

ADDENDUM TO
ELECTION TO BECOME GOVERNED BY
MINNESOTA STATUTE CHAPTER 317A

AMENDMENTS TO THE
ARTICLES OF INCORPORATION

Articles of Incorporation (Certificate of Incorporation) of the corporation are amended so that previous articles I, II, III, IV, V (all adopted in 1950) are revoked and replaced with the following articles:

ARTICLE 1. NAME

The name of this corporation is Our Savior Lutheran Church of Mankato.

ARTICLE 2. TYPE OF CORPORATION

This nonprofit corporation is organized exclusively for charitable, religious, and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

ARTICLE 3. RELIGIOUS PURPOSES

At Our Savior Lutheran Church of Mankato, we believe that it is the will of our Lord Jesus Christ that His disciples should preach the Gospel to the whole world. That Christ's mission for His Church might be carried out according to His will, He has commanded that Christians unite in worship, practice fellowship with one another, witness to all men, grow in the Word, serve the needs of all men in Christian love, administer the Office of the Keys as His Church and maintain decency and order in the Church.

ARTICLE 4. REGISTERED OFFICE

The address of the registered office of this corporation is 1103 North Broad Street, Mankato, Minnesota 56001.

ARTICLE 5. SHARES

This corporation shall not issue any shares.

ARTICLE 6. CONSTITUTION AND BYLAWS

The powers to adopt, amend, or repeal the constitution and the bylaws are vested in the members with voting rights. These articles hereby authorize the bylaws to establish more than one class of member.

ARTICLE 7. DISSOLUTION

In the event of the dissolution of this corporation, all of the net assets of the corporation shall be distributed to that District of the Synod in which the congregation held membership at the time of dissolution.

OUR SAVIOR LUTHERAN CHURCH OF MANKATO

Preamble

It is the will of our Lord Jesus Christ that His disciples should preach the Gospel to the whole world. That Christ's mission for his Church might be carried out according to His will, He has commanded that Christians unite in worship, practice fellowship with one another, witness to all men, grow in the Word, serve the needs of all men in Christian love, administer the Office of the Keys as His Church and maintain decency and order in the Church.

THE CONSTITUTION

Article 1.0 NAME

The name of this congregation shall be Our Savior Lutheran Church of Mankato, Minnesota.

Article 2.0 PURPOSE

The purpose of this congregation shall be to give honor and glory to the Triune God, to carry out His will, to proclaim the Gospel of Jesus Christ to all the world, to manifest the unity of our faith in Jesus Christ as God and Savior, to foster Christian fellowship and love, to extend a helping hand to human need, and to achieve its objectives by the preaching of the Word of God, by the administration of the sacraments, and by the religious instruction of all its members according to the confessional standard of the Evangelical Lutheran Church.

Article 3.0 CONFSSIONAL STANDARD

This congregation accepts without reservation:

3.1 The Scriptures of the Old and the New Testament as the written Word of God and the only rule and norm of faith and practice.

3.2 All the Symbolical Books of the Evangelical Lutheran Church as a true and unadulterated statement and exposition of the Word of God, to wit: 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.

Article 4.0 SYNODICAL MEMBERSHIP

This congregation shall be a member of The Lutheran Church—Missouri Synod as long as the Synod conforms to the congregation's confessional standards as set forth in this constitution.

Article 5.0 MEMBERSHIP

5.1 The membership of this congregation includes the following:

5.1.1 *Baptized* members are all who have been baptized in the name of the Triune God and who are under the spiritual care of this congregation, including the children who have not yet been confirmed into communicant membership. Baptized members are received through the Sacrament of Holy Baptism or through the consent of one or both parents in the case of children who have been baptized in another Christian congregation.

5.1.2 *Communicant* members are those baptized members who have been instructed and are familiar with the contents of *Luther's Small Catechism*, have been confirmed in the Lutheran faith, and accept the confessional standard of Article 3.0 of this Constitution. Adult members are received through the rite of confirmation and Sacrament of Holy Baptism as appropriate, through transfer from a sister congregation, or through profession of faith or reaffirmation of faith.

5.1.3 *Voting* members are communicant members who have reached the age of 18 years and have signed the constitution of Our Savior Lutheran Church of Mankato.

5.2 Members of this congregation shall conform their entire lives to the authority of God's Word and to that end shall make diligent use of the means of grace, exercise faithful stewardship of God's many gifts and talents, impart and accept fraternal admonition as the need of such admonition becomes apparent, and be readily available for

service in the kingdom of Christ within and beyond the congregation. Membership in organizations whose principles and conduct conflict with the Word of God is prohibited.

5.3 Membership in this congregation shall be terminated as follows:

5.3.1 Membership shall be terminated by transfer to a sister congregation, by joining a congregation outside the fellowship of this congregation, by excommunication, by self-exclusion for a period of 12 months, or by death.

5.3.2 Communicant members who conduct themselves in an un-Christian manner shall be admonished according to Matthew 18:15-20 and the congregation's stated and adopted guidelines. If they remain impenitent after proper admonition, they shall be excommunicated.

Each case of excommunication shall be presented to the voters' assembly for a decision. A two-thirds majority vote of the voters' assembly shall be required.

5.3.3 Communicant members who move out of the area without gaining a transfer or release of membership, who absent themselves from the worship of the congregation for a period of more than one year, who request a release from membership, or who refuse to be admonished under Matthew 18:15-20 may be removed from membership by a two-thirds majority vote of the voters' assembly.

Article 6.0 CALLED CHURCH WORKERS

6.1 The pastoral office shall be conferred only upon pastors or candidates who profess and adhere to the confessional standard set forth in this constitution, who are qualified for the work of the ministry, and who have been endorsed by and are members of The Lutheran Church—Missouri Synod.

6.2 Only those commissioned ministers shall receive a call who adhere to the confessional standard set forth in this constitution, who are qualified for the work of the ministry to which they are called, and who have been endorsed by and are members of The Lutheran Church—Missouri Synod.

6.3 The right of calling ordained or commissioned ministers shall be vested in the voters' assembly and shall not be delegated otherwise.

6.4 Called ordained or commissioned ministers may be removed from office in Christian and lawful order by a two-thirds majority ballot vote of the voters' assembly for one of the following reasons: persistent adherence to false doctrine, scandalous life, willful neglect of the duties of office, or the inability to perform those duties.

6.5 When a vacancy occurs in an office of an ordained or commissioned minister, the congregation shall notify the president of the district to receive assistance in temporarily filling the vacancy and to receive his counsel in calling a new pastor, teacher, or other church worker.

Article 7.0 AUTHORITY OF AND WITHIN THE CONGREGATION

7.1 The establishment and conduct of all organizations and groups within the congregation or related directly to the congregation shall be subject to the overall authority and general oversight of the voters' assembly.

7.2 All matters before the voters' assembly shall be decided by a majority vote unless otherwise specified by this constitution or bylaws. Matters of doctrine and conscience shall be decided only on the basis of the Word of God.

Article 8.0 MEETINGS

8.1 Announcements of regular meetings shall be made in the services of the two previous Sundays.

8.2 Announcements of special meetings shall be made in the services of the two previous Sundays or in the services of the previous Sunday when accompanied by notification by mail. Such special meetings may be called at the request of the pastor, president, church council, or ten (10) voting members in writing.

8.3 A minimum of twenty-five (25) voting members present at a properly called meeting shall constitute a quorum.

Article 9.0 OFFICERS AND BOARDS

This congregation shall have the following officers and boards in addition to any which the congregation shall establish from time to time by proper amendment of its bylaws. The officers and the chairpersons of the boards, four

(4) elected members-at-large, and the pastor as a non-voting advisory member, shall constitute the membership of the church council. Those officers identified by state law shall serve as legal representatives of the congregation.

9.1 The officers of this congregation shall be: a president, a vice-president, a secretary, a treasurer, and a financial secretary. Duties of each officer are detailed in the bylaws.

9.2 The boards and committees of this congregation shall be delineated in the bylaws.

9.3 The nomination and election of officers and board members and their duties, along with the committees, shall be as specified in the constitution and accompanying bylaws, policy manuals, and job descriptions.

9.4 Any officer or board member who fails to carry out his or her duties of office or who fails to perform the responsibilities of confirmed membership (see paragraph 5.3 above) may be removed from office by the voters assembly by a two-thirds majority ballot vote, in Christian and lawful order. Matthew 18 should be followed under such circumstances.

Article 10.0 LIMITATIONS ON HOLDING OFFICE

Women may serve as officers, as board chairpersons, and as members of boards and committees of this congregation which do not call upon them to carry out the specific functions of the pastoral office (preaching in or serving as the leader of the public worship service, the public administration of the sacraments, and the public exercise of church discipline). Accordingly, a woman shall not serve as pastor of this congregation, or as an elder.

Article 11.0 DIVISION

11.1 The property of the congregation and all benefits connected therewith shall remain with those communicant members who continue to adhere in confession and practice to the confessional standards set forth in this constitution.

11.2 In the event that the congregation dissolves, all property shall be disposed of by the final voters' assembly for the payment of debts and all just claims against the congregation, and any and all surplus and all rights connected therewith shall be conveyed to and become the property of the Minnesota South District of The Lutheran Church—Missouri Synod.

Article 12.0 AMENDMENTS

This constitution may be amended in the following manner.

12.1 Amendments to the provisions of this constitution not identified in the following paragraph shall be submitted in writing at a meeting of the voters' assembly and announced to the congregation by public posting and/or mail to all communicant members prior to the meeting at which the proposed amendment will be acted upon. A two-thirds affirmative vote of the voters present shall be required for adoption.

12.2 Amendments to Articles 2.0, 3.0, 5.0, 9.0, 12.0, shall not destroy their essential meaning. These amendments shall be submitted in writing at a meeting of the voters' assembly and made public to the congregation by public posting and/or by mail to all communicant members. Notice of the discussion of such amendments shall be given prior to two regular voters' assemblies when the proposed action will be discussed. Notice that action will be taken on proposed amendments shall be provided to all voting members prior to the meeting when a vote will be taken. The date of approval shall be referenced in any amendment adopted.

12.3 The revised constitution shall, as a condition of continued membership in The Lutheran Church—Missouri Synod, be submitted to the president of the district for review by the district's constitution committee and favorable action by the district's board of directors before being implemented by the congregation.

BYLAWS TO THE CONSTITUTION

Paragraph 1.0 PROCEDURE FOR CALLING MINISTERS OF RELIGION

1.1 When a pastor or commissioned minister is to be called, every member of the congregation shall be provided opportunity to suggest one or more names for consideration. The congregation shall also ask the district president for recommendations.

1.2 A screening committee shall be appointed [or an existing board or committee designated to serve as a screening committee] by the church council. In the case of a pastoral call the board of elders shall serve as the screening committee, and in the case of other professional workers, the board that has jurisdiction over the worker's area of responsibility shall perform that function. Also, a minimum of three members chosen at large by the voters, shall serve on the screening committee. The screening committee shall submit all suggested names to the district president for information and evaluation. The committee shall then present to the congregation by public announcement its proposed list of at least three candidates and their biographical sketches.

1.3 At a voters' meeting called for the purpose of calling a new pastor or commissioned minister, the proposed list may be amended by a two-thirds vote of the assembly. When possible, information regarding additional candidates shall be provided by the district president and/or his representative at the meeting.

1.4 Balloting shall proceed by means of a secret ballot vote. Ballot voting shall continue until a majority vote determines the disposition of the call.

1.5 If a called worker or pastor declines the call, the call committee may proceed with the original list or ask the district president and congregation members for additional names, then continue with the procedure outlined in 1.3 and 1.4.

1.6 Non-called workers shall be hired by a committee appointed by the church council that also includes members of the board(s) largely responsible for the worker's activities. The position and worker are to be approved by the council.

1.7 Each called worker shall be provided with an annual written review carried out by the board which is mostly responsible for his/her area of responsibility. At no time shall a spouse or other close relative (parents and lineal descendants, including in-laws) of any worker be included in the review or hiring process or discipline of any worker.

Paragraph 2.0 OFFICERS AND BOARDS

2.1 The officers of this congregation shall be:

2.1.1 A president, who shall conduct the meetings of the voters' assembly and council, and who shall enforce the constitution and bylaws of the congregation and carry out the expressed will of the congregation as embodied in the resolutions of the voters' assembly. If a woman is president, the chair of the board of elders will preside when the voters' assembly is considering matters of church discipline.

2.1.2 A vice-president, who shall serve in the president's absence or inability to act, and who shall act for and in the stead of the president as his representative when so assigned by the president.

2.1.3 A secretary, who shall keep the minutes of the voters' meetings and council meetings, and who shall make them known to the congregation and provide for the permanent retention of such records, paper and electronic, as property of the congregation. The secretary shall also verify the church-office secretary maintains accurate mailing lists of the congregation and shall release those lists following guidelines in the policy manual, as approved by the church council. Also the secretary shall maintain copies of the Constitution and Bylaws, all amendments thereto, and all policy manuals as adopted and approved by the church council.

2.1.4 A treasurer, who shall be responsible for the financial records of the congregation, and who shall make written reports to the voters' assembly and council. The treasurer shall be bonded and provide for an annual review or audit of the financial records.

2.1.5 A financial secretary, who shall be bonded and who shall be responsible for the receipt of all contributions and shall see to the deposit of the same in an account established in the name of the congregation.

2.2 The boards and committees of this congregation shall be:

2.2.1 A board of elders, consisting of at least twelve members with the chairperson being counted as one of the twelve, which shall assist the pastor in the spiritual oversight of the congregation and its members.

2.2.2 A board of education, consisting of at least six members with the chairperson being counted as one of the six, which shall be responsible for the Christian educational growth of the members of the congregation.

2.2.3 A board of trustees, consisting of at least six members with the chairperson being counted as one of the six, which shall be responsible for the proper stewardship of the physical properties of the congregation.

2.2.4 A board of deacons, consisting of at least six members with the chairperson being counted as one of the six, which shall be responsible for the development and keeping of the various programs that are meeting temporal needs within the congregation and into the community.

2.2.5 A board of endowment established by the voters assembly with its separate bylaws, which shall be responsible for the Our Savior Lutheran Church endowment fund.

2.2.6 An annually convened nominating committee.

2.2.7 A call committee, convened as necessary.

2.2.8 Such other committees as are necessary to assist the called workers, elected leaders, and members of the congregation in carrying out its mission and ministry.

Paragraph 3.0 CHURCH COUNCIL

3.1 The church council shall consist of the congregation's president, vice-president, secretary, treasurer, financial secretary, four voting members at large, and the chairpersons of its boards or their representatives. The senior pastor or his staff representative may serve as a non-voting, advisory member.

3.2 The church council shall meet at least monthly. Special meetings may be called by the president, the pastor, or any three members of the council by providing notice at least 24 hours prior to the meeting. A majority of the voting members of the council or their representatives shall constitute a quorum.

3.3 The principal duty of the church council shall be to coordinate the program and activities of the various departments of the congregation. It shall also have the power to act on behalf of the congregation between meetings of the voters' assembly within limitations established by the voters' assembly, which actions shall be reported to the next meeting of the voters' assembly.

3.4 The church council shall have the authority to develop and implement policies, procedures, and programs as necessary to execute the vision and plans approved by the voters' assembly. Written policies and procedures shall be made available to voting members upon request. The church council shall have no authority beyond that which has been conferred upon it by the constitution, its bylaws, or the voters' assembly, and authority delegated to the church council may at any time be altered or revoked by the voters' assembly.

3.5 The officers of the congregation shall serve as the executive committee of the council, which shall have the authority to administer all property belonging to the congregation, make contracts, accept and receive grants and bequests, sign documents, appear in court, review the constitution and bylaws, report to the congregation when appropriate, and take such other action as may be authorized by the church council. The committee shall meet as needed.

3.6 This congregation shall have such committees as are necessary to assist the called workers, elected leaders, and members of the congregation in carrying out its mission and ministry. These committees may be authorized or created by the council or by staff members subject to approval by the church council, unless a different method of authorization and/or membership selection is required by action of the voters' assembly. The committees shall meet on an as-needed basis.

Paragraph 4.0 NOMINATIONS, ELECTIONS, AND TERMS OF OFFICE

4.1 A nominating committee appointed by the church council shall present a slate of candidates for each elected and appointed office. Elected candidates are the officers, all board chairpersons, members at-large, and all board members. The committee shall normally provide one or more names for each office. In the case of elected positions, additional nominations may be made from the floor. No person shall be nominated without his or her consent.

4.2 A majority of the votes cast shall be required for all elections. Candidates receiving the lowest number of votes shall be eliminated in each succeeding ballot.

4.3 All officers shall be elected by the voters for a term of two years and may consecutively succeed themselves only once, unless otherwise stipulated in the constitution and bylaws. Other members of the church council and of

boards shall be elected by the voters for a term of two years and may likewise consecutively succeed themselves only once with the exception of the Board of Endowment which shall be governed by its own bylaws, separately approved by the voters assembly. Committee members shall be appointed by the church council for a term of two years and may likewise succeed themselves.

4.4 Officers and board members shall assume their offices immediately after the meeting in which they were elected and shall be installed into office in a public service of the congregation.

4.5 In case of a vacancy in an elective or appointed office, the church council shall appoint a successor to fill the unexpired term from a list of candidates provided by the nominating committee. Service for more than one-half of a term shall constitute a full term.

4.6 All those elected are limited to serving in only one elected position at a time.

Paragraph 5.0 OFFICIAL DUTIES

5.1 Officers and members of boards and committees shall perform the duties as provided in the constitution and bylaws. The congregation shall also have the right to detail and expand upon those responsibilities by the development of job descriptions developed and/or approved by the church council so long as they do not conflict with these bylaws.

5.2 The congregation may also call such other boards and committees into being as it may need from time to time. Boards may be formed by amending the constitution and committees may be formed by approval of the church council.

Paragraph 6.0 MEETINGS

The voters' assembly shall meet for its regular meetings in January, May, and November. Announcement of the meetings shall be made in the services of the two previous Sundays. Elections shall be held at the November meeting. The annual budget shall be determined at the November meeting for the coming calendar year.

Paragraph 7.0 VOTERS' AUTHORITY WHICH MAY NOT BE DELEGATED

The voters may not delegate authority for the following:

7.1 The calling of ordained and commissioned workers.

7.2 The buying or selling of unbudgeted real or personal property in excess of \$10,000. Purchase or sale of less than this amount can be approved by the church council.

7.3 Long-term financing longer than 12 months.

7.4 Short-term financing in excess of 10% of the annual budget.

7.5 Contested termination of church membership.

Paragraph 8.0 RULES OF ORDER

In addition to principles laid down in Scripture and in the constitution and bylaws of this congregation, accepted parliamentary procedures such as Robert's Rules of Order shall be followed.

Paragraph 9.0 AMENDMENTS

9.1 Amendments to the bylaws shall be adopted by a majority of all votes cast, provided the proposed change has been announced in a previous meeting or has been submitted in writing at least two weeks prior to the meeting to all communicant members.

9.2 The revised bylaws shall, as a condition of continued membership in The Lutheran Church—Missouri Synod, be submitted to the president of the district for review by the district's constitution committee and favorable action by the district's board of directors before being placed into practice by the congregation.