

# **Bylaws of Camp Lutherwood Association**

**Adopted on January 24, 2004**

## **PREAMBLE**

In the name of the Father, and of the Son, and of the Holy Spirit, Amen. In order to join together in Christian fellowship and love, advance the work of Christ's Kingdom, and foster joyful worship of our God, we, the member congregations of Camp Lutherwood Association, do adopt these Bylaws as follows:

## **ARTICLE I NAME**

The name of this Lutheran outdoor ministry Association, hereinafter referred to as "Association" or "Corporation", shall be Camp Lutherwood Association.

## **ARTICLE II CONFESSION**

The beliefs and confessions of the member congregations of this Association are founded upon the Holy Scriptures as interpreted by the creeds and confessional statements of the Lutheran Church.

## **ARTICLE III PRINCIPAL OFFICE**

The principal office of this corporation shall be 22960 Highway 36, Cheshire, Oregon.

## **ARTICLE IV NONPROFIT PURPOSES**

### **SECTION 1. IRC SECTION 501(c)(3) PURPOSES**

This Corporation is organized exclusively for religious 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, or the corresponding section of any future federal tax code.

### **SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES**

The specific objectives and purposes of this Association shall be:

(a) to serve as an Association of Lutheran churches committed to the advancement of the Christian religion and the worship of God by developing and maintaining property and outdoor ministry programs;

(b) to provide facilities and programs for teaching: (1) the Gospel of Jesus Christ; (2) the Bible; (3) life skills to youth; (4) family skills to families; (5) stewardship of God's creation; and (6) that being a Christian can be fun;

(c) to promote fellowship among the various Lutheran churches;

(d) to raise funds and in-kind donations from individuals and organizations for any of the purposes of Camp Lutherwood Association and its work, pursuant to Article IV, Section 1 of these Bylaws;

(e) To engage in other activities related to serving as an Association of Lutheran churches committed to the advancement of the Christian religion and the worship of God by developing and maintaining property and outdoor ministry programs.

## **ARTICLE V MEMBERS**

### **SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS**

The Association shall have only one class of members. No member shall hold more than one membership in the Association. Except as expressly provided in or authorized by the Articles of Incorporation, the Bylaws of this Association, or provisions of law, all members shall have the same rights, privileges, restrictions, and conditions.

A member shall have the right, among other rights stated in these Bylaws, Articles of Incorporation, or as provided by law, to send authorized Delegates to all Association meetings, elect Trustees, approve changes to the Articles of Incorporation and Bylaws, approve the annual budget, and vote on resolutions concerning dissolution, merger, or sale of the Association's property.

The rights and privileges of members to use the facilities of the Association shall be decided by resolution of the Board of Trustees from time to time.

### **SECTION 2. ELIGIBILITY**

All Lutheran congregations located in the State of Oregon; in the Counties of Pacific, Wahkiakum, Cowlitz, Clark, Skamania, Klickitat, Yakima, Benton, Franklin, and Lewis of the State of Washington; and in the Counties of Del Norte, Humboldt, Trinity, Siskiyou, Shasta, Modoc, and Lassen of the State of California; shall be eligible for membership.

### **SECTION 3. QUALIFICATIONS**

Congregations meeting the eligibility rule in Section 2 may submit a letter of intent signed by the congregational president or presiding officers and the congregation's secretary.

### **SECTION 4. MEMBER CONTRIBUTIONS**

The amount of suggested annual contributions to the Association from member congregations shall be determined according to the number of baptized members in each congregation, the monetary amount per baptized member to be set by vote of the Association from time to time at its Annual Meeting.

### **SECTION 5. MEMBER OBLIGATIONS**

Each member congregation shall: report Delegate selections to the Association as stated in Section 10 of this Article; use their authorized Delegates as liaisons between the congregation and Association; forward any appropriate Association notices and mailings to their authorized

Delegates; send their authorized Delegates to attend all Association meetings; and pray for the Association, its member congregations, Delegates, Trustees, officers, employees, clients, and activities.

#### SECTION 6. NONLIABILITY OF MEMBER CONGREGATIONS

A member congregation of this Association, and its Delegates, are not, as such, liable for the debts, liabilities, or obligations of the Association.

#### SECTION 7. NONTRANSFERABILITY OF MEMBERSHIPS

No member congregation may transfer a membership or any right arising therefrom. All rights of membership cease upon the member congregation's termination.

#### SECTION 8. TERMINATION OF MEMBERSHIP

The membership of a member congregation shall terminate upon the occurrence of any of the following events:

- (a) A congregation may request termination from the Association in a letter signed by its president or other presiding officer and its secretary.
- (b) By vote of the Association in the manner stated herein, that the member congregation has engaged in conduct materially and seriously detrimental to the interests and purposes of this Association. After providing the member congregation with reasonable written notice and an opportunity to be heard either orally or in writing, upon a two-thirds (2/3) majority vote by secret ballot of the Association at an Association meeting, said congregation's membership shall be revoked and their member contributions for the current period shall be refunded.
- (c) By vote of the Board of Trustees in the manner stated herein, that within a two-year period the member congregation has failed to: (1) annually support Camp Lutherwood Association with financial contributions; and (2) appoint Delegates as liaisons between the congregation and Association and send such Delegates to all Association meetings. The Board will make every effort to communicate with the member congregation about their commitments and will only terminate membership if it has been determined that the member congregation is no longer an active member. After providing the member congregation with reasonable written notice and an opportunity to be heard either orally or in writing, upon a two-thirds (2/3) majority vote by secret ballot of the Board of Trustees at Board of Trustees meeting, said congregation's membership shall be revoked.

All rights of a member congregation in the Association shall cease on termination of membership as herein provided.

#### SECTION 9. AUTHORIZED DELEGATES

Each member congregation shall be entitled to three (3) Delegates, being a pastor and two (2) lay Delegates, such Delegates to be selected by each member congregation. Delegates of member congregations shall have the right of voice and vote at all meetings of the Association.

#### SECTION 10. DELEGATE QUALIFICATIONS

Each Delegate shall be a member in good standing of their respective congregation continuously during their period of representation in the Association. Each Delegate authorization by their congregation shall be reported in writing to the Secretary of the Association and no later than fifteen (15) days prior to the annual meeting of the Association. Any change in Delegates of a member congregation shall be submitted in writing to the Secretary of the Association. Until that occurs, the Association shall recognize only the original Delegate(s). A member of the Board of Trustees has no Delegate vote unless so authorized as a congregational Delegate. Officers, employees, and immediate family members of officers and employees of this Association cannot be Delegates.

#### SECTION 11. TERMINATION OF DELEGATES

The authority of a Delegate shall terminate upon the occurrence of any of the following events:

- (a) When his or her congregation's membership is terminated;
- (b) When he or she is no longer qualified to be a Delegate, as stated in Section 10 of this Article;
- (c) When his or her authority as a Delegate is revoked by his or her member congregation in writing to the Secretary of the Association.

All authority of a Delegate in the Association shall cease on termination as herein provided.

#### SECTION 12. DELEGATE OBLIGATIONS

Delegates shall: keep their congregation informed about the activities and status of the Association; serve as a liaison between the congregation and Association; actively encourage and promote financial support and interest in the Association; attend all regular and special meetings of the Association; act in the best interests of their congregation; and pray for the Association, its member congregations, Delegates, Trustees, officers, employees, clients, and activities.

#### SECTION 13. MEMBERSHIP BOOK

The Association shall keep a membership book containing the name, address, and membership dates of each member congregation; including each member congregation's authorized Delegates' names and home or business addresses. Termination of the membership of any member congregation shall be recorded in the book, together with the date of termination of such membership. Termination or changes in the Delegates of any member congregation shall be recorded in the book, together with the date of termination or change. Such book shall be kept at the Association's principal office, or other place determined by the Board of Trustees.

#### SECTION 14. OPEN MEETINGS

All meetings of this Association shall be open to all interested persons, but only authorized Delegates shall be permitted to vote.

### **ARTICLE VI ASSOCIATION MEETINGS**

## SECTION 1. ANNUAL ASSOCIATION MEETING

The Annual Association Meeting shall be held in the last quarter of the fiscal year (i.e. during July through September), at such time a place as shall be determined by the Board of Trustees, for the purpose of electing Trustees and transacting such other business as may come before the meeting. The president of the Association shall prepare an agenda, including but not limited to an opening prayer, the approval of previous minutes, reports by the President, Treasurer, Executive Director, and other appropriate committees and persons; a list of nominees for the Board of Trustees by the nominating committee; nominations from the floor; elections; any old or new business appropriate for the Association to consider, and a closing prayer.

## SECTION 2. SPECIAL ASSOCIATION MEETINGS

Special meetings of this Association may be called by the President, the Board of Trustees, or by a written call signed by not less than twenty-five (25%) percent of the authorized Delegates to the Association and stating in writing the precise purpose for which the meeting is called. Only such business shall be transacted at special meetings as is mentioned in the written call. Special meetings shall be held in Lane County, Oregon, at a time and place determined by those calling the meeting.

The order of business shall proceed as follows, to-wit:

1. Word of God and prayer,
2. Approval of the minutes from the last Association meeting;
3. The purpose for which the meeting is called, and
4. Prayer.

## SECTION 3. MEMBERSHIP LIST DURING ASSOCIATION MEETINGS

In accordance with ORS 65.224, the Association shall prepare an alphabetical list of members' names, addresses, membership dates, and Delegates. The list shall be updated periodically during the Association meeting as Delegates arrive or leave. The list shall be available for inspection at any time during the meeting by any authorized Delegate, officer, or Trustee.

## SECTION 4. NOTICE OF ASSOCIATION MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Association:

(a) Annual Meetings. The Secretary, when giving notice of the annual meeting of the Association, shall cause to be mailed by first class mail a written notice to all member congregations at least thirty (30) days prior to the date of the meeting. Such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member congregation's President, care of the member congregation at its address as it appears on the records of the Association, with postage prepaid. Such notice shall state the place, date, and hour of such meeting, and, include a request for authorization of Delegates and a request that a copy of the notice be forwarded to the congregation's Delegates by the congregation within ten (10) days of its receipt. The notice of any Association meeting at which Trustees are to be elected shall also state the names of all those who are nominees for election to the Board of Trustees at the time the notice is given.

(b) Special Meetings. Special meetings of the Association shall be called by written notice mailed by first class mail to the member congregation's President, care of the member congregation at its

address as it appears on the records of the Association, with postage prepaid, from the Secretary of the Board of Trustees, not more than thirty (30) days and at least ten (10) days prior to the date of the meeting. Such notice of any special meeting shall include the purpose for which the meeting is called, with a request that a copy of the notice be forwarded to the congregation's Delegates by the congregation immediately. Business transacted at any special meeting shall be limited to that stated in the notice of said meeting.

(c) Required Notice of Purpose Notice and a description of the purposes for which the meeting is being called is required at any Association meeting that will discuss or consider the following:

(1) Trustee or officer conflict of interest; (2) indemnification of anyone; (3) Amendment of Articles of Incorporation or Bylaws; (4) merger; (5) dissolution; (6) dismiss from office any Trustee; (7) dismiss from membership any congregation; (8) changing the required amount of annual membership contributions; (9) decisions regarding capital investments that exceed a cumulative annual total of 10% of the annual budget; and, (10) the sale, lease, transfer, purchase, exchange, mortgage, or encumbrance of any property or buildings.

(d) All notices given to member congregations for Association meetings shall also be given, in the same manner, to each Trustee of the Board.

#### SECTION 5. ASSOCIATION QUORUM

A quorum shall consist of at least one (1) authorized Delegate from five (5) separate member congregations of the Association as listed in the membership book immediately before the meeting begins.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provision of law, no business shall be considered by the Association at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

#### SECTION 6. ASSOCIATION VOTING

Each Delegate present at an Association meeting shall be entitled to one vote upon each matter submitted to a vote, except the election of Trustees. If a member congregation is being represented by more than one Delegate at an Association meeting, such Delegates' votes shall not be divided on a pro rata basis. Voting by proxy or absentee ballot shall not be permitted.

#### SECTION 7. TRUSTEE ELECTIONS

Voting for the election of Trustees shall be by ballot. Each Delegate shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the Board of Trustees. The candidates receiving the highest number of votes up to the number of Trustees to be elected shall be elected to serve on the Board of Trustees. To be elected a candidate must receive at least five (5) votes.

#### SECTION 8. BALLOT VOTING

Voting by ballot shall be required to (1) fill elective office of this Association; (2) suspend or dismiss from office any person holding elective office of this Association; (3) authorize decisions

regarding capital investments that exceed a cumulative annual total of 10% of the annual budget; (4) dissolve; (5) merge; (6) authorize the sale, lease, transfer, purchase, exchange, mortgage, or encumbrance of any property or buildings; (7) dismiss from membership any congregation; (8) change the required amount of annual membership contributions; or (9) amend the Articles of Incorporation or Bylaws of this Association.

When voting by ballot, Delegates shall sign their name and state their congregation on the envelope of the ballot. All ballots shall include: (1) each proposed action, or names of nominees for Trustees, (2) provide for a response of yes or no to each action or nominee, and (3) state the percentage of approvals necessary to approve each matter, other than Trustees' elections.

#### SECTION 9. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of voting Delegates present in person at a duly held Association meeting at which a quorum is present is the act of the member congregations, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Association. However, decisions regarding (1) capital investments that exceed a cumulative annual total of 10% of the annual budget; (2) dissolution; (3) merger; (4) the sale, lease, transfer, purchase, exchange, mortgage, or encumbrance of any property or buildings; (5) the required amount of annual membership contributions; (6) dismissing any congregation from membership; (7) amendment to the Articles of Incorporation or these Bylaws; shall require a two-thirds (2/3's) majority of Delegates present and voting.

#### SECTION 10. CONDUCT OF ASSOCIATION MEETINGS

Association meetings shall be presided over by the President of the Association or, in his or her absence, by the Vice President of the Association or, in the absence of both these persons, by a Chairperson chosen by a majority of the voting Delegates, present at the meeting. The Secretary of the Association shall act as Secretary of all Association meetings, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Association meetings shall be governed by such procedures as may be approved from time to time by the Delegates, insofar as such rules are not inconsistent with the Articles of Incorporation, these Bylaws, or with provisions of law.

### **ARTICLE VII TRUSTEES**

#### SECTION 1. NUMBER

The Association shall have seven (7) to fifteen (15) Trustees and collectively they shall be known as the Board of Trustees. The number of Trustees is variable and shall be fixed by resolution of the Board of Trustees from time to time. No decrease in number of Trustees shall have the effect of shortening the term of any incumbent Trustees.

#### SECTION 2. ELIGIBILITY AND QUALIFICATIONS

(a) Eligibility: Any member in good standing of a Lutheran congregation in the State of Oregon; or in the Counties of Pacific, Wahkiakum, Cowlitz, Clark, Skamania, Klickitat, Yakima, Benton,

Franklin, and Lewis of the State of Washington; or in the Counties of Del Norte, Humboldt, Trinity, Siskiyou, Shasta, Modoc, and Lassen of the State of California; shall be eligible to serve as a Trustee. Employees, immediate family members of employees, and immediate family members of officers and Trustees of this Association cannot be Trustees.

(b) Qualifications: At least twenty-five (25%) percent, but no more than seventy-five (75%) percent of the Board of Trustees positions shall be filled by members of the Evangelical Lutheran Church in America. At least twenty-five (25%) percent, but no more than seventy-five (75%) percent of the Board of Trustees positions shall be filled by members of the Lutheran Church-- Missouri Synod. No more than thirty-five (35%) percent of the Board of Trustees positions shall be filled by ordained pastors.

(c) Ex-Officio Trustees: (1) An Ex-Officio Trustee may be named to serve on the Board of Trustees by each Lutheran Judicatory body active in Oregon, including but not limited to the President of the Northwest District of the Lutheran Church – Missouri Synod (or designee) and the Bishop of the Oregon Synod of the Evangelical Lutheran Church in America (or designee). (2) Ex-Officio Trustees are not counted within the numbers of Trustees as counted in Article VII Section 1. Ex-Officio Trustees shall serve with full powers and duties as Trustees except that they are not eligible to serve as officers of the Association.

### SECTION 3. NOMINATIONS

The Board of Trustees, at least sixty (60) days prior to the annual Association meeting, shall appoint a nominating committee of at least three (3) persons. The nominating committee shall present, at the annual Association meeting, one or more qualified candidates for each open position. At the annual meeting, additional nominees may also be submitted from any authorized Delegate present at the meeting.

### SECTION 4. ELECTION AND TERM OF OFFICE

Trustees shall be elected by the Association, by ballot, at the annual Association meeting. Each Trustee shall hold office for three (3) years or until he or she resigns, or is removed, or is otherwise disqualified to serve, and until his or her successor is elected and qualifies.

Trustees may be elected for only one successive three-year term. No Trustee having served two (2) full three (3) year terms in succession shall be eligible for a third term. All terms of office shall commence upon election.

### SECTION 5. POWERS

Subject to the provisions of the laws of the State of Oregon and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken, the general activities and affairs of this Association, both spiritual and material, shall be conducted under the direction of the Board of Trustees.

The Board of Trustees shall always act in the best interests of the member congregations of this Association. The Board of Trustee's powers, however, shall be restricted as stated in Section 7 of this Article and according to the laws of the State of Oregon.

## SECTION 6. DUTIES

It shall be the duty of the Trustees to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, by these Bylaws, or by the Lutheran faith;
- (b) Elect and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and the Executive Director of the Association;
- (c) Supervise all officers, agents, and the Executive Director of the Association to assure that their duties are performed properly;
- (d) Attend all meetings of the Board of Trustees and of the Association;
- (e) Register their addresses with the Secretary of the Association, and notices of meetings mailed to them at such addresses shall be valid notices thereof;
- (f) See that the Association and its affairs are conducted according to the provisions in the Articles of Incorporation, these Bylaws, and the laws of the State of Oregon;
- (g) Supervise and assist the Association's auxiliary organizations;
- (h) Manage the business, legal, and fiscal affairs of the Association, being wise stewards on behalf of the member congregations;
- (i) Pray for the Association, its member congregations, Delegates, Trustees, officers, employees, clients, and activities;
- (j) Engage in long range Planning and goal setting to establish the Association's general course for the future;
- (k) Provide adequate resources for the activities of the Association through direct financial contributions and a commitment to fundraising;
- (l) Develop and maintain a communication link to congregations, Delegates, and the public, promoting the work of the Association.

## SECTION 7. RESTRICTIONS

The Board of Trustees is not authorized to take action without a duly-called meeting of the Association, or as provided in these Bylaws or the provisions of law, concerning any of the following:

- (a) adopting the annual budget;
- (b) spending funds not approved in the annual budget;
- (c) changing the required amount of annual membership contributions;

- (d) electing Trustees to office, except to temporarily fill a vacancy;
- (e) dismissing any elected Trustee;
- (f) dismissing from membership any congregation;
- (g) amending the Articles of Incorporation or Bylaws;
- (h) making decisions regarding capital investments that exceed a cumulative annual total of 10% of the annual budget;
- (i) the sale, lease, transfer, purchase, exchange, mortgage, or encumber any property or buildings;
- (j) merger;
- (k) dissolution.

#### SECTION 8. INDEBTEDNESS

The Board of Trustees may incur non-collateralized indebtedness as they deem necessary, without prior approval at an Association meeting, by a two-thirds (2/3) majority vote of the Board of Trustees at a duly-called meeting, provided that all such obligations or indebtedness shall not exceed a cumulative annual total of five (5%) percent of the current annual budget.

#### SECTION 9. EXPENDITURES NOT IN THE BUDGET

Upon approval of the annual budget by the Association, the Board of Trustees shall only make expenditures which have been provided for in the budget, unless a specific expenditure is approved at an Association meeting, or unless otherwise provided for in these Bylaws.

#### SECTION 10. DESIGNATED GIFTS AND GRANTS

The Board of Trustees may apply for, receive, and expend designated gifts and grants that are not included in the budget, without approval at an Association meeting. Designated gifts and grants can only be spent for the purposes as stipulated by the donor.

#### SECTION 11. EMERGENCY EXPENDITURES

In the case of an emergency, the Board of Trustees may authorize an expenditure to meet the emergency, not to exceed a total amount equal to twenty (20%) percent of the current annual budget; but such an expenditure shall require the approval of a two thirds (2/3's) majority vote of the Board of Trustees present and voting at a regular, special, or emergency meeting called for that purpose.

In the event of disaster or emergency, the Board of Trustees may authorize expenditures to meet this emergency if at least 50% of the expenditures are covered by insurance and the expenditures are approved by a two thirds (2/3's) majority vote of the Board of Trustees present and voting at a regular, special, or emergency meeting called for that purpose.

In all other instances, a revision of budget must be authorized at a legally called meeting of the Association.

#### SECTION 12. COMPENSATION

Trustees shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties as Trustees. A report of any such compensation shall be presented at the next Annual Meeting of the Association.

### SECTION 13. PLACE OF BOARD MEETINGS

Board meetings shall be held at the principle office of the Association or at such other place as may be designated from time to time by resolution of the Board of Trustees; provided, however, that all Board of Trustees meetings shall be held in the geographic area of the Association's membership as stated in Article V, Section 2 of these Bylaws.

### SECTION 14. REGULAR BOARD MEETINGS

Regular meetings of the Trustees shall be held at such time and place as may be regularly scheduled by the Board of Trustees.

### SECTION 15. ANNUAL BOARD MEETINGS

The annual meeting of the Board of Trustees shall be held immediately following the annual meeting of the Association. The first order of business at such meeting shall be the election of officers.

### SECTION 16. SPECIAL BOARD MEETINGS

Special meetings of the Board of Trustees may be called by the President, the Secretary, or by at least twenty-five (25%) percent of the Trustees currently in office. Only such business shall be transacted at special meetings as is mentioned in the notice. Such meetings shall be held at the principle office of the Association, or at a place, within the geographic area of the Association's membership as stated in Article V, Section 2 of these Bylaws, as fixed by the person(s) making the call.

### SECTION 17. EMERGENCY BOARD MEETINGS

In the event of disaster or emergency at Camp, the President shall be authorized to call an immediate meeting of the Board of Trustees, the place and time of the meeting to be chosen by the President. Only business relating to the disaster or emergency shall be transacted at such an emergency meeting. The meeting shall be held in the geographic area of the Association's membership as stated in Article V, Section 2 of these Bylaws.

### SECTION 18. NOTICE OF BOARD MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Trustees:

(a) Regular Meetings. Notice of regular meetings of the Board of Trustees shall be caused to be given by the Secretary, by mailing written notice, by first class mail, together with a copy of the minutes of the previous meeting, to all Trustees at least fourteen (14) days prior to the date of the meeting. Said notice shall state the place, date and time of such meeting.

(b) Annual Meetings The annual meeting of the Trustees shall be held immediately following the annual Association meeting without notice.

(c) Special Meetings. At least seven (7) days prior notice shall be given by the Secretary to each Trustee of each special meeting of the Board of Trustees. Such notice may be oral or written, may

be given personally, by telephone, or by first class mail, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.

(d) Emergency Meetings The President shall call, by any means available, an immediate meeting of the Board of Trustees, and shall state the place, date, and time of the meeting and the nature of the disaster or emergency.

(e) Required Notice of Purpose Notice and a description of the purposes for which the meeting is being called is required at any Board of Trustees meeting that will discuss any of the following: (1) indemnification of anyone; (2) incurring indebtedness; (3) emergency expenditures; (4) dismissal from office of any elected officer; (5) Amendment of Articles of Incorporation or Bylaws; (6) merger; (7) dissolution; and, (8) the sale, lease, transfer, purchase, exchange, mortgage, or encumbrance of any property or buildings.

#### SECTION 19. QUORUM FOR BOARD MEETINGS

A quorum shall consist of a majority of the members of the Board of Trustees in office immediately before the meeting begins, either in person or by conference call.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provision of law, no business shall be considered by the Board of Trustees at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

#### SECTION 20. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Trustees present at a meeting duly held at which a quorum is present is the act of the Board of Trustees, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board of Trustees.

However, decisions regarding (1) emergency expenditures, or, (2) indebtedness, shall require a two-thirds (2/3) majority vote of the Trustees present and voting at a regular, special, or emergency meeting called for that purpose.

A Trustee is considered present regardless of whether the Trustee votes or abstains from voting, in accordance with ORS 65.351(3). Voting by proxy or absentee ballot shall not be permitted.

#### SECTION 21. ACTION BY TRUSTEES WITHOUT A MEETING

Any action required or permitted to be taken at a meeting of the Board of Trustees may be taken without a meeting if a written consent setting forth the action to be taken is signed by eighty (80%) percent of the Trustees currently in office. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board of Trustees meeting.

#### SECTION 22. CONDUCT OF BOARD MEETINGS

Meetings of the Board of Trustees shall be presided over by the President of the Association or, in his or her absence, by the Vice President of the Association or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Trustees present at the meeting. The

Secretary of the Association shall act as Secretary of all meetings of the Board of Trustees, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by such procedures as may be approved from time to time by the Board of Trustees, insofar as such rules are not inconsistent with the Articles of Incorporation, these Bylaws, or with provisions of law.

#### SECTION 23. REMOVAL AND RESIGNATION OF TRUSTEES

All or any number of Trustees may be removed, with or without cause, at an Association meeting called expressly for that purpose, by a majority ballot vote of the Delegates entitled to vote at an election of Trustees.

If a Trustee ceases to be a member in good standing of a congregation eligible for membership in this Association, or, if a Trustee is absent from three (3) consecutive meetings without giving advance excuse to the President, then such Trustee shall be considered automatically resigned from the Board of Trustees, and the position of such Trustee shall at once become vacant.

Any Trustee may resign effective upon giving written notice to the President, the Secretary, or the Board of Trustees, unless such notice specifies a later time for the effectiveness of such resignation. No Trustee may resign if the Association would then be left without a duly elected Trustee or Trustees in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of the State of Oregon.

#### SECTION 24. VACANCIES

Vacancies on the Board of Trustees shall exist (1) on the death, resignation or removal of any Trustee, and (2) whenever the number of authorized Trustees is increased. Any vacancy in the Board of Trustees shall be filled through temporary appointment by the remaining Trustees. Temporarily appointed Trustees can be removed, with or without cause, by the remaining Trustees giving written notice to the Trustee. A person elected to fill a vacancy on the Board of Trustees shall hold office until the next election of the Board of Trustees or until his or her death, resignation or removal from office, whichever comes first.

Any position to be filled by reason of an increase in the number of Trustees shall be filled by election at an annual meeting of the Association.

#### SECTION 25. NON-LIABILITY OF TRUSTEES AND OFFICERS

The Trustees and officers of this Association shall not be personally liable for the debts, liabilities, or other obligations of the Association.

#### SECTION 26. INDEMNIFICATION BY ASSOCIATION OF TRUSTEES, OFFICERS, AND OTHERS

The Trustees and officers of the Association shall be indemnified by the Association to the fullest extent permissible under the laws of the State of Oregon. The Association may also indemnify and advance expenses to any other person the Association may choose, according to the provisions of the laws of the State of Oregon.

## **SECTION 27. INDEMNIFICATION REPORT**

If this Association indemnifies or advances expenses to anyone in connection with a proceeding by or in the right of the Association, then the Association shall report the indemnification or advance in writing to the member congregations with or before the notice of the next Association meeting.

## **SECTION 28. INSURANCE FOR CORPORATE AGENTS**

Except as may be otherwise provided under provisions of law, the Board of Trustees may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Association (including a Trustee, officer, employee or other agent of the Association) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Association would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

# **ARTICLE XIII OFFICERS**

## **SECTION 1. DESIGNATION OF OFFICERS**

The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer. The Association may also have one or more Assistant Secretaries, Assistant Treasurers, and other such officers with such title as may be determined from time to time by the Board of Trustees.

## **SECTION 2. QUALIFICATIONS**

Any member in good standing of a Lutheran congregation in the geographic area of the Association's membership as stated in Article V, Section 2 of these Bylaws shall be eligible to serve as an officer.

## **SECTION 3. ELECTION AND TERM OF OFFICE**

Officers shall be elected by the Board of Trustees, by ballot, at the annual Board of Trustees meeting, and each officer shall hold office for one (1) year or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor is elected and qualifies, whichever occurs first.

No officer, except the Treasurer, may succeed himself or herself in any office more than twice. No officer, except the Treasurer, having served three (3) full one (1) year terms in succession shall be eligible for a fourth term. All terms of office shall commence upon election.

## **SECTION 4. REMOVAL AND RESIGNATION OF OFFICERS**

Any officer may be removed from office at anytime, with or without cause, by a ballot vote of the Board of Trustees whenever, in their judgment, the best interests of the Association will be served thereby.

Any officer may resign at any time by giving written notice to the Board of Trustees, President, or Secretary of the Association. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Trustees relating to the employment of any officer of the Association.

#### SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Trustees for the un-expired portion of the term. Vacancies occurring in offices of officers appointed at the discretion of the Board of Trustees may or may not be filled as the Board of Trustees shall determine.

#### SECTION 6. DUTIES OF PRESIDENT

The President shall:

- (a) Subject to the control of the Board of Trustees, supervise and control the affairs of the Association and the activities of the officers;
- (b) Preside at all meetings of the Association and Board of Trustees;
- (c) Pray for the Association, its member congregations, Delegates, Trustees, officers, employees, clients, and activities;
- (d) Except as otherwise expressly provided by law, by the Articles of Incorporation, or by the Bylaws, he or she shall, in the name of the Association, execute such deeds, mortgages, bonds, contracts, leases, checks, or other instruments which may from time to time be authorized by the Association or Board of Trustees;
- (e) Present an accurate report as to the affairs and condition of the Association, especially those of legal or financial importance, at each annual Association meeting.

In general, perform all the duties incident to the office of President and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Trustees.

#### SECTION 7. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall pray for the Association, its member congregations, Delegates, Trustees, officers, employees, clients, and activities. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, by these Bylaws, or which may be prescribed from time to time by the Board of Trustees.

#### SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

(a) Keep minutes at all meetings of the Association and the Board of Trustees, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;

(b) Keep at the principle office of the Association or at such other place as the Board of Trustees may determine, a book of minutes of all meetings of the Association, meetings of the Trustees, and meetings of committees of the Board of Trustees;

(c) Certify and keep at the principle office of the Association the original, or a copy, of this Association's Articles of Incorporation and Bylaws as amended or otherwise altered to date;

(d) See that all meeting notices are duly given in accordance with the provisions of these Bylaws or as required by law;

(e) Be custodian of the records and be responsible for authenticating duly executed documents and records of the Association;

(f) Cause to be kept at the principal office of the Association, or other place determined by the Board of Trustees, a membership book as described in Article V, Section 13 of these Bylaws;

(g) Cause to be kept a list of the names and business or home addresses of current Trustees and officers;

(h) Cause to be kept at the principal office of the Association, a copy of the Association's IRS tax-exempt application and exempt determination letter, for public inspection as required by the Internal Revenue Code;

(i) See that each member congregation admitted or dropped from the Association is notified of such;

(j) Keep written communication regarding general membership matters made to member congregations and Delegates within the past three years;

(k) Pray for the Association, its member congregations, Delegates, Trustees, officers, employees, clients, and activities.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Trustees.

## SECTION 9. DUTIES OF TREASURER

The Treasurer shall:

(a) Have charge and custody of, and be responsible for, all funds and securities of the Association, and deposit, or caused to be deposited, all such funds in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Board of Trustees;

- (b) Receive, or cause to be received, contributions and monies due and payable to the Association from any source whatsoever, and see that receipt is given;
- (c) Disburse, or cause to be disbursed, the funds of the Association as approved by the Association in the annual budget, or as may be directed by the Board of Trustees in accordance with these Bylaws, taking proper vouchers for such disbursements;
- (d) Keep and maintain adequate and correct accounts of the Association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (e) Provide a correct and complete statement of revenue, expenses, cash on hand, payables, and receivables at each regular meeting of the Board of Trustees;
- (f) Present a correct and current financial statement to the Association at each annual meeting;
- (g) Complete all governmental filing requirements for the purposes of state and federal taxation and the Association's tax-exempt status, and cause copies of such filings to be kept at the Association's principal office for public inspection, as required by the Internal Revenue Code;
- (h) Present to the Association for approval an annual budget for the upcoming fiscal year;
- (i) Pray for the Association, its member congregations, Delegates, Trustees, officers, employees, clients, and activities.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Association, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Trustees.

#### SECTION 10. COMPENSATION

The salaries of the officers, if any, shall be proposed in the annual budget by resolution of the Board of Trustees, and ratified at an Association meeting. In all cases, any salaries received by officers of this Association shall be reasonable and given in return for services actually rendered to or for the Association.

### **ARTICLE IX EXECUTIVE DIRECTOR**

#### SECTION 1. DESIGNATION OF EXECUTIVE DIRECTOR

This Association may hire an Executive Director, who shall serve as an employee of the Association, according to a written contract between the Board of Trustees and the Executive Director. He or she shall operate under the general supervision of the Board of Trustees. When the need arises, he or she shall consult with the officers of the Association. Among other duties that may be included in his or her written contract, the Executive Director shall (1) present an accurate report as to the affairs and condition of the Association, especially those of legal or financial importance, at each regular meeting of the Board of Trustees; (2) be responsible for the other employees of the Association, including recruitment, hiring, orientation, supervision, payroll, and if

necessary, dismissal; (3) supervise property management and purchase of equipment, materials, and supplies; (4) formulate and recommend policies to the Board of Trustees; and, (5) serve as a non-voting advisory member of the Board of Trustees.

## **ARTICLE X COMMITTEES**

### **SECTION 1. EXECUTIVE COMMITTEE**

The Board of Trustees may, by a majority vote of its members, designate an Executive Committee consisting of three (3) or more Trustees and may delegate to such committee the powers and authority of the Board of Trustees in the management of the business and affairs of the Association, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the Board of Trustees may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below three (3) the number of members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board of Trustees from time to time as the Board of Trustees may require.

### **SECTION 2. OTHER COMMITTEES**

The Association shall have such other committees as may from time to time be designated by resolution of the Board of Trustees. The Board of Trustees shall appoint all committee members. These committees shall consist of two (2) or more Trustees, and may consist of other eligible persons who are not also members of the Board of Trustees.

Any member of any Lutheran church in the geographic area of the Association's membership as stated in Article V, Section 2 of these Bylaws, shall be eligible to serve on any committee of the Association if appointed thereto and shall have the privilege of both voice and vote in the affairs of the committee.

All actions of any committee shall be subject to the prior approval of the Board of Trustees. However, this provision shall not prevent the Board of Trustees from ratifying the action of a committee in appropriate circumstances.

### **SECTION 3. MEETINGS AND ACTION OF COMMITTEES**

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Trustees, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Trustees and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Trustees or by the committee. The Board of Trustees may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

## **ARTICLE XI EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

#### SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Trustees, except as otherwise provided in these Bylaws or upon any approval required at an Association meeting, may by resolution authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

#### SECTION 2. CHECKS AND NOTES

Except as otherwise required by law, and these Bylaws, all checks, drafts, orders for the payment of money, and other evidence of indebtedness of the Association shall be signed by such officer or officers, employee or employees, as the Board of Trustees specifically designate by resolution.

#### SECTION 3. DEPOSITS

All funds of the Association shall be deposited upon receipt to the credit of the Association in such banks, trust companies, or other depositories as the Board of Trustees may select.

#### SECTION 4. GIFTS

The Board of Trustees may accept on behalf of the Association any contribution, gift, bequest, or devise for the nonprofit purposes of this Association.

### **ARTICLE XII CORPORATE RECORDS AND REPORTS**

#### SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The Association shall keep at its principle office, or at such other place as the Board of Trustees may determine:

- (a) Minutes of all meetings of the Association, meetings of the Trustees, and meetings of committees of the Board of Trustees, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct accounts of the Association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A list of the names and business or home addresses of current Trustees and officers;
- (d) A copy of the Association's Articles of Incorporation and Bylaws as Amended to date, which shall be open to inspection by the Delegates and Trustees of the Association at all reasonable times during office hours;
- (e) The last three annual financial statements, if any, which includes a balance sheet and statement of operations, if any, for each year;

(f) The last three accountant's reports if annual financial statements are reported upon by a public accountant;

(g) The most recent annual report delivered to the Secretary of State under ORS 65.787;

(h) A membership book as described in Article V, Section 13 of these Bylaws;

(i) Resolutions adopted by the Association and/or Board of Trustees relating to the characteristics, qualifications, rights, limitations, and obligations of member congregations;

(j) Written communication regarding general membership matters made to member congregations and Delegates within the past three years;

(k) Copies of all completed governmental filings for the purposes of state and federal taxation and the Association's tax-exempt status shall be kept at the Association's principal office for public inspection as required by the Internal Revenue Code;

(l) Copies of the Association's IRS tax-exempt application and exempt determination letter shall be kept at the Association's principal office for public inspection as required by the Internal Revenue Code.

## SECTION 2. FISCAL YEAR

The fiscal year of this Association shall be the calendar year shall be October first through September thirtieth.

## SECTION 3. TRUSTEES' INSPECTION RIGHTS

Every Trustee shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Association and shall have such other rights to inspect the books, records and properties of this Association as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

## SECTION 4. MEMBER CONGREGATIONS' AND DELEGATES INSPECTION RIGHTS

Each and every Delegate, as an authorized representative of a member congregation, shall have the following inspection rights, for a purpose reasonably related to such person's interest as a Delegate of a member congregation:

(a) To inspect and copy the record of all member congregations' and Delegates' names, addresses and voting rights, at reasonable times, upon written demand on the Secretary of the Association, which demand shall state the purpose for which the inspection rights are requested.

(b) To obtain from the Secretary of the Association, upon written demand on, and payment of a reasonable charge to, the Secretary of the Association, a list of the names, addresses, and voting rights of those member congregations and Delegates entitled to vote for the election of Trustees as of the most recent record date for which the list has been compiled or as of the date specified by the

Delegate subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made within a reasonable time after the demand is received by the Secretary of the Association or after the date specified therein as of which the list is to be compiled.

(c) To inspect at any reasonable time the books, records, or minutes of the Board of Trustees, upon written demand on the Secretary of the Association by the Delegate, for a purpose reasonably related to such person's interests as a Delegate of a member congregation.

(d) Delegates shall have such other rights to inspect the books, records and properties of this Association as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

#### SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

#### SECTION 6. PERIODIC REPORT

The Board of Trustees shall cause any annual or periodic report required under law to be prepared and delivered to an office of the State of Oregon and to be so prepared and delivered within the time limits set by law.

### **ARTICLE XIII IRC 501(C)(3) TAX EXEMPTION PROVISIONS**

#### SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, Delegates, Trustees, officers or other private persons, except that this corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

#### SECTION 3. DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of this corporation, after paying, or making provision for the payment, of all debts and liabilities of this corporation, the member congregations shall distribute all of the assets of this corporation only in the manner as set forth hereinafter, to-wit:

1. All assets of this corporation shall be distributed to a Lutheran outdoor ministry organization which (as determined by a two-thirds (2/3) majority, ballot vote of the Association's member congregations) meet the following requirements, to-wit:

- A. Qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; and
- B. Is organized for the same intents and purposes as this Association; and
- C. Is in the best interests of the member congregations.

2. Should the member congregations determine that no existing organization meets the requirements of subsection I of this Article, then all assets of the corporation shall be equally divided between the Northwest District of the Lutheran Church-Missouri Synod and the Oregon Synod of the Evangelical Lutheran Church in America, or their respective successors, being religious nonprofit organizations qualifying as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of this corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Oregon.

#### **SECTION 4. PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS**

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the Association to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code.

### **ARTICLE XIV AMENDMENT OF ARTICLES OF INCORPORATION OR BYLAWS**

Proposed amendments to the Association's Articles of Incorporation or Bylaws shall be made only in the manner following:

1. Amendments may be proposed, in writing, by the Board of Trustees or at least twenty-five (25%) percent of the Association's Delegates

2. Notice of the Association meeting to consider any proposed Amendment, along with a copy or summary of the proposed amendment, shall be mailed to member congregations at least fifty (50) days before the Association meeting at which said amendment is to be considered,

3. Said proposed amendment may be approved with or without change at said Association meeting by a two thirds (2/3's) majority, ballot vote of those present and voting, and

4. Said approved amendment shall be ratified without further change at the next Association meeting by a two-thirds (2/3's) majority, ballot vote of those present and voting.

## **ARTICLE XV CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Association, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation of this Association filed with an office of the State of Oregon and used to establish the legal existence of this Association.

All references in these Bylaws to a section or sections of the Oregon Revised Statutes, or ORS, shall be to such sections of the Oregon Revised Statutes as amended from time to time, or to corresponding provisions of any future state statutes.

All references in these Bylaws to a section or sections of the Internal Revenue Code, or IRC, shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

## **ADOPTION OF BYLAWS**

We, the undersigned, being the current officers of this Association, consent to, and hereby do certify that these foregoing Bylaws, consisting of 21 preceding pages, were amended by the member congregations of this Association according to the provisions contained in the Association's preceding Bylaws.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Philip Isensee, President

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Tammy Gover, Vice President

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Patricia Neilsen, Secretary

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James Coakley, Treasurer