

CONSTITUTION AND BYLAWS

**EVANGELICAL LUTHERAN
CHURCH IN AMERICA**

***Our Savior's
Lutheran
Church***

Current revision adopted January 25, 2015

**OUR SAVIOR'S LUTHERAN CHURCH
CONSTITUTION**

(The following Constitution was approved for adoption as the Constitution of Our Savior's Lutheran Congregation, Stillwater, Minnesota, at its Annual Meeting which was reconvened Wednesday, January 27, 1960, and adopted at a Special Meeting of the Congregation held October 20, 1960, as amended in January 1970, April 1992, April 1995, February 2002, January 2006, November 2007, January 2012, and January 2013.)

"IN THE NAME OF THE FATHER, AND OF THE SON, AND OF THE HOLY SPIRIT,
AMEN"

PREAMBLE

Recognizing our unity in the Christian faith and our common practice of it, and desiring to express a fellowship in worship and work; knowing our spiritual needs, mindful of our Christian privileges and duties, and wishing to observe an orderly cooperation, we adopt the following constitution:

ARTICLE I - NAME

The name of this congregation shall be Our Savior's Lutheran Church. This congregation shall be incorporated under the laws of Minnesota.

ARTICLE II - CONFESSION OF FAITH

This congregation accepts all the canonical books of the Old and New Testaments as a whole and in all their parts as the divinely inspired and revealed Word of God and submits to this as the only authority in all matters of faith and life.

As brief and true statements of the doctrine of the Word of God, this congregation accepts and confesses the following symbols, subscription to which shall be required of all its members: (1) the ancient ecumenical creeds: The Apostolic, the Nicene, and the Athanasian, (2) the Unaltered Augsburg Confession and Luther's Small Catechism.

As further elaboration of and in accord with these Lutheran Symbols, this congregation also receives the other documents in the Book of Concord of 1580: The Apology, Luther's Large Catechism, the Smalcald Articles, and the Formula of Concord; and recognizes them as normative for its theology.

This congregation accepts without reservation the Symbolical books of the evangelical Lutheran Church, not insofar as, but because they are the presentation and explanation of the pure doctrine of the Word of God and a summary of the faith of the evangelical Lutheran Church.

ARTICLE III - LITURGY

The public services of this congregation shall conform to the authorized liturgies and rituals of the Evangelical Lutheran Church in America, and the authorized hymnbooks of the Church shall be used in its worship and its schools.

ARTICLE IV - PURPOSE

The object and purpose of this congregation shall be to proclaim and propagate the Christian faith through the Means of Grace and to cooperate in the work and service of the Lutheran Church.

ARTICLE V - SYNOD MEMBERSHIP

1. For the better attainment of its objectives and purposes, this congregation shall hold membership in the Saint Paul Area Synod of the Evangelical Lutheran Church in America, and be subject to the policy and discipline of the Evangelical Lutheran Church in America.
2. Being affiliated with the Evangelical Lutheran Church in America, this congregation is ready to be served by representatives of the Church in the various capacities for which they have been called or appointed.
3. Severance of membership in the Evangelical Lutheran Church in America, shall require a two-thirds majority vote of all voting members present at a legally called meeting. Such a decision shall not be effective until at least ninety days after the Synod Bishop has been notified and until action has been ratified by a two-thirds majority vote at a subsequent legally called meeting.

ARTICLE VI - MEMBERSHIP

1. Members of this congregation shall be those persons who are defined as members at the time this constitution is adopted, or who are admitted hereafter, and who maintain membership in accordance with the provisions of the constitution and bylaws.
2. All members shall be classified as (a) Baptized members; (b) Confirmed members; (c) Voting members.

- (a) Baptized members shall be those who have been baptized in the name of the Triune God and who have been received by the congregation.
 - (b) Confirmed members shall be those baptized members who have been confirmed in the Lutheran faith and as such recognized by the congregation.
 - (c) Voting members shall be those baptized and confirmed members of this congregation who have been duly accorded this status by the congregation in accordance with its bylaws.
3. Members of this congregation shall be required:
 - (a) to make diligent use of the Means of Grace
 - (b) to live a Christian life in accordance with the Word of God and the teachings of the Lutheran Church
 - (c) to support the work of this congregation and of the Evangelical Lutheran Church in America.
4. Discipline in this congregation shall be exercised in accordance with Matthew 18:15-18.

ARTICLE VII - THE PASTORAL CALL

1. Authority to call a pastor shall rest in the congregation. Such authority to call shall be exercised by at least a two-thirds majority of members present and voting at a meeting called for that purpose. Before a call is issued, the officers, or a committee authorized by the congregation, shall seek the advice and help of the Bishop of the Saint Paul Area Synod of the Evangelical Lutheran Church in America.
2. Only a member of the clergy roster of the Evangelical Lutheran Church in America or a candidate for the roster of ordained ministers who has been recommended for the congregation by the synodical bishop may be called as a pastor of this congregation.
3. The pastor, as spiritual leader of the congregation, shall be an ex officio member of the Church Council and an advisory member of all other boards, committees, and organizations of the congregation.
4. No one shall be permitted to officiate in the pastoral office of this congregation who is not a member in good standing of the Evangelical Lutheran Church in America or who is not acceptable according to the requirements of the Evangelical Lutheran Church in America.
5. If in the judgment of the congregation the pastor is not able to serve it satisfactorily, the pastor may be requested to resign. However, before the resignation is requested, the matter shall first be carefully considered at a meeting of the Board of Administration in consultation with the Synod Bishop. A request for the Pastor's resignation shall require a two-thirds majority vote of members present and voting at a

special meeting of the congregation called at least ten days in advance for the consideration of a resolution in this matter. If the pastor's resignation has been requested in the manner here specified, the pastor shall vacate office at the time specified by the congregation.

6. Matters of discipline involving the pastor alleged defection in doctrine or for alleged conduct unbecoming a pastor, shall be referred by the Board of Administration to the Synod Bishop for action according to the Constitution and Bylaws of the Evangelical Lutheran Church in America.

ARTICLE VIII - POWER OF THE CONGREGATION

1. In all matters of Christian faith and life the authority of the Word of God shall be supreme.
2. In all matters left undecided by the Word of God and not subject to civil laws, the congregation itself, and not any individual or group within it, shall have the right of ultimate decision.
3. All schools, societies, and other organizations within the congregation shall be organized with the approval of the congregation and operate with its policies.

ARTICLE IX - LEGAL OWNERSHIP

1. Title to all real or personal property acquired by the congregation, its organizations, or individuals for use by the congregation and its organizations, shall be held by the congregation as a corporation.
2. Real property shall not be purchased, disposed of, or encumbered in any manner except by resolution adopted by vote of two-thirds or more of the members present and voting at a legally called meeting of the congregation.
3. Should the congregation for any reason be dissolved, or its total property fall into disuse, title to the land and other estates, real and personal, shall pass to the Evangelical Lutheran Church in America, unless deeded to another Lutheran congregation.
4. If this congregation is removed from membership in the evangelical Lutheran Church in America according to its procedure for discipline, title to property shall continue to reside in this congregation.

ARTICLE X - THE CONGREGATIONAL MEETING

1. The power and authority of this congregation shall be exercised through the congregational meeting, called and held in conformity with civil laws and the provisions of the Constitution and Bylaws of this congregation.
2. The annual congregational meeting shall be held within seven (7) days of the fourth Sunday in January. Notice of the annual meeting shall be given as provided by the Bylaws.
3. The congregation shall also hold such special meetings as may be called by the congregation, or the pastor, or the president, or the Board of Administration, or the Synod Bishop, or by petition of at least 10 percent of the individual voting members. The official call for all special meetings of the congregation shall state in writing the time, place, and purpose of the meeting and shall be signed by the proper officer or individuals authorized above and shall be posted prominently in the place where the congregation usually worships. The calling of such special meetings, including the time, place and purpose of the meeting shall also be announced orally at all public services within ten days prior to such meetings or by notice mailed via first class mail to the voting members at least five days in advance; provided that written notice of meetings called to consider requesting the pastor to resign must be mailed at least ten days in advance; and provided that meetings to consider the disposition or encumbrance of real property must also be called and held in conformity with such specific provisions of civil law as may be applicable.
4. No special meeting of the congregation may be held without properly notifying the pastor, in view of his the pastor's position as a member of the congregation and as advisor in all congregational affairs. No business other than that stated as the purpose of the special meeting shall be acted upon at such special meetings.
5. When necessary to complete the business of the meeting, a congregational meeting may, by majority vote, recess to reconvene upon call; but the time and place of such reconvened meeting must then be announced at not less than one public service in advance or by written notice to the voting members mailed via first class mail not less than five days in advance.

ARTICLE XI - THE BOARD OF ADMINISTRATION - OFFICERS OF THE CONGREGATION.

The congregation at its annual meeting shall elect in the manner provided in the Bylaws, a Board of Administration and officers who shall:

1. Have only such authority as may be delegated to it by the congregation and exercise such authority in accordance with the constitution, bylaws, and resolutions of the congregation.
2. Serve as the legal board of trustees.
3. Work with the pastor in providing for the spiritual care of the congregation and in promoting its material welfare.
4. Act upon such disciplinary matters as may be referred to it, provided, however, that no member shall be excommunicated without action of the congregation.
5. Manage the financial affairs of the congregation.
6. Appoint such committees as may be necessary or advisable to facilitate the discharge of the above responsibilities.

ARTICLE XII - CONSTITUTIONAL AMENDMENT

1. To be effective, proposed amendments to articles of the constitution must be:
 - (a) announced and read at a public service or mailed to the voting members; in either case at least thirty days prior to the annual meeting at which it is first considered.
 - (b) approved, with or without change, at the annual meeting first following its announcement by a majority vote of those present and voting.
 - (c) ratified without further change at the next annual meeting by a two-thirds vote of those present and voting.
 - (d) provided, however, that a proposed amendment that fails to be ratified may then be amended, by majority vote, and, if approved as amended, by majority vote, may then be ratified without change at the next annual meeting thereafter, by a two-thirds vote of those present and voting.
2. Any amendments to this constitution shall be sent by the secretary of this congregation to the synod. The amendment shall become effective within 120 days from the date of the receipt of the notice by the synod unless the synod informs this congregation that the amendment is in conflict with the constitution and bylaws of the Evangelical Lutheran Church in America or the constitution of the Saint Paul Area Synod.

ARTICLE XIII - BYLAWS

1. The congregation shall adopt such Bylaws as may be found necessary, except that no Bylaw may conflict with this constitution.
2. Bylaws may be amended at any legally called meeting of the congregation by a two-thirds majority vote of those present and voting, provided the proposed amendment has been announced and read at a public service or mailed to the voting members, in either case at least two weeks prior to the meeting.

BYLAWS

SECTION I - COMMUNION PARTICIPATION

(cf. Article II of Constitution)

Participation in Holy Communion requires sincere repentance, faith in Jesus Christ as Savior and an earnest desire to amend a sinful life, together with an acceptance of the Scriptural teaching regarding the Real Presence of Christ with His Body and Blood in the Sacrament. Registration forms or oral announcements shall be so devised as to make prospective participants aware of these requirements.

SECTION II - CONFLICTING LOYALTIES

1. This congregation rejects all fellowship with organizations, secret or open, which are avowedly religious or practice forms of religion without confessing faith in the Triune God and in Jesus Christ as the eternal Son of God incarnate to be our only Savior from sin, and teach salvation by works.
2. Ceremonies of lodges or other such organizations shall not be permitted in the church or on the church premises of this congregation.
3. The pastor of this congregation shall take no part in any such ceremonies even if conducted outside of the church premises.

SECTION III – MEMBERSHIP

(cf. Article VI of Constitution)

A. Admission to Baptized Membership

1. Children shall, upon receiving Christian baptism, be thereby received as baptized members of this congregation.

2. Children, neither of whose parents or guardians are members of this congregation shall, upon Christian baptism duly recorded as a ministerial act performed under the auspices of this congregation, thereby be received as baptized members of this congregation unless there is understanding that, for good reason, they will be enrolled as baptized members of another congregation, in which case notice of the baptism shall be given to the congregation which the child is to be enrolled as a baptized member.
3. Children baptized in other congregations (and baptized adults mentally incompetent for confirmation) shall be received as baptized members of this congregation upon admission of one or both parents or guardians to membership, or by consent of one or both parents or guardians, or by action of the Board of Administration.
4. Unbaptized adults, who have received instruction and given evidence of having an adequate understanding and acceptance of the teachings of the Word of God as confessed by the Lutheran Church, shall, upon confession of faith and Christian Baptism duly recorded as a ministerial act performed under the auspices of this congregation, thereby be received as baptized members of this congregation.

B. Admission to Confirmed Membership

1. Baptized adults, not previously members of the congregation, who have received instruction and given evidence of having adequate understanding and acceptance of the teachings of the Word of God as confessed by the Lutheran Church, shall be admitted to confirmed membership in the affirmation of baptism.
2. However, adults received as baptized members according to the provisions of Section III, A, 4 of the Bylaws shall be recognized as confirmed members, in the affirmation of baptism.
3. Children who are baptized members of the congregation shall be admitted to confirmed membership through preparation for and participation in the affirmation of baptism.
4. Applicants for membership presenting letters of transfer showing them to be confirmed members in good standing in other Lutheran Churches shall be admitted to confirmed membership in good standing upon acceptance of their letters of transfer by the Board of Administration and the report of their names to the congregation.
5. Applicants for membership who present evidence of confirmation in a Lutheran Church, but do not have letters of transfer shall be admitted to confirmed membership when the Board of Administration and Pastor have determined that they meet the standards of Christian faith and life indicated in the constitution and bylaws.

C. Admission to Voting Membership

1. The Board of Administration (also known as Church Council, Church Board, Board of Trustees, The Board, Board) shall be responsible for determining the voting membership in accordance with the qualifications specified in the constitution.).

D. Discontinuance of Membership

1. Members who move away shall be encouraged to transfer. Any confirmed member in good standing desiring to change his/her membership to another Lutheran church shall, upon request, be entitled to a letter of transfer.
2. Any confirmed member who in the judgment of the Board of Administration shows no interest in attending church services, or fails to partake of communion and fails to contribute to the congregational treasury according to the congregation's records, for a period of two years, shall be presumed no longer to desire membership, shall lose the right to vote, and shall not be a member in good standing, and shall not be counted in the membership statistics of the congregation. However, names and records shall be kept in the files for a period of five years thereafter. Such persons shall be encouraged to participate in the life of the congregation or to transfer elsewhere as the situation indicates to be advisable. If activity resumes within the five year period active membership will be restored; if not, dismissal from the congregation shall occur and notification be made accordingly where possible.
3. Children, neither of whose parents or guardians are active members of this congregation, shall be dropped from the baptized membership roll if they fail to participate in the Christian education program of the congregation.
4. Members who have been excommunicated, dismissed, or who have resigned and members who have transferred to other Lutheran congregations, or who are definitely known to have become members of other congregations without transfer, shall thereby have lost membership in this congregation and all rights appertaining thereto.

SECTION IV - THE PASTORAL CALL

(cf. Article VII of Constitution)

1. The congregation, after it has voted to call a pastor by at least a two-thirds majority vote, shall issue a letter of call in a form approved by the St. Paul Area Synod, to the pastor elect, which shall bear the signatures of the president and secretary of the Board of Administration and shall be certified by the signature of the Synod Bishop. Calls to clergy to positions of assistant to the pastor shall be issued in consultation with the pastor, in accordance with the provisions of this paragraph.
2. The call shall be for an indefinite time, except that calls for a limited time may be issued to pastors who are qualified for emeritus status and are otherwise eligible for call.

3. Since the pastor ministers to the congregation primarily in the public preaching of the Word and in the administration of the Sacraments, and since both pastor and congregation are parties to the call, no pastor shall announce a decision on any subsequent call without first having consulted with the congregation or at least with its Board of Administration/church board. Should the pastor thereupon resign to accept another call, the resignation shall be presented to the congregation and mutually satisfactory arrangements sought for termination of services, normally within 30 days.
4. A desire for a change in pastorate, either by congregation or pastor, shall be brought to the attention of the Synod Bishop, who shall advise in the matter according to this constitution (Article VII, paragraph 1) and the established procedure of the Evangelical Lutheran Church in America.
5. Every pastor serving this congregation shall have an undivided loyalty to the faith and purpose of the Evangelical Lutheran Church in America according to Articles II and IV of this Constitution. Any question concerning such loyalty shall be adjudicated according to the recommended procedure of the Evangelical Lutheran Church in America.
6. Clergy qualified according to Article VII, 4, of this Constitution may occasionally perform pastoral functions in this congregation with the approval of the congregation and its pastor. In case of a vacancy in the pastorate, the approval of the congregation and the Synod Bishop is required.

SECTION V - THE ANNUAL MEETING

(cf. Article X of Constitution)

1. Announcement of the time and place of the annual meeting of the congregation shall be made at two public services immediately preceding the meeting, said services to be at least a week apart, and in such publications as the congregation or the pastor may periodically issue; or by special written notice to the voting members mailed, or e-mailed at least ten days in advance.
2. The current roster of voting, confirmed, and baptized members shall be determined prior to each annual meeting.
3. A quorum for the conduct of business at annual and special congregational meetings shall consist of 20 voting members.
4. The order of business at the annual meeting shall be:
 - a) Opening devotion
 - b) Approval of the minutes
 - c) Reports of the pastor, the president of the Board of Administration, the treasurer, and others.
 - d) Elections

- e) Approval of the budget
 - f) Unfinished business
 - g) New business
 - h) Closing prayer
5. In the following cases voting shall be by ballot or by a show of hands:
- a) To elect the vacancies in the Board of Administration, the Nominating Committee members at large, the delegate(s) to the Synod Assembly, vacancies in the Mission and Outreach Committee, Endowment Fund Members, and other teams or task forces as necessary.
 - b) To adopt or amend the articles of incorporation, constitution, or bylaws of the congregation.
 - c) To call a pastor or to request the pastor's resignation.
 - d) To excommunicate a member from the congregation or remove a member from an office in the congregation.
 - e) To sever membership in the Evangelical Lutheran Church in America.
 - f) To dispose, encumber, or purchase real property.
 - g) New Business items to be voted on must be submitted in writing 3 weeks prior to the annual or special meeting to the president of the congregation.
 - h) If requested, the president of the congregation shall decide if the voting should be by ballot.
6. Except as otherwise provided in the constitution and bylaws, all matters shall be decided by majority vote of those present and voting.
7. No one shall be declared elected unless that person has received a majority vote of the votes cast.
8. If more than one ballot is required in an election it shall be in order, by proper motion, to limit the balloting after the first ballot to the three candidates receiving the highest number of votes on the first ballot and after the second ballot to limit the balloting to the two candidates receiving the highest number of votes.
9. In all matters not specifically provided for herein, procedure shall be according to Robert's Rules of Order.

SECTION VI - DUTIES OF OFFICERS AND BOARDS OF ADMINISTRATION

(cf. Article XI of Constitution)

A. The Board of Administration

1. The Board shall consist of the senior pastor or his/her called clergy designee (as elected by the congregation), up to two called assistant pastors, a President, Vice President, Secretary, Treasurer and two at large members.

2. Board terms, for all non-called clergy members, shall consist of 3 years with 1/3 rotating off each year.
3. The term of office for President, Vice President, Secretary and Treasurer shall be for one year.
4. In the case of a vacancy on the board of Administration, the remaining Board members shall appoint a successor to the board of Administration. The Appointee shall serve until the next annual meeting.
5. It shall be the duty of the Board to promote a Christian sense of stewardship of time, talents, and treasure among all the members of the Congregation.
6. In case of a vacancy in the Pastoral office, the Board shall make temporary arrangements for the usual functions of this office.
7. As Trustees, the Board shall be the custodian of the Congregation's property.
8. The Board shall meet at least quarterly at a regularly appointed time to conduct the business of the Church. Five members of the Board shall constitute a quorum.
9. The Board shall be responsible to define the roles, responsibilities and qualifications for Board positions.

B. The President

1. The President shall direct the Board of Administration so as to best utilize all the resources of the church to the greatest spiritual use of the Congregation.
2. The President shall be the Chair of the Board of Administration and preside at all its meetings, but shall have a vote in its meetings only in case of a tie.
3. The President shall call the Board meetings and set the agenda.
4. The President shall perform an annual review of the Senior Pastor's performance.

C. The Vice President

1. The Vice President shall assume the duties of the President in case of the President's absence or inability to serve, and shall carry out the duties assigned by the President.
2. The Vice President shall serve as convener of the Nominating Committee and Call Committee.

D. The Secretary

1. The Secretary shall keep the minutes of the meetings of the Board of Administration and the Congregation and preserve its information archives.
2. The Secretary shall perform such other secretarial duties as directed by the President and Vice President.

E. The Treasurer

1. The Treasurer shall be responsible for the oversight of the business affairs of the Church including, but not limited to the following, accounting, insurance, budget, payroll, purchasing orders, rentals, leases and credit management, and together in conjunction with Senior Pastor, shall supervise, direct, assign, and review the duties of the Financial Administrative Staff ("FAS"). A FAS staff person may present the financial position of the Congregation at the Board meetings.
2. The Treasurer shall ensure that individual contributions are recorded correctly and sent to the Congregation's members in a timely fashion.
3. The Treasurer shall safeguard the integrity of financial records and security of cash including reconciling deposit slips to the bank.
4. The Treasurer shall be responsible for arranging an annual audit.
5. The Treasurer shall be an authorized signer for security transactions.
6. The Treasurer shall be responsible for providing the following information as a minimum for the annual report:
 - a) detailed balance sheet
 - b) operating statements including prior year, current year and next year's proposed budgets; and
7. The Treasurer shall provide monthly financial statements to the Board of Administration or, as directed by the Board of Administration.

F. Specific Duties of the Congregational Leadership and Staff

1. Definitions
 - a) Pastors are called.
 - b) Staff members are hired.
 - c) Committee members are elected.
 - d) Team members are appointed.
 - e) Task Force members are gathered.

2. Senior Pastor
 - a) Shall ensure active operation of the Human Resources Policy and Procedures Guidelines Manual for the paid staff.
 - b) The performance of the paid Staff shall be reviewed by the Senior Pastor and/or other called clergy annually.
3. Call Committee
 - a) A special meeting of the congregation shall be called to elect the Call Committee members.
 - b) The Call process shall be carried out in accordance with the Constitution Article VII and By-Laws Section IV.
 - c) The Board Vice President shall be the convener of the Call Committee.
4. Mission and Outreach Committee
 - a) Shall be elected at the annual congregational meeting.
 - b) Minimum of six, maximum of nine voting members shall serve on this Committee. This shall include one member elected from and by the board of administration. The term shall be for three years, with one-third members leaving each year. No member may serve more than two consecutive terms. One of the six shall be chosen as the Leader by the Committee.
 - c) The Committee Leader shall report to the Board of Administration through the Treasurer annually at a minimum.
 - d) Shall be an advocate of the spiritual and physical needs outside of our congregation in our community and for people around the world.
 - e) Shall educate our membership regarding those needs.
 - f) Shall promote and develop means by which our membership may individually and corporately meet those needs.
 - g) Vacancies shall be filled by the Board of Administration for the remainder of term.
5. Financial Stewardship Task Force
 - a) The Task Force shall conduct the annual drive and solicit the financial support of the congregation.
 - b) The leader of the annual stewardship drive task force shall be the Senior Pastor.
 - c) The role of educating the Congregation about stewardship shall be the responsibility of the Task Force.
6. All Program Ministries (ie: Worship, Children & Family Ministry, and Youth & Family Ministry)
 - a) Pastors shall supervise the work of each program ministry of the church.
 - b) The senior staff persons of each function or the Pastors shall report to the Board as requested by the board of administration regarding planned future activities and policies.

7. Nominating Committee

- a) The Nominating Committee shall consist of the Vice-President (Leader), a pastor, the outgoing members of the Board of Administration, and the two members elected at the annual meeting. The Nominating Committee shall serve for the ensuing year.
- b) The Committee shall nominate candidates for the vacancies in the Board of Administration ensuring nominee qualifications meet position descriptions as set forth in Section VI of the By-Laws.
- c) The Committee shall nominate candidates for vacancies in the Mission and Outreach Committee, and the Mission Endowment Fund Committee.
- d) The Committee shall prepare a written ballot with the names of the nominees.
- e) Vacancies on the Nominating Committee need not be filled.

SECTION VII: LEGACY FUND

I. PURPOSE

The Legacy Fund is an endowment of Our Savior's Lutheran Church of Stillwater, Minnesota. The purpose of the Fund is to further the mission as set forth in Our Savior's Lutheran Church's mission statement: "Grounded in faith, gathered in love, and sent with a purpose, so that others may gain the Kingdom." The Legacy Fund will also provide vehicles and structure for members who have the desire to benefit Our Savior's Lutheran Church through charitable giving that is consistent with its mission on both a local and global level.

The Legacy Fund shall provide a perpetual source of income to benefit several purposes, including, but not limited to:

- A. Christian Concern: local, regional and world-wide mission efforts;
- B. Sustaining the Mission: support for the annual budget of the congregation; and
- C. Capital Improvement: major maintenance, repair, and improvements of church property.

In addition, temporarily restricted funds will be created for estate gifts meant for specific purposes but not to be held in perpetuity. To the extent that the Legacy Fund is managing assets for different purposes, it will segregate assets into separate "sub-funds" for allocation, distribution and reporting purposes in order to ensure that gifts are maintained and used for a purpose that is consistent with donor intent at the time the gift was given.

Legacy Fund assets are administered by the Legacy Fund Committee and subject to overview of the Church Board of Administration. Gifts to the Legacy Fund that have been accepted by the Gift Acceptance Committee and Board of Administration according to the Gift Acceptance Policy that has been adopted by the Board of Administration and which is in place at the time of gift acceptance, will be accepted for management by the Legacy Fund. Other Church assets transferred by the Board of Administration may also be managed by the Legacy Fund. The assets of the Legacy Fund shall be owned by and held in the name of the congregation, since the Legacy Fund is not a separate legal entity.

II. LEGACY FUND COMMITTEE

The Legacy Fund Committee (herein referred to as “Committee”) shall consist of at least six voting members, which includes at least four congregational members elected by the congregation and one member elected from and by the Board of Directors to serve on the Legacy Fund Committee. The senior pastor will serve as an ex-officio member. The President of the Board of Administration shall be an advisory member of the Committee. Each congregational member shall serve for staggered terms of three (3) years and no member may serve more than two (2) consecutive terms. After a lapse of one (1) year, former Committee members may be re-elected. In the event of a vacancy on the on the Committee prior to the expiration of a member’s term, the Board of Administration shall fill the vacancy.

III. OPERATION OF THE COMMITTEE

The Committee shall meet at least two times per year or more frequently as deemed by it and/or the Board of Administration is in the best interest of the congregation. All actions taken by the Committee must be agreed to by a majority of the members, with at least 2/3 of the voting members in attendance.

The Committee shall elect from its membership a chairperson, recording secretary, and treasurer. The chairperson, or member designated by the chairperson, shall preside at all Committee meetings. The recording secretary shall maintain complete and accurate minutes of all meetings.

The treasurer will work with the Church Board Treasurer and staff bookkeeper in maintaining and coordinating complete and accurate accounts.

The Committee shall report at least two times a year to the Board of Administration and at each annual meeting of the congregation, shall render a full and complete reviewed or audited account of the administration of the funds during the preceding year.

IV. DUTIES OF THE COMMITTEE

The Committee is authorized to take the following actions:

- A. Determine and implement procedures and policies for soliciting, processing and disbursing grant requests in accordance with the requirements and guidelines of the Legacy Fund.
- B. Educate the congregation about the Legacy Fund.
- C. Adopt and implement strategies that will promote giving to the Legacy Fund.
- D. Create new sub-funds for permanently and temporarily restricted purposes recommended by the donors and approved by the gift acceptance committee.
- E. Undertake any other related matters delegated to the Committee by the Board of Administration or the congregation.
- F. Use money from the funds to pay for reasonable expenses incurred.

V. GIFT ACCEPTANCE COMMITTEE

Membership of the Gift Acceptance Committee will include two members from the Church Board of Administration, two members of the Legacy Fund Committee and one pastor.

The Gift Acceptance Committee will be responsible for the administration of the Gift Acceptance Policy that has been approved by the Church Board of Administration.

VI. DISTRIBUTIONS FROM THE FUND

Annually, the Committee may distribute an amount equal to 5% of the value of the Legacy Fund without regard to the character of such funds as income, principal, dividends, realized and unrealized gains. Distributions will also be made based on the intended purposes as designated by the donor.

Temporarily restricted funds will be released when and if the restrictions are met. For instance, funds designated to be spent in whole on a specific capital improvement project will be released for that purpose as expenses are incurred.

VII. DISPOSITION OR TRANSFER OF THE FUND

In the event that the Our Savior's Lutheran Church or its successor(s) ceases to exist, then the Fund shall continue for the benefit of the St. Paul Area Synod for purposes as close to the donor intent as possible, or shall continue as a permanent fund for the unrestricted charitable purposes of the Evangelical Lutheran Church of America Foundation.

SECTION VIII: M. NEAL JOHNSON MEMORIAL ART FUND

I. PURPOSE

The M. Neal Johnson Memorial Art Fund (herein referred to as "the Art Fund" or "the Fund") is an endowment of Our Savior's Lutheran Church of Stillwater, Minnesota. The purpose of the Fund is to purchase works of art (any medium) for display in Our Savior's Lutheran Church, or they may be loaned from time to time for display in a public building or church that Our Savior's Lutheran Church chooses. Works of art purchased with proceeds from this Fund will be visual art that is not permanently affixed to the Our Savior's Lutheran Church building. 80% of the income from the Fund is to be used for purchase of works of art. Selections will be made by the Art Fund Committee, the make-up of which is defined later in these Bylaws. The Committee will recommend to the Board of Administration all selections for their approval.

Art Fund assets are administered by the Art Fund Committee and subject to the overview of the Church Board of Administration. Additional gifts to the Art Fund, although not anticipated and not to be solicited, must be accepted by the Gift Acceptance Committee and Board of Administration in accordance with the Gift Acceptance Policy that is currently in place. Since the Fund is not a

separate legal entity, the assets of the M. Neal Johnson Memorial Art Fund shall be owned by and held in the name of the congregation.

II. M. NEAL JOHNSON MEMORIAL ART FUND COMMITTEE

As designated in his will, the M. Neal Johnson Memorial Art Fund Committee (herein referred to as “Committee”) will consist of at least four members. The make-up of the Committee is as follows:

- One at-large congregational member elected at the annual meeting of the congregation,
- A second person elected at the annual meeting of the congregation, who may or may not be a congregational member and who (if possible) is qualified in the field of art,
- One member of the Board of Administration elected from and by the Board of Administration (annually), and
- The senior pastor.

In addition to these four members, the Committee may be expanded to include up to three additional members from Our Savior’s Lutheran Church. These members also will be elected at the annual meeting of the congregation. The Committee may invite additional OSLC members or non-members to attend meetings in an advisory capacity.

Other than the senior pastor and the member from the Board of Administration, all elected members shall serve staggered terms of three (3) years. No member may serve more than two (2) consecutive terms. After a lapse of one (1) year, former Committee members may be re-elected. In the event of a vacancy on the Committee prior to the expiration of a member’s term, the Board of Administration, after conferring with the Art Fund Committee, will fill the vacancy until the next Annual Meeting of the congregation. At that meeting, a permanent replacement will be elected in accordance with the by-laws.

III. OPERATION OF THE COMMITTEE

The Committee will meet at least two times per year. More frequent meetings may be required if deemed necessary by the Committee or by the Board of Administration. All actions taken by the Committee must be agreed upon by a majority of the members, with at least 2/3 of the voting members in attendance.

The Committee will elect from its membership a chairperson, a recording secretary, and a treasurer. The chairperson, or member designated by the chairperson, will preside at all Committee meetings. The recording secretary will maintain complete and accurate minutes of all meetings.

The Committee treasurer will work with the Church Board Treasurer and the staff bookkeeper in maintaining and coordinating complete and accurate accounts.

The Committee will report at least once a year to the Board of Administration and at each annual meeting of the congregation. The annual congregational report will include a complete accounting by the Art Fund Committee of the previous year’s activity. The Committee will also report to the Board of Administration any possible project plans.

IV. DUTIES OF THE COMMITTEE

The Committee is authorized to take the following actions:

- A. Make recommendations to the Board of Administration for the purchase of art with proceeds from the Fund.
- B. Execute approved projects, including the purchasing of art and/or contracting for the production of art.
- C. Make recommendation to the Board of Administration for management of art which has been purchased with proceeds from the Fund.
- D. Report to the Board of Administration regarding the management of Fund assets, and work collaboratively with the Church Treasurer to oversee assets of the Fund.
- E. Undertake any other related matters delegated to the Art Committee by the Board of Administration or by the congregation.

V. DISTRIBUTIONS FROM THE FUND

Once a recommendation of a purchase or a project has been made and approved by the Board of Administration, the Committee may distribute up to 80% of the income from the Fund for purchase of works of art. At the discretion of the Committee and the Board of Administration, the income may be accumulated indefinitely in anticipation of larger purchases.

VII. DISPOSITION OR TRANSFER OF THE FUND

In the event that Our Savior's Lutheran Church or its successor(s) ceases to exist, then the Fund assets shall be subject to the terms of the last will and testament of Mr. M. Neal Johnson, dated February 22, 1993.

SECTION IX - MINISTERIAL RECORDS

1. The clergy shall be responsible for keeping accurate and timely records of membership and ministerial acts on forms provided by the congregation and which shall remain the property of the congregation; shall report these statistics to the congregation annually, and, when required, to the secretary of the Evangelical Lutheran Church in America.

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PURPOSE OF OUR SAVIOR'S LUTHERAN CHURCH

The object and purpose of this congregation shall be to proclaim and propagate the Christian faith through the Means of Grace and to cooperate in the work and service of the Evangelical Lutheran Church in America.

MISSION STATEMENT OF OUR SAVIOR'S LUTHERAN CHURCH

Grounded in faith, gathered in love, and sent with a purpose, so that others may gain the Kingdom!