



CONSTITUTION FOR BRANCHES

PREAMBLE

Thrivent Financial charters branches, called “chapters,” “Thrivent communities” or by other names as determined by the Board of Directors of Thrivent Financial, to enable its members to aid themselves and others through voluntary action in branches. Although largely self-governing, these branches conduct their activities in accordance with the Articles of Incorporation and Bylaws of Thrivent Financial. Pursuant to those articles and bylaws, the Board of Directors of Thrivent has established this “Thrivent Financial Constitution for Branches” so that its members have the opportunity to exercise the rights and powers granted herein.

I. Affiliation

This branch has been chartered by Thrivent (“the Society”), a fraternal benefit society organized under the laws of the state of Wisconsin, with its principal office in Appleton, Wisconsin, as a subordinate branch of the Society as authorized by Article VII of the Articles of Incorporation of the Society. The Board of Directors of the Society is the supreme governing body of the Society and is responsible for governing the affairs of the Society. The Board of Directors of the Society maintains general supervision and control of subordinate branches including the power to issue, amend and withdraw their charters. This branch shall be subject to the Articles of Incorporation and Bylaws of the Society and other rules and policies of the Society.

II. Name

The name of this branch is stated in its charter.

III. Powers

This branch:

1. Exercises the powers and authority prescribed in this constitution, including the election of its governing board and officers from its membership.
2. Participates in activities that are consistent with the purpose of branches of the Society pursuant to this constitution and other rules and policies of the Society.
3. May voluntarily join together with other branches of the Society to assist each other in the performance of their activities.

IV. Purpose

The purpose of this branch is to foster voluntary activities for aiding lawful social, intellectual, educational, charitable, benevolent, moral, fraternal, patriotic or religious endeavors in accordance with the Articles of Incorporation and Bylaws of the Society and policies of the Board of Directors of the Society; to provide members with the opportunity to take part in the benevolent, charitable and other activities of the Society; and to provide members with the opportunity to participate in the process of selection of candidates for the Board of Directors of the Society. This branch shall participate in and support local, regional and national programs of the Society. The funds of this branch are to be used exclusively to carry out the purpose of this branch as stated in this Article IV.

V. Ritual

This branch shall conduct its affairs consistent with the beliefs and practices of the congregations within which branch members also hold membership. This branch shall also follow such ceremonial procedures as may be prescribed by the Society for its branches, including procedures for installation of Branch Board members and officers and admission of members.

VI. Membership

1. This branch shall admit into membership individuals who have applied for membership and have met the membership eligibility requirements established by the Board of Directors of the Society, or have previously been admitted as members of the Society in another branch.
2. Membership in this branch shall be terminated when:
 - a. A member terminates his or her membership in this branch.
 - b. A member terminates his or her membership in the Society.
 - c. A member fails to comply with requirements for maintaining membership in the Society as determined by the Society.
 - d. Membership is terminated in connection with transfer of membership to another branch pursuant to rules and policies adopted by the Society for administration of branches.
 - e. This branch is dissolved.

VII. Branch Board and Officers

The Branch Board is the governing board of this branch and represents all of the members of this branch in administering the business of this branch. Only benefit and associate members of the Society and of this branch are eligible to be members of the Branch Board of this branch. All elections, appointments, suspensions, or any vacancies due to resignation, inability to serve, ineligibility to serve, death or removal of Branch Board members shall be reported to the Society office location specified in rules and policies of the Society within 10 days.

1. Branch Board

- a. Branch Board Members and Voting.** The Branch Board shall have a minimum of five members. Rules and policies adopted by the Society may establish a maximum number of members of the Branch Board of this branch. All Branch Board members shall have equal voting rights on the Branch Board. If a quorum is present at a meeting before a vote is taken, the affirmative vote of a majority of the Branch Board members present is the act of the Branch Board, unless a greater number or percentage of votes is required for an action under specific terms of this constitution. The rules and policies of the Society may specify particular names to be used for the Branch Board of this branch and for the members of the Branch Board.
- b. Authority.** The Branch Board is the governing board of this branch for the administration of business and approval of activities. The duties and responsibilities of the Branch Board shall be as designated in rules and policies adopted by the Society.
- c. Nomination.** The Branch Board shall appoint a Nominating Committee of at least four members of this branch who are benefit or associate members of the Society. In no event may persons who sell or manage the sale of the Society's insurance, or their spouses, constitute more than one-third of the persons on the Nominating Committee. The chair of the Nominating Committee shall be a member of the Branch Board. The chair of this branch may serve as the chair of the Nominating Committee, or may appoint another member of the Branch Board to serve as chair of the Nominating Committee. Persons eligible to serve as members of the Branch Board may be nominated by the Nominating Committee or by any 10 benefit or associate members of this branch other than the nominee. Procedures and deadlines for nomination of candidates for the Branch Board shall be determined by rules and policies adopted by the Society.
- d. Election.** Members of the Branch Board shall be elected by the benefit and associate members of the Society who are members of this branch who vote in such election. The candidate for each open position on the Branch Board who receives the highest number of valid votes in the election is elected as a member of the Branch Board. In the event of a tie, the Branch Board shall determine which candidate is elected. Voting by proxy is not permitted. Timing and procedures for election of members of the Branch Board shall be determined by rules and policies adopted by the Society. When a new branch is chartered by the Board of Directors of the Society, the Board of Directors shall appoint the initial members of the Branch Board and the initial chair.
- e. Terms of Office.** Members of the Branch Board serve terms of either one or two years as specified for this branch in rules and policies of the Society, or until the election or appointment of a successor, or until their prior death, resignation, ineligibility to serve or removal from office. The terms of the initial members of the Branch Board begin on the effective date of their appointment and end at the end of the term specified for this branch in rules and policies of the Society. The terms of Branch Board members who are appointed

under section VII(1)(g) begin on the effective date of their appointment and expire when the term of the person they replaced expires. The terms of Branch Board members who are appointed under section VII(1)(h) begin on the effective date of their appointment and end on the first day after the effective date of their appointment that the term of one or more other members of the Branch Board expires. Branch Board members who are initially elected to the Branch Board or appointed under section VII(1)(h) may serve a maximum of four consecutive years on the Branch Board. In the event that a member of the Branch Board who is elected or appointed under section VII(1)(h) serves on the Branch Board for part of a year, serving on the Branch Board for 180 days or more during such year is deemed to be service for one full year for the purpose of applying the four-consecutive-year term limitation in this section. Branch Board members who are initially appointed to fill a vacancy under section VII(1)(g) are eligible to complete the term of the person they replaced, plus serve a maximum of four additional consecutive years. After serving the maximum term under this section, a person is ineligible to serve as a member of the Branch Board for one year.

f. Removal. The Branch Board may remove or suspend members of the Board for cause, as defined by the Board of Directors of the Society, by an affirmative vote of at least two-thirds of the members of the Branch Board, not including the Branch Board member who is to be removed from office. In the event the Branch Board removes a member of the Branch Board, a written statement shall be signed by the Branch Board members who voted to approve the removal which states (i) the name of the person who was removed from office, (ii) if the removed person was an officer of this branch, the officer role of the person, (iii) the effective date of removal and (iv) an explanation of the reason(s) for removal. The written statement shall be retained by this branch with the minutes of meetings of the branch and a copy shall be provided to the Society office location specified in rules and policies of the Society within five days of the date the Branch Board acted to remove the Branch Board member. The chief executive officer of the Society or the delegate of such officer may remove or suspend a Branch Board member for cause, as defined by the Board of Directors of the Society, if such officer or the delegate of such officer determines that removal or suspension is in the best interests of the Society. A Branch Board member who is removed from office under this section shall not be eligible for election or appointment to a leadership role in any branch unless the chief executive officer of the Society or the delegate of such officer reinstates the eligibility of the individual, or unless policies adopted by the Board of Directors of the Society provide exemption from this requirement under specified circumstances. Removal or suspension of a member of the Branch Board who is also an officer of this branch also removes the Branch Board member from the officer position.

g. Vacancies. When a vacancy occurs on the Branch Board, the Nominating Committee shall be convened and shall recommend a qualified eligible replacement to the Branch Board. The Branch Board shall appoint a qualified member of this branch who is eligible to serve in the position to fill the position for the remainder of the term.

h. Increasing the Number of Persons on the Branch Board. The Branch Board may increase the total number of members of the Branch Board by an affirmative vote of a majority of the members of the Branch Board then in office, subject to any applicable maximum number of Branch Board members that may be stated in rules and policies adopted by the Society. The initial incumbent into any such added Branch Board position may be nominated and elected as described in section VII(1)(c) and section VII(1)(d) or appointed by the Branch Board. When a person is initially appointed to the Branch Board, the right to continue to serve on the Branch Board after the term of such person expires is contingent on nomination and election by the members of the branch as described in section VII (1)(c) and section VII(1)(d).

i. Reduction of Number of Branch Board Members. Subject to maintaining a minimum of five Branch Board members, the Branch Board may reduce the number of Branch Board members by affirmative vote of a majority of the members of the Branch Board then in office. A reduction under this section shall not be effective before the next regular election of Branch Board members and shall not reduce the length of the term of any member of the Branch Board.

2. Officers and Administrative Roles

This branch shall have officers, who shall all be members of the Branch Board pursuant to Section VII (1). The Branch Board shall appoint a “chair,” a “financial officer,” and a “records officer” of this branch. These officer positions shall each be held by a different member of the Branch Board. This branch may have other officers as provided in rules and policies adopted by the Society. The officers shall not have fixed terms of office. Officer terms shall end when an officer is no longer a member of the Branch Board, or upon resignation, inability to serve, or removal from their officer position by the Branch Board. The Branch Board may remove officers at any time, with or without cause. The authority, duties and responsibilities of the officers of this branch shall be as designated in rules and policies of the Society. The names and addresses of the initial officers and all successor officers shall be reported to the Society office location specified in rules and policies of the Society within 10 days of their appointment. Subject to rules and policies of the Society, the Branch Board may assign administrative roles to Branch Board members or to other persons at its discretion and withdraw such authority at any time with or without cause.

3. Conflicts of Interest

The members of the Branch Board and persons appointed to special roles for this branch shall comply with all applicable conflict of interest policies adopted by the Society, including any conflict of interest disclosure or reporting that may be required by the Society. Members having a conflict of interest with respect to holding a position on the Branch Board or as an officer, as determined by conflict of interest rules and policies adopted by the Society, are ineligible to serve in such position.

VIII. Appointment of Members for Special Roles

The Branch Board may appoint Society members for special roles under the general supervision of the Branch Board and officers, as may be permitted by the rules and policies of the Society. These special roles may include delegated authority from this branch to coordinate or conduct activities or administer programs on behalf of the branch if permitted by the rules and policies of the Society. Members may be appointed to or removed from special roles at any time by the Branch Board, with or without cause. The chief executive officer of the Society or the delegate of such officer may remove members from special roles for cause as defined by the Board of Directors of the Society.

IX. Meetings

- 1. Time and Place of Meetings.** Regular meetings of this branch shall be held at least once every three months. Special meetings may be called by the chair or records officer or by any three members of the Branch Board. The business transacted at special meetings shall be limited to the business specified in the meeting notice. Meeting(s) or other procedures for the election of members of the Branch Board and the selection of candidates for the Board of Directors of the Society shall be conducted according to rules and policies adopted by the Society.
- 2. Participation.** All members of this branch shall have the right to attend meetings of this branch and express their views to the Branch Board regarding issues presented. Reasonable notice of meetings of this branch shall be provided to the members of this branch.
- 3. Quorum.** A majority of the members of the Branch Board in office immediately before a meeting begins shall constitute a quorum for conducting business of the Branch Board at a meeting. A majority of the Nominating Committee members immediately before a meeting begins shall constitute a quorum for conducting the business of the Nominating Committee.
- 4. Notice.** Notice of meetings may be provided by mail, Internet communication, electronic communication or other means that provide reasonable notice to members. Notice of special meetings of this branch shall include the general nature of the business to be conducted at the special meeting.

5. Methods of Conducting Meetings. Meetings may be conducted in person or through the use of any means of communication by which either (i) all participants may simultaneously hear each other during the meeting, or (ii) all communication during the meeting is immediately transmitted to each participant and each participant is able to immediately send messages to all other participants.

6. Approval of Proposed Activities Without Meeting. Requests by members for Branch Board approval of proposed branch activities or funding may be granted by the Branch Board without a meeting if the chair, or any two Branch Board members, determine that approval of the activity is needed before the next scheduled meeting of this branch. For a proposed activity or funding to be approved in this manner, a majority of all of the Branch Board members must approve the specific proposal. All such approvals shall be reported at the next branch meeting and documented in the minutes of such meeting.

X. Administration

The Branch Board shall administer the affairs of this branch consistent with the rules and policies of the Society.

XI. Fiscal Year

The fiscal year of this branch shall begin on Jan. 1 and end on Dec. 31.

XII. Dissolution

This branch may be dissolved only in accordance with the rules and policies of the Society. In the event that this branch is dissolved, all funds and other property of this branch shall be transferred to and immediately become the property of the Society. Following such transfer, the Society shall use such funds and/or other property exclusively either to support another branch of the Society, or to conduct other lawful social, educational, charitable, benevolent, intellectual, moral, fraternal, patriotic or religious endeavors.

XIII. Amendments

This constitution may be amended at any time by action of the Board of Directors of the Society.



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