

## **AMENDED ARTICLES OF INCORPORATION**

### **Article I**

The name of this association shall hereafter be known as IMMANUEL EVANGELICAL LUTHERAN CHURCH.

### **Article II**

Its locations shall be in St. Louis County, Missouri.

### **Article III**

Its duration shall be perpetual.

### **Article IV**

This association is formed for the dissemination of Christian knowledge and promulgation of Lutheran Christianity as it is taught in the Holy Scriptures; and for the purpose of owning and holding title to and managing such real estate as may be required for church edifices, Christian Day School and Sunday School purposes, cemeteries, parsonages, teacherages, parish halls, and other buildings necessary and incident thereto, as well as holding and possessing other properties which may be deemed conducive to the interest and advancement of this corporation.

### **Article V**

This corporation shall have all the rights and powers given and granted by the laws of the State of Missouri to corporations organized under the provisions of Article 10, of Chapter 32, of the Revised Statutes of Missouri, 1929, entitled "Benevolent, Religious, Scientific, Educational and Miscellaneous Associations," and shall hereby, in particular, be granted authority to adopt a new constitution, with the proviso, however, that Articles II, V, and VIII of the constitution of the year 1892 be embodied in the new constitution.

### **Article VI**

If at any time a division should take place in this association on account of doctrine, the real estate and personal property of this corporation and all benefits connected therewith and hereunder shall remain with those members, who adhere to the doctrine of the Evangelical Lutheran Church as laid down in the Symbols contained in the Book of Concord of 1580 and as held and professed by the Evangelical Lutheran Synod of Missouri, Ohio, and other states. (Now known as LCMS - Lutheran Church-Missouri Synod.)

**11/2020**

## Article VII

All provisions set forth and contained in the original charter granted “The German Evangelical Lutheran Immanuel Congregation U.A.C. at Central, St. Louis County, Missouri” pursuant to petition filed as aforesaid, and not expressly set forth and contained herein, shall be null and void and of no further force or effect.

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These AMENDED ARTICLES OF INCORPORATION were approved by the Circuit Court of the St. Louis County, Missouri, Division Number One, on February 4<sup>th</sup>, 1938, filed for record in the office of the Recorder of Deeds of St. Louis County, Missouri, on April 28<sup>th</sup>, 1938, and are duly recorded in Book 1507, page 554. A Certificate of a copy of Pro Forma Decree of Incorporation was issued by the Secretary of State of the State of Missouri on May 27<sup>th</sup>, 1938.

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## CONSTITUTION

### Article 1

The name of this congregation shall be IMMANUEL EVANGELICAL LUTHERAN CHURCH, St. Louis County, Missouri.

### Article 2

#### DOCTRINAL BASIS

This congregation accepts and acknowledges all the canonical books of the Old and the New Testament as the inspired Word of God, and all the Symbolical Books of the Evangelical Lutheran Church, contained in the Book of Concord of the year 1580, as a true and unadulterated statement and exposition of the Word of God, according to which, because they are derived from the Word of God, all doctrine is to be taught(\*) in this congregation, and all controversies, which may arise in this congregation are to be decided and adjudicated. These Symbolical Books are:

the three Ecumenical Creeds (the Apostles' Creed, the Nicene Creed, the Athanasian Creed),  
the Unaltered Augsburg Confession,  
the Apology of the Augsburg Confession,  
the Smalcald Articles,  
the Large Catechism of Luther,  
the Small Catechism of Luther, and  
the Formula of Concord.

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NOTE: The underlined portions marked with one (\*), or two (\*\*), or three asterisks (\*\*\*) are unalterable according to Articles 2,5, and 8, respectively, of the Old Constitution.

### Article 3

#### MEMBERSHIP

Membership in this congregation can be held and retained only by persons, who:

- A. are baptized;
- B. declare publicly their adherence to all the canonical books of the Old and the New Testaments as the only divine rule and norm of faith and life(\*\*), and while they may perhaps be lacking the knowledge of all the above named Symbolical Books (Article 2), at least have a knowledge of Luther's Small Catechism and declare their acceptance thereof(\*\*);
- C. do not live in manifest works of the flesh (Gal. 5: 19-21), but lead Christian lives;
- D. partake of the Lord's Supper with due frequency, if they be confirmed or have been received as converts;
- E. submit to the rules and regulations of the congregation, which by congregational resolutions have been or may be adopted, insofar as they are not contrary to the Word of God, and accept brotherly admonition in case of blameworthy moral conduct;
- F. are not members of any secret, anti-Christian society or organization.

### Article 4

#### DUTIES OF MEMBERS

Section 1. It shall be the duty of every member of this congregation to attend divine services regularly.

Section 2. It shall be the duty of every communicant member to contribute according to his or her ability and means toward the maintenance of church and school(\*\*), the liquidation of any debts of the congregation, and the support and extension of God's Kingdom at large.

Section 3. It shall be the duty of such members of this congregation as have the parental care of unconfirmed children incumbent upon them, to commit such children to the Christian Day School of the congregation or otherwise to provide for their proper training in pure Christian doctrine.

Section 4. It shall be the duty of every voting member, if possible, to attend the Voters' meetings of the congregation(\*\*).

## Article 5

### SEVERENCE OF MEMBERSHIP

Membership is severed with the congregation:

- A. By applying to the Administrative Pastor for release or transfer to a sister congregation. If there is no just cause why such a transfer should be denied, the Pastor shall issue the desired release.
- B. Upon excommunication after failing to positively respond to admonition prescribed by the Word of God (Matthew 18:15-20).
- C. By refusing to submit to church discipline.
- D. By joining another church denomination.
- E. When place of residence is unknown and/or the member makes no attempt to keep his/her church membership active.

Any actions involving the above shall be recommended by the Elders, and approved by the Voters' Assembly.

## Article 6

### VOTERS' MEETINGS

Section 1. The congregation deliberates its affairs in regular and, if necessary, in special Voters' meetings.

Section 2. All regular and special Voters' meetings shall be held and conducted as specified in the bylaws.

Section 3. Only such confirmed persons who

- A. have attained their eighteenth year and
- B. at a regular Voters' meeting have signed this constitution(\*\*) shall be entitled to a vote in the affairs of the congregation. (NOTE: See explanatory note in rear of constitution concerning this clause.)

Section 4. A member who fails to attend a meeting waives the right to vote at such meeting and has no recourse later. It shall, however, be the privilege of absent members, upon offering an acceptable reason in writing to the President of the Congregation, to submit their ballots in advance whenever a pastor, teacher, or an officer of the congregation is to be elected.

Section 5. In matters of doctrine, unanimity shall be required for a final decision; other matters shall be disposed of by a majority of the votes cast, unless otherwise specifically provided for. All resolutions of the congregation contrary to the Word of God and the Symbols of the Lutheran Church are null and void.

Section 6. The congregation through the Voters' Assembly at all times retains the highest authority in all internal and external relations.

## **Article 7**

### **OFFICE OF THE MINISTRY AND OF A TEACHER**

Section 1. The office of the minister in this congregation and that of a teacher in the congregation's Parish School shall be conferred only upon such pastors and teachers or such ministerial and parochial school candidates, who unqualifiedly profess their acceptance of an adherence to the doctrinal basis of Article 2, who hold membership in the Synod of which this congregation is a member or by that Synod are adjudged eligible to hold such membership(\*\*\*), and at the time of their ordination or induction into office are pledged to faithful adherence to the aforesaid doctrinal basis.

Section 2. The right of choosing, calling, dismissing, and deposing ministers and school teachers shall ever be vested in the congregation and shall never be delegated to an individual or to a minor body or circle within the congregation.

Section 3. The selection of a pastor or a teacher shall be by ballot and the candidate obtaining a majority of all votes cast shall be considered elected by the congregation(\*\*\*).

Section 4. Established causes to deprive pastors or teachers of office are: stubborn continuance in false doctrines, unchristian life, or willful unfaithfulness in the administration of office(\*\*\*).

## **Article 8**

### **OFFICERS**

Section 1. The officers of the congregation are specified in the Bylaws.

Section 2. The congregation's officers at any time in office shall have no authority beyond that which has been conferred upon them by the congregation, and whatever powers may have been delegated to them shall at all times be liable to change or rescission.

Section 3. Any officer of the congregation may, in Christian and lawful order, be dismissed or removed from office by the congregation.

Section 4. The offices of President, Vice-President and Elder shall be held by male voting members only.

**Article 9**

**AMENDMENTS TO THE CONSTITUTION**

Section 1. Of this Constitution Articles 2, 3, 4, Section 3B of Article 6, Article 7, and Section 1 of Article 9 shall be unalterable and irrepealable.

Section 2. Amendments to this Constitution not inconsistent with the aforesaid unalterable and irrepealable articles and sections may be made and shall be declared adopted only when in three (3) consecutive regular Voters' meetings two-thirds (2/3) of the votes cast favor the adoption of such amendments.

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EXPLANATORY NOTE: Voting members who have duly signed any of the former constitutions of this congregation shall not be held to sign this new constitution. This shall not, however, be construed that they are exempt from abiding by any of the other provisions set forth in this constitution. When the congregation shall no longer have members to whom this explanatory note applies, the "NOTE" of Section 3B of Article 6 of the constitution shall automatically become void.

**BYLAWS**

**Article 1**

## **MEMBERSHIP**

### **Section 1. Communicant Membership**

- A. Communicant membership is defined in Article 3 of the Constitution.
- B. Applicants for communicant membership coming from recognized sister congregations, with which we are in Altar and Pulpit fellowship, must present a letter of transfer to the Administrative Pastor. Upon presentation of such letter and their declaration of acceptance of Article 3 of the Constitution, they shall be accepted as communicant members.
- C. Applicants from a sister congregation not having a letter of transfer shall be received into communicant membership, when in an interview with the Administrative Pastor, they have given satisfactory evidence of their qualifications and have stated their agreement with Article 3 of the Constitution.
- D. Others, including junior confirmands, must successfully complete a prescribed course of instruction taught by a Pastor or an instructor authorized by the Board of Elders. Upon their acceptance of Article 3 of the Constitution and the Rite of Confirmation, they shall be communicant members.
- E. All admissions and releases are to be approved by the Board of Elders and reported to the Voters' Assembly at the next regular scheduled meeting and recorded in the minutes.

### **Section 2. Voting Membership**

- A. Qualifications. Refer to the constitution, Article 6, Section 3.
- B. Voting members are automatically released from the Voters' Assembly upon their release from communicant membership.

## **Article 2**

## **VOTERS' MEETINGS**

### **Section 1. Schedule of Meetings**

The regular Voters' Meeting of the congregation shall be four (4) in number during a calendar year. The annual meeting shall be held in the month of November, other regular meetings in the months of February, May and September.

### **Section 2. Regular Meetings**

Regular meetings shall be held for the transaction of business and the passing of valid resolutions. Public notice (worship services, bulletin, mail) of said meetings shall be given. Twenty-five (25) voting members shall constitute a quorum.



### Section 3. Special Meetings

A special meeting may be called by the Board of Elders, or three corporate officers, or by a petition signed by fifteen (15) voting members and presented to the President of the congregation. Notice must be given twice, either in public services on two previous Sundays, or a previous Sunday and by mail or phone at least three days prior to the meetings. All business to be transacted must be included in such notices. At least twenty-five (25) voting members of the congregation must be present to constitute a quorum.

## Article 3

### ELECTIONS

#### Section 1. Annual Meeting

- A. The annual election shall occur at the November Voters' Meeting. Installation of newly elected Officers and Board members shall be the first Sunday in December after which they will assume office.
- B. Officers and Board members shall be elected by a majority of votes. Voting shall be by ballot.
- C. Each newly elected Board shall at its December meeting elect a chairman and secretary.

#### Section 2. The Voters' Assembly shall elect from its eligible members the following:

- A. A Board of Elders consisting of a minimum of nine (9) members. The Pastor(s) shall be an "ex-officio" non-voting member(s) of this Board.
- B. A Christian Day School Board consisting of a minimum of seven (7) members. The Pastor(s) and Principal of the Christian Day School shall be "ex-officio" non-voting member(s) of this Board.
- C. A Board of Parish Education consisting of a minimum of five (5) members. The Pastor(s) and the Sunday School Superintendent shall be "ex-officio" non-voting member(s) of this Board.
- D. A Board of Stewards consisting of a minimum of five (5) members. The Pastor(s) shall be "ex-officio" non-voting member(s) of this Board.
- E. A President.
- F. A Vice-President.
- G. A Treasurer.
- H. A Secretary.

#### Section 3. The President, Vice-President, Treasurer, and Secretary of the congregation shall be the Corporate Officers of the congregation.

#### Section 4. A Nominating Committee consisting of seven (7) members: one of the corporate officers as chairman, two members each from the Board of Elders and the Board of

Stewards, and one member each from the Christian Day School Board and the Board of Parish Education shall annually be appointed by their respective Boards at the call of the President.

Section 5. Vacancies

- A. If a vacancy occurs in any Office, other than President, or on any Board, the President shall appoint an eligible member to fill that position until the next regular election meeting. The Officer or Board member elected at that meeting shall complete the unexpired term.
- B. If a vacancy occurs in the office of President, the Vice-President shall serve as President until the next regular election meeting. The President elected at that meeting shall complete the unexpired term.

Section 6. Only voting members shall be eligible for election to an Office or a Board. Election or appointment of Officers or Board members is restricted to insure that there is no conflict of interest between church employees and elected Office or Board member who participates in employment, salary changes or promotion decisions.

**Article 4**

**TERM OF OFFICE**

Section 1. All Officers and Board members shall be elected for a term of two (2) years.

Section 2. The election of the Officers shall be arranged so that the President and Secretary shall be elected in one year, and the Vice-President and Treasurer in the year following.

Section 3. All Officers and Board members shall take possession of their position immediately upon installation and serve until installation of their successor.

Section 4. An individual may serve a maximum of two (2) consecutive terms in one office. In unusual circumstances the Nominating Committee may recommend one additional term with a two-thirds (2/3) majority vote of the Voters' Assembly.

**Article 5**

**DUTIES OF BOARDS AND OFFICERS**

Section 1. The Church Council

The Church Council shall consist of the Corporate Officers of the congregation, the Chairman of the Board of Elders, the Chairman of the Board of Education, the

Chairman of the Board of Parish Education, the Chairman of the Board of Stewards, and a representative of Light of Christ Chinese Mission Church. The Pastor(s) and Principal of the Christian Day School shall be “ex-officio” non-voting members of the Church Council. The President of the congregation shall serve as Chairman of the Church Council, and the Secretary of the congregation shall be Secretary of the Church Council.

The Church Council shall foster cooperation and unity of purpose on the part of all Boards and Officers and shall act in matters committed to it by the Voters’ Assembly.

The Church Council shall:

- A. Meet prior to each Voters’ Meeting and as necessary, in order to consider and discuss matters pertaining to the general welfare of the congregation.
- B. Review and coordinate Board recommendations and resolutions for each Voters’ meeting.
- C. Prepare an agenda and present recommendations to the Voters’ Assembly.
- D. In cases of emergency, act on behalf of the congregation in authorizing required expenditures. These cases shall be presented for ratification at the next regular Voters’ meeting.
- E. Prepare and present a preliminary budget at the February Voters’ meeting. The annual budget shall be approved at the May Voters’ meeting.
- F. Serve as the salary committee of the congregation.
- G. Be responsible for monitoring the budget.
- H. Appoint a Building and Grounds Committee who shall inspect all the properties of the congregation periodically, maintain them in good repair, keep the congregation well informed on the state of its properties, and make relevant recommendations.
- I. Appoint a Financial Secretary who shall:
  1. Keep a week-by-week record of the offerings of the members.
  2. Prepare quarterly statements showing each member’s contribution record which shall be distributed by the Board of Stewards.
  3. Work in close conjunction with the Board of Stewards and the Finance Committee.
- J. Appoint Assistants to the Treasurer who shall perform the following functions:
  1. Payroll
  2. Purchasing
  3. Accounts Payable
- K. Appoint the following:
  1. Youth Committee.
  2. Organizations Coordinating Committee.
  3. Auditing Committee.
- L. Establish and maintain the congregation’s rules and regulations governing its premises.
- M. Keep a record of all proceedings. This record becomes the property of the congregation.
- N. Perform such other duties as may be assigned by the congregation.

Section 2. The Board of Elders shall:

- A. Support all called staff members through prayer, and shall be responsible for the spiritual, emotional, financial, physical health and welfare of them and their families.
- B. Assist the Pastor(s) and the congregation in nurturing the spiritual life of the congregation, have particular oversight over doctrine and matters pertaining to a Godly walk and life on the part of the Pastor(s), Teachers, Officers, and members of the congregation, admonish the negligent, seek to bring about reconciliation between parties or groups at variance with each other, and thus maintain God-pleasing peace and harmony, and observe carefully that our Lord's injunction in Matthew 18:15-18, is applied in church discipline according to Christian love and for the salvation of erring souls.
- C. Oversee the organization and administration of Confirmation classes.
- D. Oversee the reception of members and termination of congregational membership.
- E. Be responsible for the Evangelism Committee of the congregation.
- F. Oversee all matters pertaining to the conduct of worship services.
- G. Call such special meetings as it may deem advisable under the provisions of Article 2, Section 3 of the Bylaws.
- H. Be responsible for the usher staff. One Elder shall be appointed Director of the ushers. He may appoint assistants as necessary with the approval of the Board of Elders.
- I. Keep a record of all proceedings. This record becomes the property of the congregation.
- J. In the event of a pastoral vacancy or interim vacancy, the Board of Elders in consultation with the Missouri District's Circuit Counselor would develop a plan covering the pastoral care for Immanuel Lutheran Church.
- K. Annually evaluate the Pastors.
- L. Perform such other duties as may be assigned by the congregation.

Section 3. The Christian Day School Board shall:

- A. Be responsible for providing a quality, Christ-centered educational program for the Day School.
- B. Oversee the administration of the Christian Day School.
- C. Maintain, foster, and stimulate interest in the Christian Day School.
- D. Monitor the curriculum of the educational programs of the Christian Day School.
- E. Monitor evaluative measurements to determine the success of the educational programs of the Christian Day School.
- F. Oversee the maintenance and supervision of the discipline of the Christian Day School.
- G. Review and approve all Christian Day School policies, handbooks, and the like.
- H. Review and resolve all concerns and complaints regarding educational matters of the Christian Day School when requested.
- I. Keep a record of all proceedings. This record becomes the property of the

- congregation.
- J. Annually evaluate the principal.
- K. Perform such other duties as may be assigned by the congregation.

Section 4. The Board of Parish Education shall:

- A. Oversee and promote all educational programs of the congregation, with the exception of the Christian Day School.
- B. Appoint a Sunday School Superintendent for a term of two (2) years, subject to Voters' Assembly approval.
- C. Annually, in October, appoint a VBS Superintendent.
- D. Establish and oversee Bible classes for furthering the religious education of youth and adults of the congregation beyond Confirmation.
- E. Provide a teacher training program for Sunday School and Bible class teachers.
- F. Keep a record of all proceedings. This record becomes the property of the congregation.
- G. Perform such other duties as may be assigned by the congregation.

Section 5. The Board of Stewards shall:

- A. Encourage a strong consciousness of total stewardship life within the congregation.
- B. Develop and promote an annual stewardship program.
- C. Oversee the assimilation of new members.
- D. Personally call on those who have not accepted the responsibilities of faithful Christian stewardship. This is to be coordinated with the Board of Elders.
- E. Support the stewardship programs of the Lutheran Church-Missouri Synod and the Missouri District.
- F. Review special funding requests from outside agencies and make appropriate recommendations to the Voters' Assembly.
- G. Appoint annually, subject to Voters' Assembly approval, a Finance Chairman, Vice-Chairman, and Finance Committee consisting of a minimum of five (5) members, which shall:
  - 1. Take custody of all monies collected after each service.
  - 2. Tabulate and deposit in the designated depository all monies collected.
  - 3. Keep a record of all receipts, which shall be passed on to the Financial Secretary.
- H. Work in cooperation with the Financial Secretary and the Treasurer.
- I. Keep a record of all proceedings. This record becomes the property of the congregation.
- J. Perform such other duties as may be assigned by the congregation.

Section 6. The Corporate Officers shall:

- A. Be responsible for the real and personal property of the congregation through the Buildings and Grounds Committee.
- B. Represent the congregation in all legal matters.

- C. Sign all legal documents and papers on behalf of the congregation.
- D. Be charged with the safe-keeping of the congregation's valuable papers.
- E. Meet as required, keeping record of such proceedings. This record becomes the property of the congregation.
- F. Perform such other duties as may be assigned by the congregation.

Section 7. The President shall:

- A. Serve as Chairman of the Voters' Assembly, and the Church Council.
- B. Serve as "ex-officio" non-voting member of all boards and committees, except the Board of Elders, to coordinate the congregation's programs.
- C. Sign contracts and legal documents on behalf of the congregation subject to authorization by the Voters' Assembly.
- D. Appoint a Long Range Planning Committee (LRPC) consisting of at least five communicant members, including the chairperson. Each committee member is appointed to a one year term and may be re-appointed. The President and a Pastor of the congregation will serve as "ex-officio" non-voting members of the committee. The LRPC may utilize the general membership for research activities and administrative support as deemed necessary. The LRPC is to act as a resource to the congregation in making plans and proposing actions for near-term, mid-term, and long-term planning to support our ministry to the community. The LRPC will report all proposals to the Church Council with their recommendations.
- E. Appoint a Call Committee to fill a vacancy or when the necessity arises to call an additional called position. The Call Committee shall be comprised of one member from each board, one additional member from the board supervising the called position, and two members at large. The President and a Pastor of the Congregation will serve as "ex-officio" non-voting members of the committee.
- F. Perform such other duties as may be assigned by the Voters' Assembly or Church Council.

Section 8. The Vice-President shall:

- A. Perform the duties of the President upon the President's request or during his absence.
- B. Represent the Church Council and Building and Grounds Committee.
- C. Serve as Chairman of the Building and Grounds Committee.
- D. Perform such other duties as may be assigned by the President, Voters' Assembly, or Church Council.

Section 9. The Secretary shall:

- A. Keep accurate records of the meetings of the Voters' Assembly, Church Council, and Corporate Officers' meetings. These records become the property of the congregation.

- B. Arrange to have all approved minutes and appropriate attachments bound in a book to be maintained in the church office or microfilmed on an annual basis.
- C. Keep a list of current voting members.
- D. Be responsible for congregational correspondence.
- E. Sign contracts and legal documents on behalf of the congregation subject to authorization by the Voters' Assembly.
- F. Perform such other duties as may be required by the congregation.

Section 10. The Treasurer shall:

- A. Keep a strict account of all monies received and paid out. This accounting becomes the property of the congregation.
- B. Disburse all monies of the congregation according to the direction of the Voters' Assembly including budget and non-budget expenditures.
- C. Keep all monies of the congregation in the name of the congregation in a bank or financial institution designated by the congregation.
- D. Make a detailed report at all regular Voters' meetings.
- E. Submit all supporting records available for audit.
- F. Oversee the activities of the Assistants to the Treasurer.
- G. Perform such other duties as may be required by the congregation.

**Article 6**

**IMMANUEL LUTHERAN ENDOWMENT FUND**

Section 1. Name

Immanuel Lutheran Church, Olivette, MO shall have the: Immanuel Lutheran Endowment Fund (hereinafter called the "Fund").

Section 2. Purpose

- A. General The Fund's purpose shall be to receive, manage and distribute gifts and bequests and apply such funds and assets in accordance with the terms of these bylaws. Subject to the terms of Section 2. B. below, in general, the Fund shall be applied for the mission and ministry of Immanuel Lutheran Church to provide funding for ministry programs and capital improvements.

The ministry dimension shall focus on:

Providing funding for various ministry projects at Immanuel that will further Immanuel's commitment to spread the Gospel, and carry out the Great Commission (Matt. 28:19-20).

The capital improvement dimension shall focus on:

Providing funding for building additions, renovation and improvements, new building additions or structures, or upgrade or replacement of mechanical or electrical systems that are to the operation of the building. The fund is not to be used for furnishings or movable types of equipment, or for repairs and maintenance.

B. Specific

1. Designated Gifts The Fund shall consist of two individual accounts, the Immanuel Ministry Account and the Immanuel Capital Improvement Account. Donors wishing to give a Designated Gift shall specify, in writing, which of these two Accounts their gift or bequest is to be applied. The funds and assets contained in each account, contingent upon the conditions outlined in Section 2. C., shall be used for the uses, projects and programs recommended by the Endowment Fund Committee, subject to approval of the Church Council and a simple majority of those present in the Voters' Assembly, provided that the uses, projects and programs are consistent with the Statement of Purpose in Section 2. A. , above.
2. Undesignated Gifts All gifts accepted and received into the Fund that are not Designated Gifts, as described in Section 2. B. 1., shall be considered Undesignated Gifts. All Undesignated Gifts shall be divided between the Immanuel Ministry Account and the Immanuel Capital Improvement Account by a percentage that is to be determined by the Endowment Fund Committee on an annual basis.
3. Restricted Gifts The giving of Restricted Gifts, that is gifts and bequests given with special terms or conditions as to the use of the gift and/or of the income, is strongly discouraged. However, gifts given in this manner will be reviewed on a case by case basis to determine if the use specified is consistent with the stated purpose of the Fund as listed in Section 2. A., and shall be subject to the approval of the Church Council.

- C. Both income and principal from the Immanuel Ministry Account and the Immanuel Capital Improvement Account shall be available for disbursement, as long as a minimum of \$15,000.00 of principal remains in the Immanuel Ministry Account and \$30,000.00 of principal remains in the Immanuel Capital Improvement Account at all times.

Section 3. Duration

Immanuel Lutheran Endowment Fund shall continue in existence and be used as hereinabove provided, unless earlier revoked, so long as Immanuel Lutheran Church shall continue to exist. If Immanuel Lutheran Church ceases to exist, the assets of the Fund shall be distributed according to Article VI of the amended Articles of Incorporation.

Section 4. Administration



- A. An Endowment Fund Committee (hereinafter called the “Fund Committee”) shall be established to supervise the management and promotion of the Fund. The Fund Committee shall report directly to the Church Council. The Fund Committee shall consist of five members appointed by the President of the congregation. A chairman, secretary, treasurer, and director of publicity shall be selected by the committee members on an annual basis.
- B. Committee members shall be appointed for a term of three years.
- C. Meetings shall be held quarterly, with special meetings called as needed on a 24 hour notice.
- D. A quorum shall consist of four members. The affirmative vote of a majority present and voting shall carry any motion or resolution.
- E. The Fund Committee shall annually make a recommendation as to the management of the Fund by a qualified investment management institution. Any agreement entered into for the management of the Fund, or any portion thereof, shall be subject to the approval of the Church Council.
- F. The Fund Committee shall annually recommend the percentage whereby Undesignated Gifts shall be distributed to the Immanuel Ministry Account and the Immanuel Capital Improvement Account. The percentages agreed upon by the Fund Committee shall be subject to approval of a simple majority of the Voters’ Assembly.
- G. The Fund Committee shall establish such written rules and regulations as may be necessary for the conduct of its business. It shall adopt standards and goals to guide in the expenditure of the income from the Fund, which it may amend, all within the stated purposes of the Fund.
- H. The Fund Committee shall maintain accounts with such financial institutions as it, by resolution, may authorize and determine. All checks and other documents transferring or expending any funds or assets in the Fund shall be executed by the treasurer of the Fund Committee, or other member(s) of the Church Council as set forth in the bylaws of Immanuel Lutheran Church.
- I. The Fund Committee may ask other members of the congregation to serve as advisory members and employ, at the expense of the Fund income, such professional counseling on investments and legal matters as it deems to be in the best interest of the Fund.
- J. The Fund Committee shall maintain complete and accurate books of account and employ such professional help as it deems necessary in this task.
- K. The secretary shall maintain complete and accurate minutes of all the meetings of the Fund Committee and supply a copy thereof to each member within thirty (30) days after the meeting. Each member shall keep a complete copy of minutes to be delivered to his or her successor.
- L. No member of the Fund Committee shall engage in any self-dealing or transactions with the Fund in which the member of the Fund Committee has direct or indirect financial interest and shall always refrain from any conduct in which his or her personal interests would conflict with the interest of the Fund.
- M. The Fund Committee, in accordance with its written policies and procedures, shall make recommendation no less often than annually for the distribution of income

and principal from the fund. The Church Council may accept, amend, or reject the recommendation of the Fund Committee.

#### Section 5. Fiscal Year

- A. For tax, accounting, distribution, or other purposes, the fiscal year of Immanuel Lutheran Church shall be the Fiscal year of the Fund.
- B. Within two months after the close of each of the Fund's fiscal years, and at such other time(s) as is deemed convenient, an itemized written statement should be prepared. It must accurately reflect the position of the Fund's income and principal accounts as of a date reasonably close to the date the statement is submitted, and should indicate the receipts, disbursements and changes therein since the Fund's inception or the previous accounting, as the case may be. The statement shall be submitted by the Fund Committee to the Voters' Assembly no later than the March Voters' meeting.

#### Section 6. Duties

- A. The Fund Committee shall manage and invest the funds received by and into the Fund; collect and deposit income therefrom; make distributions in accordance with the terms of these bylaws; and pay expenses which are necessary and related to such administration.
- B. The Fund Committee shall, at least annually, render a full and complete account of the administration of the Fund during the preceding year.
- C. Subject to Section 2. A, above, gifts and contributions from any individual, firm, or corporation, in money, in securities, or in any other form of property, including, by way of explanation and not in limitation, direct gifts for the purpose of the Fund, gifts in memory of any deceased person or in appreciation or recognition of any living person, gifts in the form of a devise or bequest under will or trust instrument, and gifts or proceeds or portions of proceeds of insurance, annuity, or endowment policies or contracts, may be received by the Fund at any time.
- D. Means for acknowledging the receipt of each gift and contribution shall be established and maintained, including, whenever feasible, a designation of the value ascribed to each gift.
- E. Separate identification and recording shall be made of all transactions with respect to any Designated Gift, Undesignated Gift and Restricted Gift.
- F. All funds and property of the Fund shall be kept and maintained separate, distinct and independent from the funds and property otherwise belonging to the church.
- G. The Fund Committee is to inform the members of the congregation of the purpose of the Fund, and may periodically arrange for members of the congregation to meet with professional counselors in the areas of charitable giving, wills, bequests, insurance, etc.
- H. All new members of the Fund Committee shall be provided with a copy of the Fund Bylaws to become acquainted with the functions and purpose of the Fund.

## Section 7. Powers

The manager of the fund, whether the Fund is managed and administered by the Fund Committee, or whether the Fund is delivered to a qualified investment management institution for management and administration, shall have the following powers and authority.

- A. The property constituting the principal of the Fund shall be invested and reinvested in any kind of property, (whether real or personal, tangible or intangible, and/or domestic or foreign), including, but not limited to, securities, real estate, oil, gas, and other natural resources and/or accounts or certificates of banks or other lending institutions, and each investment shall be managed and protected in accordance with the principles herein established. In exercising the authority granted in this Section, the decisions with respect to investment purpose includes both income and capital appreciation and shall not otherwise be restricted by any law, rule or custom (i) requiring safety of principal as primary consideration, (ii) regarding investment in income producing property, or (iii) requiring diversification of investments. It is further understood that any part or all of the Fund may be invested in obligations of the Lutheran Church Extension Fund-Missouri Synod, St. Louis, MO. In amplification, but not limitation, of the foregoing, authority is granted:
- a. to acquire interests in property by purchase, lease, rental or other method; to sell, option, exchange, redeem or convert any property interests; and to rent or lease property of the Fund;
  - b. to exercise all rights and privileges accruing to a holder of securities, including all voting, conversion, subscription, and preemptive right; to deposit any securities with, delegate discretionary power to, and participate, cooperate and contract with, as a member or otherwise, any protective committee or security holders; and to effectuate any merger, consolidation, dissolution, reorganization or financial adjustment of the issuer of any securities and/or any transfer, demise, or encumbrance of any of its properties;
  - c. to manage and/or develop any real property owned, leased or otherwise held by the Fund; to erect, repair, remodel, reconstruct, demolish or remove buildings or other improvements on it; to partition or subdivide it; to dedicate all or any part of it to public or semi-public use, and to grant easement or other charge with respect to it;
  - d. to abandon any property interest deemed worthless or of insignificant value;
  - e. to borrow money from any source, to encumber property of the Fund and to repay any loan due by the Fund;
  - f. to foreclose any mortgage, lien, or other encumbrance, and to purchase the encumbered property, whether through foreclosure or private arrangement;
  - g. to establish and maintain, out of income, depreciation, depletion and/or amortization reserves;
  - h. to maintain a portion or all of the property constituting the Fund in liquid or nearly liquid form, even though little or no income is earned thereon;

- i. to use income or principal funds (irrespective of their derivation) for any purpose of the Fund and with respect to any property of the Fund (irrespective of the income, or any, it produces) even if such funds are derived from the sale of or income from other property of the Fund or from a loan (from income or an outside source) using such other property as security.
- B. Without limiting the authority otherwise conferred, the following additional authority is hereby granted to be exercised as is believed to be in the best interest of the Fund:
- a. to accept and receipt for any inter vivos, testamentary or other transfer of property to the Fund;
  - b. to hold property, and to negotiate and execute documents on behalf of the Fund, in the name of the Fund or in the name of a nominee(s) without disclosing any fiduciary relationship to anyone;
  - c. to allocate between income and principal (in cases where reasonable doubt of the applicable law exists) in equitable proportions, any money or other property received, and any loss or expenditure incurred;
  - d. to vote, or refrain from voting, securities having voting privileges, and to give any type of proxy (with or without directions) to vote the same;
  - e. to make division and distribution of property held in the Fund (whenever directed to do so) either in kind or in cash, or partly in kind and partly in cash and for such purpose to set values upon any property of the Fund;
  - f. to protect the Fund and its property by insurance against damage, loss or liability;
  - g. to establish checking account(s) in which may be deposited income and/or principal cash; and
  - h. to employ, at the expense of the Fund, attorneys, investment counsel, brokers, custodians of assets, and other agents and employees.

## **Article 7**

### **AMENDMENTS**

Proposed amendments to these Bylaws may be introduced at any regular meeting of the congregation. Adoption of any such amendments shall require a two-thirds (2/3) majority vote of those present in two (2) consecutive meetings.

Updated February 2022