

**The Constitution
of
The Northwestern College Alumni Society**

An adaptation of the 1995 revision of the 1943-44 revision of
The Constitution of *The Alumni Association of Northwestern College, Watertown, Wisconsin*

I. NAME

The name of this organization shall be *The Northwestern College Alumni Society* (The NWC Alumni Society),

II. PURPOSE

The purpose of the Northwestern College Alumni Society is

- 1) to provide financial aid in grants and scholarships to Wisconsin Evangelical Lutheran Synod students in the pastoral track at our Wisconsin Evangelical Lutheran Synod ministerial education college.
- 2) It is an additional purpose of the NWC Alumni Society to maintain and further the bonds of friendship among the graduates of Northwestern College, Watertown, Wisconsin, 1865-1995.

III. MEMBERSHIP

- All graduates of Northwestern College have been accepted into regular Society membership and are eligible to participate in Society activities.
- Auxiliary membership includes all graduates of Northwestern Preparatory School.
- The Society also has honorary members; Honorary membership is granted by the Society at its annual meeting.

IV. OFFICERS

Officers of the Society shall be: President, First Vice President, Second Vice President, Secretary, Treasurer, and Chronicler.

V. MEETINGS

The Northwestern College Alumni Society shall meet once each year.

VI. CHANGES and REVISIONS

This Constitution of the Northwestern College Alumni Society may be changed or revised only by a *two-thirds* vote of members present at its regularly scheduled annual meeting.

**Bylaws
of**

The Northwestern College Alumni Society

An adaptation of the 1995 revision of the 1943-44 revision of
The Bylaws of *The Alumni Association of Northwestern College, Watertown, Wisconsin*

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. Additionally, 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 what is set forth in the Articles of Incorporation.

Article II – MEMBERS

2.1 Membership As stated in the Constitution, Article III, membership shall be limited to:

2.1.1 Regular Members All graduates of *Northwestern College* have been accepted into Society membership and are eligible to participate in Society activities.

2.1.2 Auxiliary Members Auxiliary membership includes all graduates of *Northwestern Preparatory School*

2.1.3 Honorary Members Honorary members are admitted into membership by a majority vote of the members present at the annual meeting of the Society.

Article III – MEETINGS

3.1 Regular Meetings The Annual Meeting shall be announced in written, electronic, or verbal form to all the members of the Society 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 Society and must be announced in written, electronic or verbal form to all members of the Society 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 *five*, unless amended under the provision in Article XIII. The Board of Directors shall consist of the President, the First Vice President, the Second Vice President, the Secretary, and the Treasurer of The Northwestern College Alumni Society.

4.2 Tenure and Qualifications Directors must be members of the Society. Each director shall hold office until his successor shall have been 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 bylaw 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 called by, or at, the request of the President or two directors. The President or directors calling such special meetings may fix the time and place of such meetings 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 in written, electronic, or verbal form to each director not less than 48 hours prior to such meeting. Whenever any notice is required to be given to any director, a waiver in writing, signed at any time by the director entitled to such notice (whether before or after the time of meeting), 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 thereto 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 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 First Vice President (and in the absence of the President and the First Vice President, the Second 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, a First Vice President, a Second Vice President, a Secretary, a Treasurer, and a Chronicler, each of whom shall be elected by members of the Northwestern College Alumni Society 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 The 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 Society.
- 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 Society.
- 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 Society in its annual meeting from time to time.

5.4 The First 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 First 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 First Vice President shall perform such duties and have such authority as from time to time may be delegated or assigned by the resident or Board of Directors.
- The execution of any instrument of the corporation by the First Vice President shall be conclusive evidence as to third parties of his authority to act in the stead of the President.

5.5 The Second Vice President

- In the absence of the President and First Vice President, or in the event of their deaths, inability or refusal to act, or in the event for any reason it shall be impracticable for the President or First Vice President to act personally, the Second 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 Second 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 Second Vice President shall be conclusive evidence as to third parties of his authority to act in the stead of the President.

5.6 The Secretary

- The Secretary shall keep minutes of the meetings of membership and of the Board of Directors.
- He shall see that all notices are given in accordance with the provisions of these bylaws or as required by law.
- He is to be *custodian* of the corporation records.
- He shall publish the minutes of the annual meeting to the Society's members in an annual mailing or communication to the Society (whether in print, electronic or digital format).
- Lastly, he shall perform such other duties as may be delegated or assigned by the President or Board of Directors.

5.7 The Treasurer

- The Treasurer shall be responsible for, all funds of the corporation.
- He shall be responsible for overseeing the receiving of receipts payable to the corporation as well as the deposits of such monies in the name of the corporation in such banks and other depositories as shall be designated.
- He shall oversee the distribution of the monies of the Society as directed by the Society 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.

5.8 The Chronicler

- It shall be the responsibility of the Chronicler to keep an updated listing of all the members of the Society. He shall also present the necrology at the annual meeting.

5.9 Salaries

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

Article VI – ELECTIONS

6.1 Procedure The officers of the NWC Alumni Society shall be elected, by *written* ballot, at the annual meeting of the Society from a list of names submitted by a Nominating Committee. The members of this Nominating Committee shall all be appointed by the President of the Society. There shall be at least two nominees for each office to be filled each year.

6.2 Terms of Office Terms of office shall be for *two* years. The President, Second Vice President, and Treasurer shall be elected at the annual meetings held in the *odd*-numbered years. The First Vice President, Secretary, and Chronicler shall be elected at the annual meetings held in the *even*-numbered years. There shall be *no term limits*.

Article VII – COMMITTEES

7.1 Number of Committees The Society may be served by various committees which may be appointed as needed.

7.2 Appointments The President shall be responsible for the appointment of Society members to serve on the various committees that need to be appointed. His appointments shall be ratified by the Board of Directors and by the membership of the Society at its annual meeting.

Article VIII – ELIGIBLE FINANCIAL AID GRANT AND SCHOLARSHIP RECIPIENTS

8.1 Eligibility Only pastor-track students at the Wisconsin Evangelical Lutheran Synod ministerial education college shall be eligible to receive financial aid grants or scholarships provided by the Northwestern College Alumni Society.

Article IX – SPECIAL PROJECTS

9.1 Limitations It shall not be the practice of The Northwestern College Alumni Society to solicit for, or to offer funds to, any synodical school of the Wisconsin Evangelical Lutheran Synod *for capital projects or furnishings*.

9.2 Exceptions Special purpose exceptions to this practice require a *two-thirds* vote of all members present at an annual meeting of the Society.

Article X – DISSOLUTION OF THE SOCIETY AND ITS INVESTMENTS

10.1 Procedure A *three-quarters majority vote* of the members present at an annual meeting of the Society is required to dissolve the Society or liquidate its financial investments, funds, or holdings. 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.

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

10.3 Beneficiary upon Dissolution If the Northwestern College Alumni Society shall dissolve itself, the funds and financial holdings and investments of the Society shall continue to be administered by an official administrative board of the Wisconsin Evangelical Lutheran Synod. Such funds and financial holdings and investments shall only be used to provide financial aid grants and scholarships for those students training to be pastors at the Wisconsin Evangelical Lutheran Synod ministerial education college.

10.4 Changes, Amendments, or Nullification of Article X A *three-quarters* majority vote of the members present at an annual meeting of the Society is required to change, amend, or nullify this article. Such a motion to change, amend, or nullify this article must be presented in printed, electronic, or digital format to all members of the Society at least one month prior to the meeting at which this motion is to be presented for consideration.

Article XI – CONTRACTS, LOANS, CHECKS, AND DEPOSITS; SPECIAL CORPORATE ACTS

11.1 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. 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.

11.2 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.

11.3 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.

11.4 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.

*Updated/revised May 2022-May 2023
by Board of Directors 9-26-2022*

*-- NWC Alumnus and secretary of the NWC Alumni Society
Richard Wm. Lehmann*

NEXT PAGE: Specific resolution on The Dissolution of the Society

Northwestern College Alumni Society

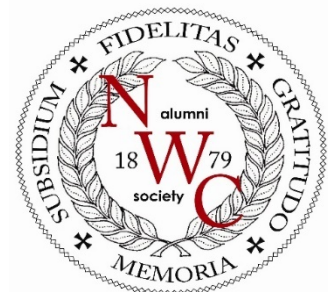
The Dissolution of the Society

Each Annual meeting of the NWC Alumni Society shall be announced *in written, electronic, or verbal form* to all the members the President can contact.

When attendance at the Annual Meeting of the NWC Alumni Society is *below 15 members for two years in a row...*

- The President of the NWC Alumni Society shall poll the entire membership *in written, electronic, or verbal form* for a vote on a motion to dissolve the NWC Alumni Society.
- If the motion to dissolve the NWC Alumni Society passes by a **three-fourths majority** of the members who respond to the communication, the NWC Alumni Society shall be dissolved.
- If the motion to dissolve the NWC Alumni Society fails to pass by a **three-fourths majority** of the members who respond to the communication, no motion to dissolve the NWC Alumni Society will be allowed until a year has passed since the previous motion was before the society for consideration.
- A lawyer shall be contacted by the President to officially handle all legalities regarding the dissolution of the NWC Alumni Society.
- It is the will of the NWC Alumni Society that all funds and assets controlled by the NWC Alumni Society in its various accounts at the time of dissolution shall be placed into the NWC Alumni Society's *Presidents Fund*.
- It is the will of the NWC Alumni Society that the NWC Alumni Society's *Presidents Fund* shall continue to be invested in the interest-earning investment funds of the Wisconsin Evangelical Lutheran Synod or its successor corporation upon dissolution of the Society.
- It is the will of the NWC Alumni Society that the NWC Alumni Society's *Presidents Fund* be administered into the perpetual future by the President of the Wisconsin Lutheran Seminary or of the seminary designated as the seminary of the Wisconsin Evangelical Lutheran Synod or its successor corporation upon dissolution of the society.
- Upon dissolution of the society, the Seminary President shall administer the NWC Alumni Society's *Presidents Fund* according to the guidelines of the NWC Alumni Society's *Presidents Fund*, attached (Bylaw #10.3)
- Income from the NWC Alumni Society's *Presidents Fund* shall always be used for grants in aid to students preparing on the college level for the pastoral ministry of the Wisconsin Evangelical Lutheran Synod or its successor corporation.
- At the dissolution of the NWC Alumni Society, the President of the NWC Alumni Society and the President of Wisconsin Lutheran Seminary shall appoint a committee of three of the youngest graduates of Northwestern College and the denomination's archivist who shall monitor the Society's membership until it reaches twelve. At the number of twelve surviving members, the NWC Alumni Society Tontine, in the archives of the WELS, shall be opened by those twelve members who shall gather at the expense of the Society for a final meeting in remembrance of Northwestern College. The contents of the Tontine shall remain the property of the WELS Archives with the exception of the cognac, which shall be imbibed in a final toast to Northwestern College by ¹as many of the surviving members who can attend the meeting, ² the President of Wisconsin Lutheran Seminary, ³ the President of the Wisconsin Evangelical Lutheran Synod or its successor corporation, and ⁴ the denomination's archivist.

- **Originally passed on May 20, 2005**
- **Updated and amended by the Board of Directors, Sept. 26, 2022**



Northwestern College Alumni Society Presidents Fund Guidelines

- I. Name: The Northwestern College Presidents Fund (hereafter, the Fund)
- II. Purpose: To serve as a vehicle for the Northwestern College Alumni Society (hereafter, the Society) to carry out its purpose of providing grants-in-aid to students of the pastor track of Martin Luther College (MLC) in New Ulm, Minnesota
- III. Sources of Income: The primary sources of income are from gifts and bequests. An additional source of income is the Fund's earned interest and realized gain on investment. The Praesidium and/or its appointed representatives are responsible for encouraging Society members to contribute to the Fund.
- IV. Location and Use of Fund Monies

A. Fund Administration

1. The treasurer of the Society will oversee the reception of all income, gifts and bequests to ensure they are deposited in the Fund. Currently this is managed by the business office of Wisconsin Lutheran Seminary which keeps records of all fund activity.
2. In order to claim tax exemption under the 501(c)3 rating of WLS, all checks must be deposited into the Fund account at WLS.
3. All gifts and bequests given to the Fund will be managed by Wisconsin Lutheran Seminary as a restricted fund. Both gifts and earnings will be invested in WELS Investment Funds.
4. Annually the Treasurer will review the WELS Investment Fund options and recommend appropriate Fund investments. The presidium of the Society will make final decisions on investments.

B. Fund Use

1. The Fund will be used to offer grants to pastor track students at Martin Luther College.
2. The praesidium will annually review the number and amount of such grants. They will make recommendations to the Society which will approve all grants by a majority vote of members at its annual meeting.
3. The members of the Society, by a 2/3 majority vote of the members present at the annual meeting, may release a portion of the Fund to the Society Operating Fund if necessary. Every attempt should be made to repay the Fund any withdrawal made for non-Fund purposes.

C. Disbursement of Fund Income

1. The *Dean of Pre-Seminary Ministry* at Martin Luther College, plus other representatives of the pastor track faculty as determined by the faculty, will identify the students (currently 12) who are to receive the grants.
2. Any student in the MLC pastor track is eligible for consideration to receive one of these grants.
3. Grants-in-aid that honor all former NWC presidents will be made on the basis of need plus the following criteria:

(current amounts given in 2022 were \$1500 each)

Pres. E. E. Kowalke Grant	-- Biblical languages: <i>Hebrew</i>
Pres. E. E. Kowalke Grant	-- Biblical Languages: <i>Greek</i>
Pres. August F. Ernst Grant	- Confessional Languages- <i>German</i>
Pres. August F. Ernst Grant	- Confessional Languages- <i>Latin</i>

Pres. August F. Ernst Grant	– Confessional Languages– <i>German & Latin</i>
Pres. Adam Martin	-- Living Languages--e.g. <i>Spanish, Chinese</i>
Pres. Carleton Toppe Grant	-- G.P.A. and Religion
Pres. John A. Braun Grant	-- English
Pres. Robert J. Voss Grant	-- Athletics and Student Life
Pres. Robert J. Voss Grant	-- Student Government
Pres. John A. Braun Grant	-- Leadership
Pres. Lewis O. Thompson Grant	– Worship and Music

N.B. The original 4 awards (1998)

President E. E. Kowalke Grant - Biblical languages
 President Carleton Toppe Grant- G P A and Religion
 President Robert J. Voss Grant- Athletics and Student Life
 President John A. Braun Grant- English and Leadership

4. The president and treasurer of the NWC Alumni Society annually will inform the *Dean of Pre-Seminary Ministry* at Martin Luther College as to the *numbers* of grants, their presidential *names/titles*, and their *amounts* for the recipient-students to whom they will be awarded. In turn, the names of the recipients will then be shared with the Alumni Society president and announced by the *Dean of Pre-Seminary Ministry* at the MLC Student Awards Banquet in May of each year and at the annual meeting of the NWC Alumni Society, which is usually held later in May after the MLC Awards Banquet.
5. The grant monies awarded are to be applied to the *following school year tuition* expenses at either MLC or WLS. The treasurer will ensure monies will be forwarded behalf of the recipients to the Director of Financial Aid at the appropriate institution.

D. *Special Consideration*

Items not covered by these guidelines will be referred to the presidium of the society. Suggested changes in these guidelines will be referred to the NWC Alumni Society for approval at the annual meeting.

Revised: July 1, 1997

Revised: December 4, 1998

Updated, revised, and approved by the Alumni Society's Board of Directors: November 7, 2022

To be voted on by the Society at the May 2023 Annual Meeting

Richard Wm. Lehmann

Secretary, NWC Alumni Society