

**ARTICLES OF INCORPORATION OF  
AMERICAN SOCIETY OF MISSIOLOGY, INC.**

**I**

The name of this corporation shall be AMERICAN SOCIETY OF MISSIOLOGY, Inc.

**II**

The purposes for which this corporation is formed are:

a) The specific and primary purposes are to promote the scholarly study of theological, historical, social and practical questions relating to the missionary dimension of the Christian Church; to relate studies in missiology to the other scholarly disciplines; to promote fellowship and cooperation among individuals and institutions engaged in activities and studies related to missiology; to facilitate mutual assistance and exchange of information among those thus engaged; and to encourage research and publication in the study of Christian missions.

(b) The general purposes and powers are to have and to exercise all rights and powers conferred on nonprofit corporations under the laws of California, including the power to contract, rent, buy or sell personal or real property, provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

(c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

**III**

This corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California. This corporation does not contemplate pecuniary gain or profit to the members thereof and it is organized for nonprofit purposes.

**IV**

The principal office for the transaction of the business of this corporation is located in the County of Los Angeles, State of California.

**V**

The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

GERALD H. ANDERSON, 114 Catherine Street, Ithaca, NY 14850

DONALD M. WODARZ, Saint Columban's Seminary, 1200 Brush Hill Road, Milton, MA 01286

RALPH D. WINTER, 533 Hermosa Street, South Pasadena, CA 91030

## **VI**

The authorized number and qualifications of members of the corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability to dues and assessments and the method of collection thereof, shall be as set forth in the bylaws.

## **VII**

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or the benefit of any private persons. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

If this corporation holds any assets in trust, or the corporation is formed for charitable purposes, such assets shall be disposed of in such manner as may be directed by decree of the superior court of the county in which the corporation has its principal office, upon petition therefore by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

## **VIII**

The name of the unincorporated association which is being incorporated is AMERICAN SOCIETY OF MISSIOLOGY.

IN WITNESS WHEREOF, the undersigned, being the President and the Secretary, respectively, of AMERICAN SOCIETY OF MISSIOLOGY, the unincorporated association which is being incorporated hereby, have executed these Articles of Incorporation.

### **Bylaws of American Society of Missiology, Inc.**

#### **Article I - Principal Office**

The principal office for the transaction of the business of the corporation is fixed and located at Pasadena, Los Angeles County, California. The board of directors may at any time or from time to time change the location of the principal office from one location to another in this country.

#### **Article II – Membership**

##### ***Section 1: Members***

There shall be one class of members. Members are those whose dues are paid by the time of the annual meeting of the year to which dues apply.

##### ***Section 2: Fees for Membership***

The board of directors may recommend to the general membership other classes of members, and the amount, time and manner of payment of initiation and annual dues payable to the corporation by the members. The members at the annual meeting, or at a special meeting called for that purpose shall approve or disapprove the recommendation of the board of directors.

##### ***Section 3: Voting Rights of Members***

Each member shall be entitled to one vote. Only members may hold office.

#### ***Section 4: Liabilities of Members***

No person who is now, or who later becomes, a member of this corporation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of the corporation shall look only to the assets of this corporation for payment.

#### ***Section 5. Sponsors of the American Society of Missiology***

An institution or agency may become a sponsor of the American Society of Missiology upon payment of an appropriate amount to be fixed by the Board of Directors annually. Institutional sponsors shall receive a complimentary subscription to *Missiology: An International Review*.

### **Article III – Meetings**

#### ***Section 1: Annual Meeting***

The annual meeting of the members of the corporation shall be held normally in the month of June in conjunction with the general scholarly meeting of the Society.

No notice of any such annual meeting of the members of this corporation need be given if it is held in conjunction with the general scholarly meeting of the Society in June of each year: otherwise written notice of the time and place of the annual meeting shall be delivered personally to each voting member or sent to each voting member by mail or other form of written communication, charges prepaid, addressed to him/her at his/her address as it is shown on the records of the corporation, or if it is not shown on the records or is not readily ascertainable, at the place where the meetings of the members are regularly held. Any notice shall be mailed or delivered at least fourteen days before the date of the meeting.

#### ***Section 2: Special Meetings***

Special meetings of the members of this corporation for any purpose or purposes may be called at any time by the president of the corporation or by any four or more members of the board of directors, or by 10% or more of the members.

Written notice of the time and place of special meetings of the members shall be given in the same manner as for annual meetings of the members.

#### ***Section 3: Quorum***

A quorum for any meeting of the members shall be a majority of the members present and voting, the minimum being ten members.

#### ***Section 4: Adjourned Meetings***

Any regular or called meeting of the members may adjourn from day to day, or from time to time, without further notice, until its business is completed.

#### ***Section 5: Presiding Officer at Meetings***

The president, or, in the absence of the president, the 1st vice president, or the 2nd vice president or in the absence of the president and vice presidents, a chair elected by the members present, shall call the meeting of the members to order, and shall act as the presiding officer thereof. The secretary of the corporation shall act as the secretary of all meetings of the members, and in the absence of the secretary, the presiding officer may appoint any person to act as secretary.

#### ***Section 6: Election of the Board of Directors***

At the regular annual meeting of the members held normally in the month of June, the members shall elect a board of directors as constituted by these bylaws, and the articles of incorporation of this corporation.

Each year at the annual meeting of the members, the retiring president shall appoint a nominating committee for the coming year and name its chair. Over the course of the year the nominating committee shall develop a slate of candidates for the positions on the board of directors needing to be filled, as well as for the officers, the board of publications, and standing committees of the society. The nominating committee shall make its report at the annual meeting of the members in the following year. At that time, additional nominations may be made from the floor, provided prior agreement has been reached with that nominee that she/he is willing to serve.

#### ***Section 7: Proxies***

All proxies must be in writing, executed by the members themselves, and must be filed with the secretary of the corporation at or before the meeting of the members.

### **Article IV - Board of Directors**

#### ***Section 1: Number of Members of the Board of Directors***

The board of directors shall consist of fourteen members until the number is changed by amendment to these bylaws. All members of the board of directors shall be members of this corporation.

Nine of the members are elected as members of the board of directors and the other five, president, two vice presidents, secretary, and treasurer, are on the board of directors by virtue of their offices.

The immediate past president of the American Society of Missiology shall be an advisory member of the board of directors, with voice but not vote.

#### ***Section 2: Quorum***

A majority of the members of the board of directors shall constitute a quorum for the transaction of business.

### ***Section 3: Powers of the Board of Directors***

Subject to the limitations of the articles of incorporation, other sections of the bylaws, and of California law, all corporate powers of the corporation shall be exercised by or under the authority of, and the business affairs of the corporation shall be controlled by the board of directors. Without limiting the general powers, the board of directors shall have the following powers:

- (a) To select and remove all the other officers, agents, and employees of the corporation, except those specifically elected by the general membership, prescribe such powers and duties for them as may not be inconsistent with law, the articles of incorporation, or the bylaws, fix their compensation, and require from them security for faithful service.
- (b) To conduct, manage, and control the affairs and business of the corporation, and to make rules and regulations not inconsistent with law, the articles of incorporation or these bylaws.
- (c) To borrow money and incur indebtedness for the purposes of the corporation, and for that purpose to cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and securities.

### ***Section 4: Decisions of the Board of Directors***

All decisions of the board of directors shall be subject to review by the membership.

### ***Section 5: Term of Office***

The term of office of each member of the board of directors of this corporation shall be three years or until his/her successor is elected. Successors for members of the board of directors whose terms of office are then expiring shall be elected at the annual meeting of the members in the year in such terms expire. A member of the board of directors may succeed himself / herself in office.

### ***Section 6: Vacancies***

Vacancies in the members of the board of directors shall be filled by a majority of the remaining members then in office. A successor member of the board of directors so elected shall serve for the unexpired term of the predecessor.

### ***Section 7: Place of Meeting***

Regular meetings of the board of directors shall be held at any place, within or without the state that has been designated from time to time by resolution of the board of directors or by written consent of all members of the board. In the absence of this designation, regular meetings of the board of directors may be held either at a place designated or at the principal office.

### ***Section 8: Special Meetings***

Special meetings of the board of directors may be called at any time for any purpose or purposes by the president or by any three or more members of the board of directors.

Written notice of the time and place of special meetings shall be delivered personally to each member of the board of directors or sent to each member of the board of directors by mail or other form of written communication, charges prepaid, addressed to him/her at his/her address as it is shown on the records of the corporation, or if it is not so shown

on the records or is not readily ascertainable, at the place at which the meetings of the board of directors are regularly held. The notice shall be delivered or sent at least fourteen days before the time of the holding of the meeting.

The transactions of any meeting of the board of directors of this corporation, however called and notified, shall be as valid as those at a meeting held after regular call and notice, if a quorum is present, and if, either before or after the meeting, each of the members of the board of directors signs a written waiver of notice, or a consent to holding this meeting, or an approval of the minutes of the meeting. All waivers, consents, or approvals shall be filed with the corporate records or be made a part of the minutes of the meeting.

### ***Section 9: Action Without a Meeting***

An action by the board of directors may be taken without a meeting if all members of the board of directors individually or collectively consent in writing to this action. Such written consent or consents shall be filed with the minutes of the proceedings of the board of directors.

### ***Section 10: Removal***

The board of directors shall have a summary power by vote of a 2/3 majority of its members to suspend, or to expel and terminate the membership of any member of the board of directors for conduct which in its opinion disturbs the order, dignity, business or harmony, or impairs the good name, popularity or prosperity of the organization, or which is likely, in its opinion, to endanger the welfare, interest or character of the organization, or for any conduct in violation of these bylaws or of the rules and regulations of the corporation, which may be made from time to time. Such actions by the board of directors may be taken at any meeting of such committee upon the initiation of any member or members of the committee. The proceedings of the board of directors in such matter shall be final and conclusive.

### ***Section 11: Compensation***

The members of the board of directors shall receive no compensation for their services as members of the board of directors except their actual expenses.

## **Article V - Officers**

### ***Section 1: Officers***

The officers of this corporation shall be a president, 1st and 2nd vice presidents, secretary, and treasurer, and such other officers as the general membership shall elect, or the board of directors may appoint. The president, vice presidents, secretary, and treasurer shall be members of the board of directors.

### ***Section 2: Election and Terms of Office***

At their annual meeting, members of the corporation shall elect the president, 1st vice president, and 2nd vice president. (Nominations for these positions shall reflect the three constituencies from which ASM members come — Roman Catholic, conciliar protestant, and independent.) The president and two vice presidents shall be elected annually and serve for a term of one year, or until their successors are elected and qualified. It is understood that the vice presidents shall succeed, in turn, to the next office. The secretary and treasurer and all other officers shall serve a term of three years, or until their successors are elected and qualified.

### ***Section 3: Vacancies***

A vacancy in any office because of death, resignation, removal, disqualification, or other reason shall be filled by the board of directors.

### ***Section 4: President***

Subject to the control of the board of directors, the president shall have general supervision, direction, and control of the business and affairs of the corporation. The president shall preside at all meetings of the members, and of the board of directors, and shall have such other powers and duties as may be prescribed from time to time by the board of directors. The president, with the secretary, shall execute, in the name of the corporation, all deeds, bonds, contracts, and other obligations and instruments authorized by the board of directors to be executed.

The president of the corporation shall be an ex-officio member, with vote, on all committees and boards.

### ***Section 5: Vice President***

In the absence or disability of the president, the 1st vice president shall perform all the duties of the president and in so acting shall have all the powers of the president. The 1st vice president shall have such other powers and duties as may be prescribed from time to time by the board of directors.

### ***Section 6: Secretary***

The secretary shall keep a full and complete record of the proceedings of the meetings of the members and of the board of directors, shall keep the seal of the corporation and affix it to such papers and instruments as may be required in the regular course of business, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the records of the corporation, shall organize and manage the annual conference and business meeting of the society, shall maintain current membership rolls and bi-annually prepare a membership directory for publication in *Missiology*, shall manage timely communications with the membership, and shall discharge such other duties of the office as prescribed by the board of directors. The secretary may, with the approval of the board of directors, hire the services of an administrative assistant to assist with these duties.

In case of the absence or disability of the secretary, or his/her refusal or neglect to act, notices may be given and served by the president, or by the 1st vice president, or by any person thereunto authorized by the president or by the 1st vice president, or by the board of directors.

### ***Section 7: Treasurer***

The treasurer shall receive and safely keep all funds of the corporation and deposit same in such bank or banks as may be designated by the board of directors. These funds shall be paid out only on checks of the corporation signed by the president, 1st vice president, treasurer, or by such officers as may be designated by the board of directors as authorized to sign them.

The treasurer shall also keep careful financial records of the society's income and expenditure, and arrange for an annual financial report to be professionally prepared; present the annual financial report to the board of directors and make it available to the ASM membership to review; prepare for the board of directors and the society a proposed budget for the ensuing year; issue tax-related documents in a timely manner; arrange for the timely preparation and submission of appropriate state and federal tax forms; promptly reimburse persons for any legitimate society expenses; maintain the financial files of the society, including tax returns, receipts of expenditures, 1099 forms, and any correspondence with the IRS; coordinate the processes for receiving *Missiology* subscriptions and membership dues. The treasurer may, with the approval of the board of directors, hire the services of an administrative assistant to assist with these duties.

## **Article VI- Board of Publications and Standing Committees (Revised October 23, 2021)**

### **Section 1: Board of Publications**

The board of publications shall consist of thirteen (13) members, including the publisher and nine (9) members who shall serve terms of three years, and three ex-officio members: the president, the secretary, and the treasurer. Other persons invited to be present at board of publication meetings by reason of office include the editor of *Missiology: An International Review* (henceforth, *Missiology*), the editorial assistant of *Missiology*, the book review editor of *Missiology*, the chairperson of the Scholarly Monograph Series Committee, the chairperson of the ASM Book Series Committee, and the chairperson of the Electronic Media Committee. A member of the board of publications may succeed himself / herself in office.

### **Section 2: Publisher**

The publisher shall be elected by the board of publications for a 3-year term. The person may be re-elected.

### **Section 3: Editorial Policies**

Policies concerning the publications shall be determined by the board of publications, subject to review by the membership at the annual meeting.

### **Section 4. Management of ASM Publications**

The board of publications appoints persons to manage each of the ASM's publication areas as editors and editorial committees. These areas of publication, with brief descriptions of their aims, are as follows:

- a. ***Missiology: An International Review*** is a peer-reviewed scholarly quarterly journal that publishes articles on the full range of practical and theoretical issues that are the subject matter of the discipline of missiology and mission studies. The editor of *Missiology* reports to the board of publications through the publisher as well as through annual written reports directly to the members of the board of publications.
- b. ***The ASM Series*** publishes books of a scholarly nature in association with a publisher whose list is respected in the academic world in an effort to bring works of mission studies into the wider theological conversation. *The ASM Series Editorial Committee* reports to the board of publications through the publisher.
- c. ***The ASM Scholarly Monograph Series*** publishes dissertations and other works of a specialized nature in mission studies to make such work available to its appropriate readership. *The ASM Scholarly Monograph Series Editorial Committee* reports to the board of publications through the publisher as well as through annual written reports directly to the members of the board of publications.



d. **The ASM Electronic Media Committee** has responsibility (1) for the design and upkeep of the Society's website as a resource for the Society itself and to provide information on the Society for all who seek it; (2) for the electronic publication of materials such as blog posts, podcasts, videos, and other materials deemed suitable for the ASM website; and (3) for electronic forums on matters of interest to the Society and mission studies. *The ASM Electronic Media Committee* reports to the board of publications through the publisher as well as through annual written reports directly to the members of the board of publications.

The ASM nominating committee, in consultation with the board of publications chairperson(s) nominates board of publications members for approval by ASM members at the annual business meeting. The general membership of the board of publications shall consist of the publisher and nine persons who serve three-year terms and represent each of the three society constituencies (Roman Catholic, conciliar protestant, and independent). *Ex officio* members are noted above in Section 1.

In the event of a vacancy in the positions of editor of *Missiology*, the board of publications chooses the next editor. For vacancies among the ASM Series or Scholarly Monographs Series editorial committee members, the book series chairpersons (ASM Series and Scholarly Monograph Series) choose the persons who constitute the editorial committees.

**Section 5: Management of Award Committee(s)** – The board of publications may choose to appoint persons to serve as selection committee(s) of awards the board of publications chooses to give members of the ASM. This is the case for the Graduate Student Paper Contest. For the ASM Book Award all members of the board of publications vote for nominated books. The publisher and *Missiology* book review editor review the votes and determine the award recipient.

#### **Section 6: Election**

Members of the board of publications are elected by members of the society present at its annual meeting. The nominating committee appointed by the president (as described in Article III, Section 6) shall propose a slate of candidates for the positions on the board of publications to be filled. Additional nominations may be made from the floor when the nominating committee makes its report, provided prior agreement has been reached with that nominee that he/she is willing to so serve.

#### **Section 7: Organization of the Board of Publications**

The board of publications shall organize itself by election of its own officers.

#### **Section 8: Standing Committees of the Society**

Standing committees of the society may be established as deemed necessary by the board of directors or by the membership at the annual meeting. Once established, standing committees shall organize themselves by election of their own officers.\_

#### **Article VII- Seal**

The board of directors shall provide a suitable seal for the corporation.

#### **Article VIII-Amendment of Bylaws**

These bylaws may be amended or repealed and new bylaws adopted by the vote of the majority of the members of the board of directors at any board of directors meeting, excepted that a bylaw fixing or changing the number of the members of the board of directors may be adopted, amended or repealed only by the vote or written consent of a majority of the members of the corporation called for that purpose and which is a majority of the vote of those present and voting. Any amendment to these bylaws adopted by the board of directors, shall be binding on the members unless and until rejected by the voting members at an annual meeting of the members or a special meeting of the members called for that purpose.

It shall be the duty of the board of directors to present to the members for ratification or rejection at each annual meeting of the members, or at any special meeting held in lieu of an annual meeting, amendments to the bylaws that have been made by the board of directors during the year immediately preceding the annual meeting.

## **Article IX - Records and Inspections**

### ***Section 1: Records***

The corporation shall maintain adequate and correct accounts, books and records of its business and properties. All of such books, records and accounts shall be kept at its principal place of business in the state of California, or as fixed by the board of directors from time to time.

### ***Section 2: Inspection of Books and Records***

All books and records of the corporation shall be open to inspection by the members of the board of directors at all reasonable times at the principal office of the corporation.

### ***Section 3: Inspection and Certification of Bylaws***

The original or a copy of these bylaws as amended or otherwise altered to date, certified by the secretary, shall be open to inspection by the members of the corporation as provided in Section 502 of the corporations code of California.

### ***Section 4: Annual Reports***

The board of directors shall cause an annual report to be made to the members not later than the annual meeting following the close of the fiscal year. Said annual report shall contain a balance sheet as of the closing date of such year, together with a statement of income and profit and loss for such year. These financial statements shall be certified by the president, the treasurer, or a public accountant.

## **Article X - Fiscal Year**

The fiscal year of this corporation shall be January 1 to December 31.

Certified as amended October 23, 2021

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Allan Effa, secretary