

BYLAWS OF
CALVARY LUTHERAN CHURCH
OF GOLDEN VALLEY

Approved by Congregation January 27, 1992
Amended January 28, 2002, November 13, 2003, February 22, 2009,
September 27, 2010, and August 14, 2018

SECTION I - COMMUNION PARTICIPATION

Any baptized Christian who believes that Jesus Christ is Savior and believes that the body and blood of Christ are present in the communion bread and wine may participate in communion. Any registration forms or oral announcements shall so advise prospective participants.

SECTION II - INCONSISTENT PRACTICES

1. The church premises shall not be used for any religious services or ceremonies by any organization which professes a doctrine contrary to the confession of faith stated in ARTICLE II of the constitution of this congregation.
2. No pastor of this congregation shall actively participate as a pastor in the conduct of any such services or ceremonies.

SECTION III - THE PASTORAL CALL

1. A letter of call to any pastor called by the congregation shall be issued in form and content approved by the council and shall be signed by the congregation president and the chairperson of the call committee.
2. A pastor who has reached the age of retirement may be appointed by the council, and need not be called, to serve as a pastor of the congregation on a part-time basis for a specified term on terms established by the council, and may be terminated by the council.
3. If the position of senior pastor becomes vacant, the council may conduct a search and may appoint a pastor, who need not be called, to serve as an interim lead pastor, who shall not hold the position of senior pastor, but shall serve for a limited time upon terms established by the council, and may be terminated by the council. Similarly, the council may appoint and terminate an interim pastor as an interim replacement for another pastor.

SECTION IV - CONGREGATION MEETING PROCEDURES

1. Announcement of the time and place of the annual meeting of the congregation shall be made orally or in writing at all regular Worship services held within the ten-day period prior to the meeting and at least once in the primary periodic publication of the congregation mailed within one month preceding the meeting.

2. A quorum for the legal conduct of business at annual and special congregation meetings shall consist of 50 voting members.
3. The order of business at the annual meeting shall be:
 - a. Calling the meeting to order;
 - b. Devotion;
 - c. Minutes of the prior annual meeting and any intervening special meeting of the congregation;
 - d. Reports as provided in the following subparagraph 4;
 - e. Elections;
 - f. Approval of budget;
 - g. Unfinished business;
 - h. New business; and
 - i. Closing prayer.
4. At the annual meeting, the senior pastor and the president shall present their annual reports and the treasurer or a designated staff member shall present the annual financial report, and each shall present both oral and written reports. Other persons or organizations (including without limitation other pastors, staff members or committees) shall provide written reports, oral reports, or both, as requested by the congregation, the council, the president, or the senior pastor.
5. In the following cases voting at any annual or special meeting of the congregation shall be by written ballot:
 - a. Election of council members, other congregation representatives, and the nominating committee;
 - b. Termination of the call of a pastor;
 - c. When requested by the president, the senior pastor, or ten or more voting members present.

SECTION V - COUNCIL

1. The council shall conduct regular meetings, normally monthly, as it determines necessary to perform its functions.
2. The council shall develop an annual budget and present it to the congregation for approval at the annual meeting.
3. The president shall establish the agenda for all meetings of the council, subject to the direction of the council. However, such agenda shall include any matter

requested by a council member or advisory member prior to the meeting which is within the scope of authority or responsibility of the council.

4. Decisions and actions of the council shall be by majority vote of council members present at a meeting either in person or remotely (as described below), provided a quorum is satisfied. A quorum consists of the total number of then current council members minus two; provided, that there is no quorum requirement in the event the action to be taken arises out of an emergency as reasonably determined by the members of the council present, following reasonable advance notice of the meeting under the circumstances to all members of the council. A council member may participate in a council meeting by means of conference telephone or, if authorized by the council, by such other means of remote communication, in each case through which that council member, other council members so participating, and all council members physically present at the meeting may participate with each other during the meeting. Participation in a meeting by that means constitutes presence at the meeting. An action required or permitted to be taken at a council meeting may be taken by written action signed, or consented to by authenticated electronic communication, by all council members.

SECTION VI - NOMINATING COMMITTEE

1. The nominating committee shall be composed of five voting members who shall be elected at the applicable annual meeting by the congregation. Each member of the nominating committee shall have previously served as a member of the council or in another leadership role for the congregation. No person may serve on both the nominating committee and the council at the same time, except that a council member may be elected to the nominating committee if his or her term is ending in the upcoming January at the time of such election, and no member of the nominating committee may be nominated for a council position. The senior pastor, who is an advisory member of the committee, shall convene the committee within two months of the election of the committee, at which time the committee shall elect its chairperson. In the absence of a senior pastor, the president shall convene the committee.
2. The members of the nominating committee shall serve terms of two years following their election. Since elections for council members will be held only every two years, pursuant to Section VIII, paragraph 2, of these bylaws, elections for nominating committee members shall only be held at the annual meeting at which council members are elected. Their terms as committee members shall commence at the time of their election and shall continue until the end of the annual meeting two years later at which their successors are elected. In the event of a vacancy on this committee, as determined by a majority of the remaining members of this committee, the council may appoint a person to serve the remainder of the term of the person being replaced.
3. The committee shall nominate one or more candidates for each open position on the council for the annual meeting of the congregation at which council members are to

be elected and shall nominate ten candidates for the nominating committee for the annual meeting of the congregation at which nominating committee members are to be elected and shall obtain the consent of each candidate to serve if elected. All nominations and voting shall be for all open positions on the nominating committee or council, as applicable, so if there are more candidates than open positions, candidates are elected by plurality voting and are not replacing a specific person and are not paired against each other.

4. The names of the candidates nominated by the nominating committee shall be announced orally or in writing at all regular worship services held within the 30-day period prior to the applicable meeting or by written notice mailed to the voting members at least 30 days prior to the meeting.
5. Candidates may not be nominated from the floor at the congregation meeting.
6. The nominating committee shall intentionally and prayerfully evaluate prospective candidates for the council by reviewing the gifts, strengths, and diversity they would bring to the council, their reputation for integrity, their motivation and availability, their service history at Calvary and the wider church, their background of experience including experience in governance, their personal development through their faith journey, their vision for Calvary and its ongoing mission, and other matters pertinent to successful service on the council.
7. The incumbent council may provide the nominating committee with recommendations for gifts, strengths, and diversity to be sought in candidates for the council, based on the upcoming needs of the council, which should be considered by the nominating committee.

SECTION VII - ROLES AND RESPONSIBILITIES

1. The purpose of the council is to govern the affairs of the congregation. The emphasis and focus of the council should be on leadership, mission, vision, goals, purpose, values, and strategy, and on establishing policies, meaning what the congregation and its organizations, pastors, staff and members shall do or should do and what they shall not do. This focus of the council includes oversight of governance matters such as mission realization, directional alignment, staff performance, and financial affairs including audit and budget. The authority and duty of the council are broad, and detailed with respect to personnel matters, and are not limited by this bylaw. While the council does decide issues in the event of disagreement, it is not intended that the council should manage the details of functions, operations, programs, and activities, which details should be managed by the pastors and staff under the direction of the council.
2. The senior pastor, as the spiritual leader of the congregation and the supervisor and director of pastors and staff as provided in Article VII of the constitution, has the authority and duty, without limiting the generality of the foregoing, to lead and direct the preaching and teaching of the Word of God, administration of the sacraments, conduct of worship services, provision of pastoral care, and traditional

ministerial acts, and to allocate pastoral roles and responsibilities and oversee execution of ministries.

3. The senior pastor is subject to the supervision and direction of the council, being accountable to and reporting to the council, as the board of directors.
4. If there is no senior pastor or lead pastor, all other pastors shall be accountable to and report to the council.
5. A staff member who is appointed to the role of primary administrator of matters other than pastoral responsibilities shall have administrative authority for church operations and shall supervise all staff in their duties and ministries, and they shall be accountable to such person, except as the council may determine otherwise. Such person shall be accountable to and report to the senior pastor.
6. Staff members shall have the authority and duty to lead and carry out the development and execution of ministry programs and projects, equip the members of the congregation to do the work of ministry, coordinate outreach and provide opportunities for mission including with ministry partnerships, execute day-to-day operations, prepare a proposed budget, and otherwise carry out the mission, vision and strategies of the congregation.

SECTION VIII - OFFICERS AND COUNCIL MEMBERS

1. The four constitutional officers, being the president, vice president, secretary, and treasurer, each of whom must be a council member, shall be elected by the council for two-year terms to be served by such elected officers concurrently. No such officer may serve in that same office more than two consecutive terms. If any office of vice president, secretary, or treasurer becomes vacant because of death or resignation, or because any such office holder has otherwise failed or ceased to act, in the opinion of the council, the council shall (or may, if the balance of the vacated term is less than six months) elect a replacement to that office to serve the balance of the vacated term, which shall be considered a full term for purposes of the term limit.
2. Members of the council shall be elected at the applicable annual meeting by the congregation. Council members, having been elected by the congregation, shall serve four-year terms each. No council member may serve more than two consecutive terms. Five members of the council shall serve concurrent terms and six members shall serve concurrent terms, with the result that approximately half of the council members will be elected every two years. If the position of any council member becomes vacant because of death or resignation, or because a member has otherwise failed or ceased to act, in the opinion of the council, the council shall (or may, if the balance of the vacated term is less than one year) elect a replacement to that position to serve the balance of the vacated term, which shall be considered a full term for purposes of the term limit.

3. The terms of newly-elected council members begin at the commencement of the first council meeting after the first day of January following the annual meeting at which such council members were elected, and the terms of council members whose terms are expiring continue until such time. The terms of officers whose terms are expiring continue until their successors are elected at such first council meeting.
4. Notwithstanding the foregoing, in order to provide for an orderly transition following the adoption of the constitutional amendment that reduces the number of council members from 33 to eleven, all eleven council members shall be elected at once at the annual meeting following the adoption of such constitutional amendment, who shall take office at the time provided in the preceding paragraph 3. Six of such eleven council members shall be elected for four-year terms and five shall be elected for two-year terms. The terms of all council members at the time of such election shall continue and expire as provided in the preceding paragraph 3. Any term limits relative to any council members or officers in office at the time of adoption of the amendments to the constitution and the bylaws shall be null and void.

SECTION IX - COMMITTEES

The chairperson of any committee may, but need not be, a council member. The chairperson of any committee shall be a voting member of the congregation. Because all committees except the nominating committee and any call committee are subject to the direction and control of the council, in the event of inconsistent decisions or actions or any disagreement between or among committees, or any disagreement within a committee or between a committee and its advisory member, the council may decide the matter. Any committee may create a subcommittee to review matters or carry out duties within the authority of the committee, and may select the members of such subcommittee.

SECTION X - REPORTS OF ORGANIZATIONS

All committees and organizations handling funds within the congregation shall submit accounts to the treasurer or the chief financial officer at least fifteen days prior to the annual meeting.

SECTION XI — PARISH RECORDS

The senior pastor shall be responsible for accurate records of membership and of all ministerial acts by the pastors, on forms provided by the congregation, which shall remain the property of the congregation. The senior pastor shall annually report these statistics to the congregation.

SECTION XII — EFFECT OF BYLAWS

In the event of any conflict between the constitution and these bylaws, the provisions of the constitution shall prevail. For state law purposes, both the constitution and bylaws are the bylaws of the corporation. This congregation is a Minnesota non-profit corporation.

SECTION XIII - MISSION ENDOWMENT FUND

1. There shall be a Mission Endowment Fund of the congregation (the "Fund") which shall receive, hold and administer as provided in this bylaw all gifts of money or property to the congregation which are designated for the Fund by a donor; all gifts of money or property to the congregation which become effective upon or after the death of a donor (whether pursuant to will, trust, beneficiary designation, remainder, gift annuity agreement, or otherwise) which are not designated by the donor for another use; and all money or property of the congregation which may be designated for the Fund by the congregation or council.
2. The assets of the Fund shall be owned by and held in the name of the congregation, since the Fund is not a separate legal entity, but such assets shall, pursuant to this bylaw, be held, managed, administered, accounted for, reported, invested and expanded separately from other assets of the congregation.
3. A Board of Directors ("Board") shall have the sole authority and the duty to manage the assets and affairs of the Fund, including the sole authority and the duty to carry out the actions described in the following subparagraphs:
 - a. The Board shall either accept or decline to accept any gift to the Fund pursuant to paragraph 1.
 - b. The Board shall promote and encourage gifts to the Fund. The Fund should seek major lifetime gifts and gifts which become effective upon or after the death of a donor, but should not seek annual gifts because fundraising by the Fund should not conflict with annual stewardship giving.
 - c. The Board shall invest and may reinvest the assets of the Fund in prudent investments, which may include common stocks and other securities. The Board may invest in mutual funds and may hire investment advisors. The assets of the Fund shall not be loaned to the congregation or any individual or be used to purchase assets of the congregation or any individual. No loan or investment may be made by the Fund for any benevolent purpose. The Board shall make all decisions with respect to investments and the sale of assets, subject to requirements of the constitution relative to the disposition of real property.
 - d. The Board shall make all decisions relative to all benevolent grants to be made from the Fund, and neither the congregation nor the council may make such decisions. However, no grant may be paid unless the recipient and the amount have been first approved by the council. If the council does not act to approve or disapprove a grant within 45 days after notice to the president and the treasurer of such grant, then the grant shall be deemed to be approved by the council.

- e. The Board may authorize its officers or the officers of the congregation to take actions on behalf of the Fund which are necessary or appropriate to exercise the Board's authority and carry out its duties.
 - f. The Board may spend reasonable amounts of money from the Fund to pay its reasonable expenses.
 - g. The Board shall provide for an annual audit of the Fund.
4. Notwithstanding any other provisions of this bylaw, in the event that a donor has clearly designated or stated in writing, at or before the time of the gift, the purpose of a gift, the causes to be benefitted, the timing of benevolent grants, restrictions on the use of principal, or other intentions with respect to a gift, the Board, if it decides to accept such gift, shall manage and administer such designated assets in accordance with the expressed intentions of the donor unless the Board and the council specifically find that any restriction by the donor is obsolete, inappropriate or impracticable.
5. On or before the last Monday in January of each year, the treasurer of the congregation shall report to the Board the amount of income earned by the Fund during the preceding calendar year, computed according to generally accepted accounting principles, excluding capital appreciation or depreciation whether realized or unrealized, and shall further report the fair market value of all assets of the Fund, excluding the amount of such income and excluding any non-liquid assets received from donors and any designated assets, as of the end of the previous calendar year. The Board shall in the current calendar year expend in benevolent grants or a single grant an amount of money equal to the entire amount of such income earned in the previous year plus at least 10% but not more than 25% of the fair market value of all assets of the Fund, excluding the amount of such income and excluding any non-liquid assets received from donors and any designated assets, as of the end of the previous calendar year.
6. All benevolent grants from the Fund shall be made, except as otherwise designated by the donor, for the purposes of witnessing to the Christian faith, supporting the mission of Christ's church, and ministering to the needs of people in Christ's name, in the community, the state, the nation, and throughout the world. It is intended that the assets of the Fund be used for outreach purposes that go beyond the congregation and which would not normally be funded by a congregation budget. Thus such grants shall not directly benefit the congregation or be made for purposes that are normally included in the congregation's budget, such as capital purchases and improvements, debt retirement and operating expenses. However, this provision does not prevent an otherwise appropriate grant simply because it is for a purpose that the congregation has supported.
7. This bylaw is intended to assure the integrity of the Fund and to encourage gifts by assuring donors that their charitable intentions will be fulfilled. By approving this bylaw, the congregation covenants with any donor or potential donor that the

provisions of this bylaw (SECTION XIII) with respect to the Fund will not be substantively amended, and that the intentions of any donor shall be followed, except upon a specific finding by the Board and the council that a restriction by the donor, or the provision being amended, is obsolete, inappropriate or impracticable.

8. In the event that the amount of assets in the Fund becomes so small that it is burdensome or expensive to continue administering the Fund, the Fund may be terminated by action of the Board, the council, and the congregation, and all the assets of the Fund may thereupon be expended in the manner provided in this bylaw.
9. The Board shall consist of nine members of the congregation elected by the congregation at the congregation annual meeting for three-year terms each, except that three members shall initially be elected for one-year terms and three members shall initially be elected for two-year terms so that the terms of three of such members shall expire each year. The president of the congregation and the senior pastor shall be ex officio voting members of the Board. Each of such eleven members of the Board shall serve until such member's successor assumes such office. The nominating committee of the congregation shall nominate candidates for the Board each year. No member of the Board may concurrently be a member of the council, except the president and the senior pastor. An elected member may not serve more than two consecutive three-year terms, but may be reelected after a one-year absence from the Board. If any elected member of the Board resigns or dies, the Board may appoint a successor to serve in such capacity until the next annual meeting, at which a successor shall be elected to serve in such capacity during the unexpired portion of the term of office of any such member.
10. The Board shall meet at least once each calendar quarter, and shall hold its annual meeting in February, but may otherwise schedule its own meetings, determine its own rules governing its proceedings, and govern its own committees.
11. The Board at its annual meeting, or at another meeting if an office becomes vacant, shall elect a chairperson who shall preside over meetings of the Board, a vice chairperson who shall assume the duties of chairperson during the absence of the chairperson, and a secretary who shall be responsible for the minutes of Board meetings and shall communicate decisions regarding benevolent grants to the president and to the treasurer of the congregation on behalf of the council. The treasurer of the congregation shall be the treasurer of the Fund and shall be responsible for the financial records and reports of the Fund and the disbursement of grants.

SECTION XIV — COLUMBARIUM

1. There shall be a columbarium to be the final resting place for earthly human remains (the "Columbarium"). The Columbarium shall be located in one or both of these locations: (i) indoors in the Luther Room which is adjacent to the entrance of the Chapel, and/or (ii) outdoors in the area known as Calvary Park and adjacent to the outdoor worship area. In the event the Council determines that there is not

sufficient financial support by the congregation for the Columbarium the Council shall propose at the 2009 or 2010 Annual Meeting of the congregation the repeal of this bylaw.

2. This bylaw is intended to assure the integrity of the Columbarium for the benefit of the congregation, the individual whose cremains are located in the Columbarium as well as his/her family members. Once any Columbarium is established pursuant to this bylaw, all urns and human cremains shall be preserved and treated with respect in a Christian manner. This provision is unamendable.
3. There shall be a fund established (the "Fund") which shall receive, hold and administer as provided in this bylaw all: (i) gifts of money or property which are in payment for the use of a niche, (ii) all gifts of money or property which are designated for the Fund by a donor, and (iii) all money or property of the congregation which may be designated for the Fund by the congregation or Council. The Fund shall be administered and accounted for separate from other funds of Calvary. Separate accounts may be established within the Fund, for example, accounts for operations, future expansion, and perpetual care and maintenance.
4. A Board of Directors (the "Board") shall have the authority and duty to manage the assets and affairs of the Columbarium and the Fund, including, without limiting the generality of the foregoing, the authority and the duty to carry out the actions described in the following subparagraphs:
 - a. Communicate with the congregation about the Columbarium; offer to sell the use of a niche to those interested; and invite gifts to support the Columbarium.
 - b. Arrange for the construction of approved columbarium and related improvements.
 - c. Arrange for the maintenance and repair of the Columbarium and related improvements, including the safety and serenity of the columbarium. The Fund shall reimburse Calvary for reasonable direct expenses incurred by Calvary for the maintenance and repair of the Columbarium.
 - d. Develop and administer policies relating to the operations of the Columbarium and related areas.
 - e. Invest and reinvest the assets of the Fund in prudent investments, which may include common stocks and other securities. The Board shall consult with the chief financial officer of Calvary on all such actions.
5. The following actions are within the authority of the Board, but the Board must obtain the approval of the Council before such actions are carried out:
 - a. Finalize the design and location of any Columbarium and related capital

- improvements, including, but not limited to, a memorial wall, a common niche, garden areas for an outdoor Columbarium and room furniture for an indoor Columbarium.
- b. Establish subscription prices, from time to time, to: (i) purchase the use of a niche, (ii) add the name of an individual on the memorial wall, and (iii) use other services offered as part of the columbarium.
 - c. Determine individuals, in addition to a member of the congregation, who will be eligible to purchase the right to use a niche.
 - d. Finalize the design to expand the number niches or other capital improvements.
 - e. Transfer of surplus money from the Fund. Such a transfer will only occur if the Board and Council determine that the Fund has a surplus and it is highly unlikely that such moneys will be needed for operations, expansion or perpetual care. Such transfer will be made to the Congregation Ministries Endowment Fund.
6. The Board shall consist of seven members of the congregation elected by the congregation at the congregation annual meeting for three-year terms each, except that three members shall initially be elected for one-year terms and two members shall initially be elected for two-year terms. The president of the congregation and the senior pastor shall be ex officio voting members of the Board. Each of such nine members of the Board shall serve until such member's successor assumes such office. The nominating committee of the congregation shall nominate candidates for the Board each year. No elected member of the Board may concurrently be a member of the Council. An elected member may not serve more than two consecutive three-year terms, but may be reelected after a one-year absence from the Board. If any elected member of the Board resigns or dies, the Board may appoint a successor to serve in such capacity during the unexpired portion of the term of office of any such member.
 7. The Board shall meet at least once each calendar quarter for the next three years, and thereafter the Board shall meet at least twice each year. The Board shall hold its annual meeting during the quarter after the date of the annual meeting of the congregation, but may otherwise schedule its own meetings, determine its own rules governing its proceedings, and govern its own committees.
 8. The Board at its annual meeting, or at another meeting if an office becomes vacant, shall elect a chairperson who shall preside over meetings of the Board, a vice chairperson who shall assume the duties of chairperson during the absence of the chairperson, and a secretary who shall be responsible for the minutes of Board meetings. The treasurer of the congregation shall be the treasurer of the Fund and shall be responsible for the financial records and reports of the Fund.

9. In the event the Board determines it is necessary to relocate the Columbarium, or any part thereof, it may take such action only after such action is approved by both the Council and the congregation, and provided further, that such action is consistent with paragraph 2 of this bylaw.

CERTIFICATION

The undersigned hereby certifies that the Amended Bylaws of Calvary Lutheran Church of Golden Valley are true and correct as of the date hereof.

Dated: August 14, 2018



Marisa Houghland, Secretary/Treasurer