



**AFLC World Mission Corporation**  
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**MINUTES  
OF  
ORGANIZATIONAL MEETING  
OF THE**

**ASSOCIATION OF FREE LUTHERAN CONGREGATIONS WORLD MISSION CORPORATION**

This organizational meeting of the new AFLC World Mission Corporation, June 17, 2022, held at the Association Retreat Center, Osceola, WI.

Meeting was called to order by Chairman Rev. Michael Brandt, Sioux Falls, SD.

The first order of business before the meeting was to ratify the actions of the Association of Free Lutheran Congregations Missions Corporation, including the appointment of the initial officers of the Corporation. **Affirmation of meeting officers:** After discussion, upon motion made, seconded, and carried, the officers unanimously:

**RESOLVED, that the actions of the AFLC Missions Corporation's appointment of initial officers of the Corporation be, and hereby are, ratified, adopted, and approved:**

- 1. Rev. Brandt shall serve as President; and**
- 2. Rev. Brian Davidson of Ashby, MN, shall serve as recording Secretary for the duration of the meeting.**

The next order of business before the meeting was to affirm the printed meeting agenda. After discussion, Motion by Ray Ballmann, Second by David Johnson to approve the printed agenda.

**RESOLVED, that the meeting agenda was approved.**

The next order of business before the meeting was to affirm and ratify the membership list proposed by the Association of Free Lutheran Congregations Mission Corporation.

**Motion** to affirm the membership by Barb Gustafson, Second by Vicky Johnson. **Carried.** Refer to Document #8 – World Mission Corp Terms - list of 50 members:

**RESOLVED, that the proposed membership list (by the AFLC Mission Corporation) shall be adopted. Each member hereby is elected to serve until his or her respective successor is duly elected and qualified or until his or her earlier resignation or removal, and in accordance with the adopted governance documents of the Corporation.**

The next order of business before the meeting was to discuss the proposed governance documents, including the Articles of Incorporation and Bylaws. Following discussion and questions from the membership, Attorney Virginia Cronin explained the legal implications of the vote to authorize the creation of the new corporation. She explained the various governance documents, including the Bylaws. Attorney Cronin also addressed specific issues related to membership rules within the Bylaws. Following further discussion, **Motion** by Eugene Enderlein, second by Richard Gunderson, and carried, the membership:

**RESOLVED, the Corporation shall operate according to Robert's Rules of Order until the Corporation adopts its Bylaws.**

The next order of business before the meeting was to discuss and adopt the proposed Articles of Incorporation, as drafted by the AFLC Mission Corporation. After discussion including the following:

- Rev. Connely Dyrud asked where the corporation will be located. The Chair answered "Minnesota."

After discussion to modify the number of members within the proposed Articles of Incorporation to be as follows:

*VIII Membership*

*The Corporation shall have up to 50 members for the initial five (5) years, there shall be no more than 30 members.*

**Motion** by Richard Gunderson to accept this modification of the draft Articles of Incorporation Second by Micah Hjermstad. **Carried** the membership:

**RESOLVED, that Article 4 -1 of the draft Articles of Incorporation shall be mended to be:**

**VIII Membership**

The Corporation shall have up to fifty (50) members. The membership shall be further provided for by this Corporation's Bylaws. **(Adopted)**

**Motion** by Pastor Ray Ballmann to accept the articles of incorporation as amended and for Attorney Virginia Cronin of Henningson & Snoxell, Ltd. to file them with the State of Minnesota, seconded by David Johnson, and carried, the membership:

**RESOLVED, the Articles, in the form attached hereto as Exhibit A, be and hereby are ratified, adopted and approved. Following the Corporation's receipt of the certificate of incorporation of with the Minnesota Secretary of State's Office, a copy shall be filed in the minute book of the Corporation.**

Rev. Brandt asked Pastor John Eidsmoe to pray for the new corporation.

The next order of business before the meeting was to discuss and adopt the proposed Bylaws, as drafted by the AFLC Mission Corporation.

After discussion, upon **motion** made by David Johnson, seconded by David Nelson to adopt the Bylaws as presented by the Restructuring Committee, and carried, the motion did not pass.

A **motion** to amend the proposed Bylaws was made by Jarod Hylden, seconded by Christie Friestad to change the number of members within the draft Bylaws (eventually to 30). There was the following discussion:

- Pastor Dick Gunderson spoke against the amendment. He advocated that it remain at 50.

- Micah Hjermsstad spoke against the amendment as well. He was concerned about the number of corporation members available to serve on boards and committees.
- Attorney Virginia Cronin responded to questions about the Bylaws language, including the possible amendment and modification of the draft Bylaws to include the insertion of the words “50 members”
- Pastor Todd Klemme asked about the mechanics of changing the number.
- Pastor Brandt said that 6 members would be added each year until the number 30 is met.
- Pastor Craig Johnson asked about the wording of the amendment.
- Pastor David Johnson asked Virginia Cronin to speak about the wording of paragraph 4-1 of the Bylaws: *The Corporation shall have up to fifty (50) members for up to the initial five (5) years of the Corporation’s existence. At the conclusion of these initial five (5) years, there shall be no more than thirty (30) members.*
- As part of the drafting committee of the AFLC Mission Corporation, Pastor Enderlein said the intent of the Bylaws is to arrive at 30 members after five years rather than make that change today.

By a show of hands: 12-aye 24-no. **The motion to adopt the amendment proposed by Jarrod Hylden was defeated.**

**A motion** to amend the draft Bylaws by David Johnson, second by Craig Johnson: The Corporation shall have up to fifty (50) members. **Carried.**

**RESOLVED, that the draft Bylaws of the Corporation shall state that the membership of the Corporation “shall have up to fifty (50) members.”**

Pastor David Johnson reminded the membership that the proposed role of Corporation Vice-President/Board of Directors Chairman would be a significant change from the AFLC World Missions Committee’s previous vice-chairman roles. As part of the drafting committee, Pastor Enderlein explained the intention of the committee and why these change was proposed and integrated into the draft Bylaws.

**Motion** by Richard Gunderson, second by Richard Larson to amend the draft Bylaws was and **carried**, the membership:

**RESOLVED, that the draft Bylaws in Paragraphs 4-5 shall read “Members” rather than “Six (6) members.”**

After further discussion, that included:

Pastor Gunderson’s question about the elimination of proxies in paragraph 4-16. As a part of the drafting committee, Pastor Ballman explained that the intent was to encourage good attendance by eliminating proxies.

Pastor Craig Wentzel said that some locations make it difficult to have a quorum. Attorney Virginia Cronin said that ballots could be provided even with members off site through electronic means. Pastor David Johnson said that the Pennsylvania Annual Conference did provide that option for some meetings in 2019.

Pastor Craig Johnson asked if the term “participation” meant “voting” referring to paragraph 4-14

Attorney Virginia Cronin said that ballots could be provided even with members off site through electronic means.

Upon motion made, seconded, and **carried**, the membership:

**RESOLVED, that the draft Bylaws, as amended by the Resolutions above, shall be the Bylaws of the Corporation.**

After discussion, **Motion** by Ray Ballmann, second by Vicky Johnson to suspend the one year service requirement for Board Service for the purposes of this incorporational meeting only, and **carried**, the membership:

**RESOLVED, that the Corporation shall temporarily suspend the one year of service requirement for Board Service.**

The next order of business before the meeting was to reaffirm membership of the Corporation, elect directors and officers to serve the Corporation.

After discussion, upon **motion** made by Micah Hjermstad, seconded by George Lautner, and carried, the membership:

**RESOLVED, that the following persons be, and each of them hereby is, elected to serve as individual members according to “Assignment of Corporation Members” and attached as Attachment 8 - list of 50 members**

After discussion, upon motion made, seconded and carried, the membership:

**RESOLVED, that the following persons be, and each of them hereby is, elected to serve in the offices of the Corporation as set forth below, and each to hold such offices until his or her respective successor is duly elected and qualified or until his or her earlier resignation or removal:**

**Election of corporation officers:**

**President** (one year) from the floor: (two year) Pastor Michael Brandt, Sioux Falls, SD MSC to elect.

**Secretary** (two year) Rev. Brian L. Davidson, Ashby, MN **MSC to elect.**

**Treasurer** (one year) Rev. Eugene Enderlein. Plymouth, MN **MSC to elect.**

**Vice-president** (one year) Rev. Craig Johnson, OR **MSC to elect.**

WM Corporation from the conference:

World Mission Corporation 5 year term (expires 2027)

1. Rev. Craig Johnson; Lake Stevens, WA
2. Rev. Jim Fugleburg; Moorhead, MN
3. Mrs. Karen Palmer; Shakopee, MN
4. Mrs. Sharon Tungseth; Fergus Falls, MN

5. Miss. Casey McLoughlin; Minot, ND
6. Miss. Heidi Mundfrom; Crystal, MN
7. Mr. Jim Thompson; Janesville, WI
8. Mrs. Kaetlyn Davalos; Sioux Falls, SD
9. Rev. Lynn Kinneberg; McVille, ND
10. Mr. David Moeller; Mayville, ND

Unexpired term to expire in 2024:

Mr. Jim Marcusen, Taylor ND

Unexpired term to expire in 2026

Nominated from the floor: Mr. Mark Reilly, Bethel Park, PA

**Motion** to elect. Second. **Carried.**

Upon motion made from the floor and seconded:

**WM Board of Directors** (two year)

David Johnson, **MSC to elect**

**WM Board of Directors** (two year)

Matt Greven

Dr. Lyle Mattson voting followed by ballot

Election results:

**WM Board of Directors** (two year)

Matt Greven 14

\* Dr. Lyle Mattson 19

**\*elected**

The next order of business before the meeting was to authorize various business matters related to the operations of the Corporation.

After discussion, **Motion** by Ray Ballmann, second by Linda Fugleberg to adopt business matters resolution: #6 of *Proposed WM resolutions* and carried, the membership:

**Business Matters Resolutions:**

**RESOLVED**, that the Corporation establish in its name one or more accounts with one or more financial institutions on such terms and conditions as may be agreed with said financial institutions, that any standard resolutions required by said financial institutions to establish such accounts are hereby adopted as if such resolutions were incorporated herein, and that the officers of the Corporation or their designees are authorized to execute such resolutions required by said financial institutions for such accounts; and

**RESOLVED**, that the officers of the Corporation or their designees shall collaboratively work with the AFLC Mission Corporation to adopt and execute the Ministry Transfer Agreement and all other agreements as necessary to accomplish the peaceful separation of the World Missions Committee from the AFLC Mission Corporation to this Corporation; and

**RESOLVED**, that the fiscal year of the Corporation shall end on December 31; and

**RESOLVED, that the officer of the Corporation or their designees, and hereby are authorized to prepare and obtain federal tax exemption application with the Internal Revenue Service; and**

**RESOLVED, that the officer of the Corporation or their designees, shall file these resolutions with the proceeds of the Corporation’s Annual Meeting and within its Corporate Records; and**

**RESOLVED, that the officers of the Corporation or their designees shall be, and each of them hereby is, authorized to take all such further action, including the authority to execute, deliver, and file all certificates and documents as necessary, advisable or in the best interest of the Corporation, and as any such officer may deem necessary, proper, convenient, or desirable in order to carry out each of the foregoing resolutions and fully effectuate the purposes and intents thereof, and that all actions taken by the officers of the Corporation to date, in connection with the foregoing resolutions, or otherwise, are hereby in all respects confirmed, ratified, and approved.**

**Motion** by Ray Ballmann, second by Vicky Johnson to elect corporation members as assigned in attachment “Assignment of Corporation Members” **Carried.**

Assignment of New World Mission Corporation Members

Title	First Name	Last Name	Corp Term
1. Rev.	Richard	Gunderson	2022
2. Rev.	Craig	Johnson	2022
3. Mr.	Marlow	Nash	2022
4. Rev.	David	Handsaker	2022
5. Rev.	Richard	Larson	2022
6. Mr.	Joel	Forness	2022
7. Mrs.	Barbara	Gustafson	2022
8. Mr.	Kevin	Hoops	2022
9. Mr.	Tim	Wolf	2022
10. Mr.	Richard	West	2022
1. Rev.	Eugene	Enderlein	2023
2. Rev.	Jarrold	Hylden	2023
3. Mr.	Dean	Feistner	2023
4. Rev.	Jerry	Nelson	2023
5. Mrs.	Kristen	Tanner	2023
6. Rev.	Kent	Sperry	2023
7. Rev.	Brian	Davidson	2023
8. Rev.	Connely	Dyrud	2023
9. Mrs.	Christy	Friestad	2023
10. Rev.	George	Lautner	2023
1. Mr.	William	Sheldon	2024
2. Rev.	Craig	Wentzel	2024
3. Mr.	Andrew	Quanbeck	2024
4. Mr.	Paul	Handsaker	2024
5. Mr.	Kenneth	Sletten	2024
6. Mrs.	Linda	Fugleberg	2024
7. Rev.	Micheal	Brandt	2024
8. Rev.	David	Johnson	2024

- |     |     |      |          |      |
|-----|-----|------|----------|------|
| 9.  | Dr. | Lyle | Westrom  | 2024 |
| 10. | Mr. | Jim  | Marcusen | 2024 |
- (#10. Previously vacant – filled by election earlier in meeting with Mr.Marcusen)

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|----|-----------------|------------------|----------------------|-----------------|
| 1. | Rev.            | Todd             | Klemme               | 2025            |
| 2. | Rev.            | Ray              | Ballmann             | 2025            |
| 3. | Dr.             | Peter            | Dyrud                | 2025            |
| 4. | Rev.            | John             | Amundson             | 2025            |
| 5. | Mrs.            | Wanita           | Sletten              | 2025            |
| 6. | Mr.             | Lyle             | Mattson              | 2025            |
| 7. | Rev.            | Kenneth          | Moland               | 2025            |
| 8. | Mrs.            | Vonne            | Coyle                | 2025            |
| 9. | <del>Rev.</del> | <del>Micah</del> | <del>Hjermstad</del> | <del>2025</del> |
- (Rev. Hjermstad resigned – do to election as AFLC President. #9 left vacant)
- |     |      |       |        |      |
|-----|------|-------|--------|------|
| 10. | Rev. | David | Nelson | 2025 |
|-----|------|-------|--------|------|

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|-----|------|----------|-------------|------|
| 1.  | Rev. | Gary     | Haug        | 2026 |
| 2.  | Mr.  | Ethan    | Zeltinger . | 2026 |
| 3.  | Mrs. | Jean     | Sheldon     | 2026 |
| 4.  | Mr.  | Matthew  | Greven .    | 2026 |
| 5.  | Mr.  | Mike     | Berntson    | 2026 |
| 6.  | Mr.  | Matthew  | Green       | 2026 |
| 7.  | Mrs. | Vicki    | Johnson     | 2026 |
| 8.  | Rev. | David    | Niemela     | 2026 |
| 9.  | Mrs. | Rochelle | Raan        | 2026 |
| 10. | Mr.  | Mark     | Riley       | 2026 |
- (#10. Previously vacant – filled by election earlier in meeting with Mr.Riley)

After discussion, upon **motion** made by Craig Johnson, seconded, and carried, the membership:

**RESOLVED, the following persons be, and each of them hereby is, elected to serve as the Board of Directors of the Corporation for the terms as listed (next to the name below) or until resignation or removal:**

Name	Term
<b>Rev. Kent Sperry</b>	<b>1 year</b>
<b>Paul Handsaker</b>	<b>1 year</b>
<b>Ken Sletten</b>	<b>1 year</b>
<b>William Sheldon</b>	<b>2 year</b>

There being no other business to consider, the meeting was adjourned.

MSC to adjourn.

Respectfully submitted  
 Rev. Brian L. Davidson, Secretary-AFLC World Mission Corporation