

**CHRISTIAN OUTREACH FOR AFRICA
CORPORATE RESOLUTION**

Upon proper notice, a duly constituted meeting of the Board of Directors (“COFA Board”) of Christian Outreach for Africa (“COFA”) an Illinois not-for-profit corporation, was convened on February 24, 2021, with a majority of Directors present (in person or via teleconference) and therefore sufficient to constitute a quorum and to approve the following action pursuant to COFA’s bylaws.

WHEREAS, COFA’s ministry collaborative opportunities have grown over the last several months in Michigan, consistent with COFA’s mission to promote the Gospel of Jesus Christ through developing U.S. collaborative support for African Christian outreach ministries, including education, job creation, health initiatives, and acts of mercy.

WHEREAS, such ministry collaborative opportunities have included involvement of Michigan churches, the Michigan District of the Lutheran Church Missouri Synod (LCMS), and individuals residing in Michigan.

WHEREAS, the COFA Board has carefully reviewed and evaluated accompanying strategic considerations, resulting legal compliance aspects, and related corporate governance matters.

WHEREAS, Article VII of COFA’s Bylaws allow for establishment of committees to carry out COFA’s mission, as committees with or without corporate authority and as standing or special/ad hoc committees.

WHEREAS, as a result of the COFA Board’s review, consistent with COFA’s Bylaws, and on advice of COFA’s legal counsel, the COFA Board has determined that it would be beneficial and otherwise appropriate to establish a committee to carry out COFA’s ministry work in Michigan, and to effectuate related legal compliance, all as set forth below.

NOW THEREFORE, the COFA Board hereby approves the following resolutions unanimously by all Directors present at its duly constituted meeting.

1. **Advisory Board Establishment.** COFA shall establish a committee without corporate authority, pursuant to Article VII, Sections A and C, to be known as the “Michigan Advisory Board for African Missions” (hereinafter “Advisory Board”) or such other name as the Board may later determine, effective as of the above-listed meeting date.

2. **Purposes.** The Advisory Board’s purposes shall be as follows:

- Promote COFA’s mission, as set forth above (and in other COFA governance documents);
- Represent Michigan Lutheran churches in fundraising for mission work in Africa to be facilitated, executed and supervised by and through COFA and its complimentary organizations including Christian Outreach for Africa-South Africa (COFA-SA) and Christian Outreach for Uganda (COFU);
- Develop Strategic Mission Planning for Africa;
- Recommend and raise funds for specific African mission projects;
- Develop a plan and strategy for utilizing the skills, interests and characteristics of each member for optimal effect in fundraising or other areas.

3. COFA Board's Role and COFA Responsibilities. Consistent with applicable legal requirements and based on the Advisory Board's nature as a committee without corporate authority, the COFA Board shall exercise oversight and supervision of Advisory Board's activities. Further in connection therewith, COFA shall do the following:

- Faithfully and rigorously accept full responsibility for each donation associated with the Advisory Board, fully address any associated restricted purpose, and assist the Advisory Board to provide acknowledgement and fulfillment to each donor.
- Provide reports to the Advisory Board of the execution and accomplishment of supported projects from time to time;
- Supply the Advisory Board with documents and other media for use in fundraising activities;
- Provide donor database management expertise and software; and
- Provide fundraising financial accounting.

4. Advisory Board's Composition.

a. The Advisory Board shall initially be composed of ten (10) members who are primarily laypersons (of both genders).

b. The Advisory Board will be composed as follows: (i) three (3) members appointed by Pastor Marc Schwichtenberg of St. John, Rochester, Michigan (or his successor); (ii) three (3) members by Pastor Craig Bickel, Immanuel, Grand Rapids, Michigan (or his successor); (iii) three (3) members by Pastor Bill Wangelin, Our Savior, Lansing, Michigan (or his successor); and (iv) one (1) member appointed by a representative of the Michigan District LCMS. Each Advisory Board member shall serve for a term of three years except as follows. The initial terms of each pastor-appointed Advisory Board member shall be staggered, so that the first member serves an initial one-year term, the second member serves an initial two-year term, and third member serves an initial three-year term. Members of the Advisory Board may serve unlimited terms.

c. Notwithstanding the foregoing, the COFA Board reserves and retains the right to terminate any and all Advisory Board members' service in the COFA Board's sole discretion, as provided in Article VII, Section E of COFA's Bylaws.

5. Advisory Board's Structure. As soon as reasonably practicable, the Advisory Board shall appoint a Chairperson, Secretary and Treasurer, with more specific responsibilities to be determined by the Advisory Board, including the following:

- Chairperson – Shall preside at all meetings of the Advisory Board and, if not in attendance, the Secretary shall preside. The Chairperson shall communicate with and report to the President of COFA's Board or his/her designee.
- Secretary – Shall prepare an Executive Summary (less formal than Minutes) of all quarterly meetings and shall be the custodian of all records of the Advisory Board.
- Treasurer – Shall develop a donor database management system with the assistance of the Executive Director of COFA and together monitor, record and forward all donations to COFA for execution and implementation.

6. Meetings and Other Operational Matters. Advisory Board meetings should be held quarterly, called by the chairperson of the Advisory Board or a majority of its members, and otherwise as provided in Article VII, Section D of COFA's Bylaws. Quorum, manner of acting, and resignation matters shall be as provided in Article VII, Sections E and F of COFA's Bylaws.

7. Legal Compliance Aspects. In light of the above organizational ministry activities, and on advice of counsel, COFA shall proceed with the following steps: (a) register to do business in Michigan, through a "Certificate of Authority; (b) file a Michigan charitable solicitation registration, and file subsequent annual renewals (given the unavailability of a religious exemption for COFA); and (c) file an assumed name ("doing business as") registration in Michigan, such as "Michigan

Outreach for Africa” or other name(s) as the COFA Board may determine. The COFA Board hereby authorizes each of its officers to sign such registrations and other documents as may be necessary and appropriate to effectuate such matters.

Resolutions approved by the Christian Outreach for Africa Board of Directors on February 24, 2021.

ATTEST:  Secretary