

BYLAWS OF CONCORDIA PRESS HANKOW

A Missouri Nonprofit Corporation

ARTICLE I

NAME, OFFICES, PURPOSE, AND DOCTRINAL COMMITMENT

Section 1. Name

The name of the corporation is **Concordia Press Hankow** (hereinafter referred to as the “Corporation”).

Section 2. Principal Office

The principal office of the Corporation shall be located in the State of Missouri at such place as the Board of Directors may determine from time to time.

The Corporation shall maintain a registered office and registered agent as required by the laws of the State of Missouri.

Section 3. Corporate Purpose

The Corporation is organized and shall be operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, or any corresponding provision of any future federal tax code.

The specific purposes of the Corporation include translating, editing, publishing, preserving, digitizing, distributing, and otherwise making available Christian literature and educational materials, with particular attention to theological and historical works, in faithful accord with the confessional Lutheran tradition.

The Corporation may undertake publishing, translation, educational, archival, technological, and charitable activities reasonably related to and in furtherance of these exempt purposes.

Section 4. Doctrinal Commitment

The Corporation unreservedly accepts the canonical Scriptures of the Old and New Testaments as the written Word of God and the only rule and norm of faith and practice.

The Corporation accepts without reservation the Symbolical Books of the Evangelical Lutheran Church contained in the **Book of Concord of 1580** as a true and faithful exposition of Holy Scripture.

The Corporation's religious and educational activities shall be conducted consistently with this doctrinal commitment.

Section 5. Private Inurement and Private Benefit

No part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, any director, officer, private individual, or other private person, except that the Corporation may pay reasonable compensation for bona fide services actually rendered and may reimburse reasonable and properly documented expenses incurred in furtherance of the Corporation's purposes.

The Corporation shall not be operated for the private benefit of any individual or private interest except as permitted by Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II

MEMBERSHIP

Section 1. No Voting Members

The Corporation shall have **no voting members**.

All corporate powers, affairs, business, and property shall be managed and controlled by the Board of Directors, subject to applicable law, the Articles of Incorporation, and these Bylaws.

The Corporation may have supporters, contributors, volunteers, employees, or other participants, but no such status shall confer voting or governance rights unless expressly provided in the Articles of Incorporation or these Bylaws.

ARTICLE III

BOARD OF DIRECTORS

Section 1. General Powers

The Board of Directors shall constitute the governing body of the Corporation.

The Board shall have ultimate authority over the affairs, property, finances, programs, publications, policies, and operations of the Corporation, subject to applicable law, the Articles of Incorporation, and these Bylaws.

The Board shall be responsible for:

1. establishing the Corporation's policies and strategic direction;
2. overseeing the Corporation's religious, charitable, educational, and publishing activities;
3. managing and safeguarding the Corporation's assets;
4. approving budgets and major financial transactions;
5. ensuring compliance with applicable law;
6. maintaining the Corporation's doctrinal standards; and
7. appointing and supervising the Corporation's officers and other persons as necessary to carry out the Corporation's purposes.

Section 2. Number and Qualifications

The Board of Directors shall consist of exactly **three (3) directors**.

Each director shall be a natural person who subscribes to the Doctrinal Commitment stated in Article I, Section 4.

Directors need not be residents of the State of Missouri.

Section 3. Election and Term of Office

The initial directors shall be named in the Articles of Incorporation or elected at the organizational meeting of the Corporation.

Thereafter, directors shall be elected by the affirmative vote of a majority of the directors then in office.

Directors shall serve staggered terms of three (3) years and shall hold office until their successors are elected and qualified, or until their earlier resignation, removal, or death.

Directors may serve consecutive terms.

Section 4. Initial Staggering of Terms

At the organizational meeting, the initial directors shall be assigned terms of one (1), two (2), and three (3) years, respectively, in order to establish staggered terms.

Thereafter, each successor director shall serve a three-year term.

The specific initial terms may be established by resolution of the organizational meeting and recorded in the Corporation's minutes.

Section 5. Regular Meetings

The Board shall meet at least quarterly at times and places determined by the Board.

The Board may establish a regular monthly meeting schedule or meet more frequently whenever the Board determines that such meetings are appropriate.

Failure to hold a meeting in any particular month shall not invalidate otherwise lawful corporate action.

Section 6. Special Meetings

Special meetings of the Board may be called by the President or by any two (2) directors.

Notice of a special meeting shall be given to each director at least seven (7) days before the meeting, unless a shorter period is permitted by applicable law or waived by the director.

Notice may be provided by mail, telephone, electronic mail, or other reasonable means of communication.

Section 7. Remote Meetings

Regular and special meetings of the Board may be conducted through electronic communication technology, including videoconference, teleconference, or other means by which all participating directors may simultaneously hear one another in real time.

Participation through such means shall constitute presence at the meeting to the extent permitted by applicable Missouri law.

Section 8. Annual In-Person Meeting

Where feasible and practical, the Board shall endeavor to hold at least one (1) meeting each year in person at a location designated by the Board.

Such meeting may coincide with an annual strategic planning meeting, retreat, or other gathering of the directors.

Section 9. Quorum

Two (2) directors shall constitute a quorum for the transaction of business.

A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of a director, provided that any action taken thereafter is otherwise permitted by applicable law.

Section 10. Voting

Except where a greater vote is required by law, the Articles of Incorporation, or these Bylaws, the act of the Board shall be the affirmative vote of a majority of the directors present at a meeting at which a quorum is present.

Because the Board consists of three (3) directors, ordinary corporate action may therefore be approved by two (2) directors when all three directors are present, or by two (2) directors when two directors constitute the quorum.

Section 11. Fundamental Matters Requiring Unanimous Approval

Notwithstanding any other provision of these Bylaws, the following matters shall require the affirmative vote of **all directors then in office**, unless a different requirement is mandated by applicable law:

1. amendment of the Corporation's dissolution and asset-distribution provisions;
2. conversion of the Corporation from a no-member corporation to a corporation having voting members;
3. merger, consolidation, or other transaction resulting in the Corporation ceasing to operate as an independent Missouri nonprofit corporation;
4. sale or disposition of substantially all of the Corporation's assets; and

Section 12. Action Without a Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all directors consent to the action in writing or by legally effective electronic means.

The action shall be evidenced by one or more written or electronically signed consents describing the action taken and executed or otherwise affirmatively consented to by each director.

Such consents shall be maintained with the minutes and permanent corporate records of the Corporation.

Section 13. Vacancies

Any vacancy occurring on the Board by reason of death, resignation, removal, disqualification, or otherwise shall be filled by the affirmative vote of a majority of the remaining directors.

A director elected to fill a vacancy shall serve for the unexpired portion of the predecessor's term and until his or her successor is elected and qualified.

Section 14. Resignation

A director may resign at any time by providing written notice to the President or Secretary of the Corporation.

The resignation shall become effective at the time specified in the notice or, if no time is specified, upon delivery of the notice.

Section 15. Removal

A director may be removed to the extent permitted by the Articles of Incorporation and applicable Missouri law.

Unless otherwise required by law, removal shall require the affirmative vote of the directors then in office other than the director whose removal is being considered.

Section 16. Committees

The Board may establish one or more committees and may delegate to such committees powers and responsibilities permitted by Missouri law.

Any committee shall operate under the authority of the Board and shall report its actions to the Board.

ARTICLE IV

OFFICERS

Section 1. Designated Officers

The officers of the Corporation shall be:

1. a President;
2. a Secretary; and
3. a Treasurer.

The Board may establish additional offices as necessary or appropriate.

Any two or more offices may be held by the same person, except that the offices of President and Secretary shall not be held by the same person.

Section 2. Election and Term

The officers shall be elected annually by the Board of Directors at the first regular meeting of the Board following the annual election of directors.

Each officer shall serve for a term of one (1) year and until his or her successor is elected and qualified.

An officer may be reelected for consecutive terms.

Section 3. Removal

Any officer may be removed, with or without cause, by the affirmative vote of a majority of the directors then in office, subject to applicable law.

Removal from office shall not, by itself, constitute removal from the Board of Directors.

Section 4. Vacancies

Any vacancy in an office may be filled by the Board of Directors for the remainder of the unexpired term.

Section 5. President

The President shall:

1. preside at meetings of the Board of Directors;
2. oversee the general management of the Corporation subject to the authority of the Board;
3. execute documents authorized by the Board;
4. represent the Corporation in matters authorized by the Board; and
5. perform such other duties as may be assigned by the Board.

Section 6. Secretary

The Secretary shall:

1. keep or cause to be kept accurate minutes of meetings of the Board;
2. maintain or cause to be maintained the Corporation's official records;
3. give notices required by the Articles, these Bylaws, or applicable law;
4. maintain records of written consents and resolutions;
5. manage official corporate correspondence; and
6. perform such other duties as may be assigned by the Board.

Section 7. Treasurer

The Treasurer shall:

1. oversee the custody and accounting of the Corporation's funds;
2. oversee the Corporation's financial records;
3. assist in preparing and monitoring the annual budget;
4. provide financial reports to the Board;
5. oversee appropriate internal financial controls; and
6. perform such other duties as may be assigned by the Board.

The Board may appoint or employ a bookkeeper, accountant, financial professional, or other person to assist the Treasurer.

Section 8. Other Officers and Agents

The Board may appoint additional officers, employees, agents, editors, translators, administrators, or other persons as necessary to carry out the Corporation's purposes.

Their authority and duties shall be determined by the Board.

ARTICLE V

COMPENSATION AND CONFLICTS OF INTEREST

Section 1. Compensation of Directors

Directors shall serve without compensation for their services as directors.

Directors may be reimbursed for reasonable, necessary, and properly documented expenses incurred in carrying out their official duties.

Section 2. Compensation for Other Services

Nothing in these Bylaws shall prohibit the Corporation from compensating a director or officer for bona fide services rendered to the Corporation in a capacity other than as a director or officer, provided that:

1. the services are actually rendered;
2. the compensation is reasonable;
3. the arrangement is properly documented;
4. the transaction is approved in accordance with the Corporation's Conflict of Interest Policy; and
5. the transaction complies with applicable Missouri and federal law.

Section 3. Conflict of Interest Policy

The Board shall adopt and maintain a written Conflict of Interest Policy consistent with applicable Missouri law and federal tax requirements.

The policy shall establish procedures for:

1. disclosure of actual or potential conflicts;
2. determination of whether a conflict exists;
3. recusal of interested persons from deliberation and voting when appropriate;
4. review and approval of transactions involving interested persons;
5. documentation of the Board's consideration and decision; and

6. periodic disclosure by directors and officers.

Section 4. Interested Director

A director or officer with a material financial or personal interest in a proposed transaction shall disclose the nature of that interest to the Board before the Board considers the transaction.

The interested person shall not participate in deliberation or voting except to provide information reasonably requested by the Board and as otherwise permitted by applicable law.

ARTICLE VI

FINANCIAL ADMINISTRATION AND RECORDS

Section 1. Fiscal Year

The fiscal year of the Corporation shall be the calendar year unless otherwise determined by resolution of the Board.

Section 2. Bank Accounts

The funds of the Corporation shall be deposited in financial institutions selected by the Board of Directors.

The Board shall establish by resolution the persons authorized to sign checks, initiate electronic payments, access accounts, or otherwise conduct financial transactions on behalf of the Corporation.

Section 3. Financial Controls

The Corporation shall maintain reasonable internal financial controls appropriate to its size and activities.

The Board may adopt a separate Financial Controls Policy governing authorization of expenditures, reimbursement, banking, bookkeeping, financial reporting, and related matters.

Section 4. Contracts

The Board may authorize any officer or agent to enter into contracts or execute instruments on behalf of the Corporation.

No officer, employee, or agent shall have authority to bind the Corporation except as authorized by the Board or these Bylaws.

Section 5. Corporate Records

The Corporation shall maintain complete and accurate records appropriate to its activities and required by law, including:

1. Articles of Incorporation;
2. these Bylaws and amendments;
3. minutes of meetings of the Board;
4. written consents and resolutions;
5. financial records;
6. tax and regulatory filings;
7. significant contracts;
8. records of intellectual property and publishing rights; and
9. other records required by applicable law.

Corporate records may be maintained electronically.

ARTICLE VII

INDEMNIFICATION AND INSURANCE

Section 1. Indemnification

To the fullest extent permitted by the laws of the State of Missouri, the Corporation shall indemnify its directors, officers, employees, and agents against liabilities and expenses reasonably incurred in connection with proceedings arising from their service to the Corporation.

The Corporation shall provide indemnification only to the extent permitted by applicable law and subject to any limitations imposed by the Articles of Incorporation.

Section 2. Insurance

The Board may purchase and maintain insurance on behalf of the Corporation and its directors, officers, employees, and agents against liability or expenses arising from their service to the Corporation.

ARTICLE VIII

DISSOLUTION AND DISTRIBUTION OF ASSETS

Section 1. Dissolution

The Corporation may be dissolved in accordance with the Missouri Nonprofit Corporation Law, the Articles of Incorporation, and these Bylaws.

Unless a greater vote is required by applicable law or the Articles of Incorporation, voluntary dissolution shall require the affirmative vote of all directors then in office.

Section 2. Distribution of Assets

Upon dissolution or final liquidation of the Corporation, after payment of, or adequate provision for, all debts, liabilities, and obligations of the Corporation, all remaining assets shall be distributed exclusively for one or more purposes described in Section 501(c)(3) of the Internal Revenue Code, or any corresponding provision of any future federal tax code.

The Corporation's remaining assets shall be distributed first to **The Lutheran Church—Missouri Synod**, provided that, at the time of distribution, it is recognized as an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and is organized and operated for one or more purposes described in Section 501(c)(3).

If The Lutheran Church—Missouri Synod does not qualify as described above at the time of distribution, the remaining assets shall instead be distributed exclusively to one or more organizations then recognized as exempt under Section 501(c)(3) and organized and operated for religious, charitable, or educational purposes consistent, to the extent legally permissible, with the Corporation's confessional Lutheran purpose and mission.

No remaining assets shall be distributed to any director, officer, employee, private individual, or other private person.

ARTICLE IX

DOCTRINAL AND ORGANIZATIONAL CONTINUITY

Section 1. Preservation of Confessional Identity

The Corporation shall maintain its identity and mission as a confessional Lutheran religious and educational publishing organization.

The Board shall exercise its governance authority in a manner consistent with the Doctrinal Commitment stated in Article I, Section 4.

Section 2. Editorial and Publishing Standards

The Board may adopt separate editorial, translation, publishing, archival, and doctrinal policies governing the Corporation's publications and educational materials.

Such policies shall be consistent with the Articles of Incorporation, these Bylaws, and the Corporation's Doctrinal Commitment.

Section 3. Intellectual Property

All copyrights, trademarks, manuscripts, translations, editions, digital files, databases, publications, and other intellectual property acquired or created by or for the Corporation shall be held and administered for the Corporation's exempt purposes.

The Board may adopt policies governing ownership, licensing, permissions, publication rights, and preservation of such property.

ARTICLE X

AMENDMENTS

Section 1. Amendment of Bylaws

These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted, by the affirmative vote of a majority of the directors then in office at any regular or special meeting of the Board, provided that written notice of the proposed amendment is provided to all directors at least seven (7) days before the meeting.

Section 2. Limitations on Amendments

No amendment to these Bylaws shall:

1. authorize private inurement or distribution of assets for private benefit;
2. conflict with the Articles of Incorporation;
3. conflict with applicable Missouri law;
4. cause the Corporation to cease satisfying the organizational requirements of Section 501(c)(3) of the Internal Revenue Code; or
5. alter or remove the Corporation's Doctrinal Commitment whatsoever.

Any amendment affecting dissolution or the distribution of assets shall likewise require unanimous approval under Article III, Section 11.

ARTICLE XI

MISCELLANEOUS

Section 1. Governing Law

These Bylaws shall be governed by and construed in accordance with the laws of the State of Missouri, including the Missouri Nonprofit Corporation Law, Chapter 355 of the Revised Statutes of Missouri.

Section 2. Parliamentary Authority

The Board may adopt reasonable rules of procedure for its meetings.

To the extent appropriate and not inconsistent with applicable law, the Articles of Incorporation, or these Bylaws, the Board may use generally recognized parliamentary principles as a guide for conducting meetings.

Section 3. Severability

If any provision of these Bylaws is determined to be invalid or unenforceable, the remaining provisions shall remain in full force and effect.

Section 4. Supremacy of Law and Articles

If any provision of these Bylaws conflicts with applicable law or the Articles of Incorporation, the applicable law or Articles of Incorporation shall control.

CERTIFICATION OF ADOPTION

These Bylaws were adopted by the Board of Directors of Concordia Press Hankow at its organizational meeting held on _____, 2026__.

CONCORDIA PRESS HANKOW

By: 
[Shaun Daugherty \(Sep 14, 2026 18:33:31 EDT\)](#)

Name: ___Rev. Shaun Daugherty_____

Title: President

Date: 09/14/2026

By: 
[Stephen Paul Oliver \(Sep 13, 2026 10:22:57 GMT+8\)](#)

Name: _____Rev. Stephen Oliver_____

Title: Secretary

Date: 09/13/2026

By: 
[Xuwen Huang \(Sep 15, 2026 06:46:04 CDT\)](#)

Name: ___Xuwen Huang_____

Title: Treasurer

Date: 09/15/2026