization may be general or confined to specific instances.

9.3 Checks, etc. All checks, drafts or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer, officers, or agents, as shall from time to time be designated by the Board of Directors.

9.4 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks or other depositories as may be selected by or under the authority of the Board of Directors.

ARTICLE X - LIABILITY AND INDEMNITY OF OFFICERS AND DIRECTORS

10.1 Liability of Directors and Officers. No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken as a director or officer of the corporation, at the request of the corporation in good faith, if such person exercised and used the same degree of care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his own affairs, or if such person took or omitted to take such action in reliance upon advice of counsel for the corporation or upon statements made or information furnished by officers or employees of the corporation which he had reasonable grounds to believe to be true.

10.2 Indemnity of Officers and Directors. Every person who is or was a director or officer of the corporation shall, together with his heirs and personal representatives, be indemnified by the corporation against all costs, damages, and expenses asserted against, incurred by or imposed upon him in connection with or resulting from any

claim, action, suit, or proceeding, including criminal proceedings, to which such person is made or threatened to be made a party by reason of being or having been a director or officer, except in relation to matters as to which a recovery shall be had against, such person by reason of his having been finally adjudged guilty of fraud in the performance of any duty as such officer or director. This indemnity shall include reimbursement of amounts and expenses incurred and paid in settling any such claim, action, suit, or proceeding. In the case of a criminal action, a conviction, or judgment, whether based upon a plea of guilty or *polo contendere* or its equivalent, shall not be deemed an adjudication that such officer or director is guilty of fraud in the performance of any duty if such officer or director was acting in good faith in what he considered to be the best interest of the corporation and with no reasonable cause to believe that the action taken by him was illegal.

The corporation, by its Board of Directors, may indemnify in a like manner, or with any limitations, any employee of the corporation with respect to any action taken or not taken in his capacity as an employee.

The foregoing rights of indemnification shall be in addition to all rights to which such officers, directors, and employees may be entitled as a matter of law pursuant to Wisconsin Statutes Chapter 181, and not a limitation thereof.

10.3 Transactions with the Corporation. The Board of Directors may from time to time authorize transactions by officers, directors, and employees with the corporation, for a proper purpose.

ARTICLE XI - AMENDMENTS TO THE BYLAWS

11.1 These Bylaws, with the exception of Article VIII of these Bylaws (Dissolution of the “Network” and its funds), may be altered, amended, or repealed and new Bylaws may be adopted by the Board of Directors, by affirmative vote of a majority of the number of directors present at any meeting at which a quorum is in attendance, subject to approval by a simple majority vote of members present at the regularly scheduled annual meeting. Written notice of the motion to change shall have been communicated to the members of the “Network” at least one month prior to the annual meeting at which the change will be considered. Article VIII (Dissolution of the Society and Its Investments), may only be changed, amended, or nullified according to the procedure outlined in the wording of Article VIII.