GET TO KNOW OUR

BYLAWS
ARTICLE I.
CHURCH AFFILIATION

Section 1. It is hereby declared to be the intent of Lyngblomsten (herein after referred to as “the corporation”) to be affiliated with the Evangelical Lutheran Church in America (ELCA) and any successor organizations thereof, and to act in accordance with its criteria and provisions for affiliation as may be established from time to time.

Section 2. The corporation shall conform to applicable provisions of the Internal Revenue Code so as to maintain its tax-exempt status.

Section 3. Any changes proposed to the Articles of Incorporation or Bylaws shall be submitted to the Program Unit for Church and Society of the ELCA and any successor organizations thereof, for review and consultation prior to adoption by the corporation, and shall also be submitted to the membership in accordance with applicable statutes (see Article XII).

Section 4. The corporation shall be solely responsible for the management and fiscal affairs of the corporation and its debts and liabilities. No liability shall be incurred by the ELCA, member congregations and any successor organizations thereof, solely by reason of the corporation maintaining a church affiliate status.

ARTICLE II.
OFFICES, CORPORATE SEAL

Section 1. The city, town, or other community in which the registered office of this corporation is located in Minnesota shall be as set forth in the Articles of Incorporation of this corporation, or in the most recent amendment or restatement of such Articles of Incorporation, or in a Certificate of Change of Registered Office filed with the Secretary of
State of Minnesota reflecting the adoption of a resolution by the Board of Directors of this corporation changing the registered office.

Section 2. This corporation may have such other offices, within or without the State of Minnesota, as the Board of Directors may from time to time determine.

Section 3. This corporation shall have no corporate seal.

ARTICLE III.
MEMBERSHIP

Section 1. The members of the corporation shall consist of life members, as defined in Article III, Section 2, and congregation members (referred to in common practice as “corporate congregations”), subject to qualification pursuant to Article III, Sections 3 or 4.

Section 2. Life members are persons who formerly belonged to one of the Lyngblomsten “branches” prior to our current governance structure. Any life member is considered to be a voting member of the Lyngblomsten corporation.

Section 3. All congregations who have signed the covenant agreement are members in good standing of the corporation as of the date of adoption of these Restated Bylaws and who have duly appointed delegates to the corporation shall constitute the current congregation members of the corporation, subject to the provisions of Article III, Section 7 hereof.

Section 4. All Christian congregations in the greater Twin Cities metropolitan area shall be eligible to become members of the corporation. Congregations shall become members by: (a) stating their interest in becoming a member of this corporation; (b) acceptance of an invitation to membership from the Board of Directors; and (c) appointing delegates to the corporation in the manner hereinafter provided.

Section 5. Of the corporation’s congregation members, no fewer than 51% shall be Lutheran.

Section 6. Delegates of member congregations shall be a pastor and a minimum of two and maximum of five lay delegates. These numbers will apply to each corporate congregation, regardless of size. Each congregation shall select its lay delegates in the manner prescribed in the invitation to membership. Only delegates designated by the member congregations as provided herein shall be entitled to vote on behalf of said congregations at meetings of the
membership. All members of said congregations shall otherwise be entitled to participate in the activities of the corporation.

Section 7. Each member congregation shall, on or before March 1 of each year, furnish to the corporation a list showing the names and addresses of the pastoral delegate and the lay delegates from their respective congregation. A member congregation may also at any other time during the year furnish a list showing any change in the delegates. In the event a list of delegates is not furnished or is incomplete, as required, the most recent effective list will be deemed as valid. The corporation will reach out to the congregation leadership to fully comply with the requirements of Section 6.

Section 8. The corporation shall prepare and maintain a list of delegates to the corporation based upon reports furnished by the member congregations. Such list of delegates prepared by the corporation shall be conclusively presumed to be a complete and correct list of delegates to the corporation.

Section 9. A member congregation may withdraw from the Corporation at any time by giving written notice to the Chair or Secretary of the Board. A sufficient and acceptable written notice shall state the effective date of the withdrawal, shall be on church letterhead, and shall indicate that the withdrawal has been duly authorized by the congregation's governing authority.

ARTICLE IV. MEETING OF THE MEMBERSHIP

Section 1. The annual meeting of the membership of the corporation shall be held on the first Tuesday of May of each year at a time determined by the Board of Directors for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting.

Section 2. Special meetings of the membership shall be held when called by the Secretary upon the written request of the President or the request of five or more directors. No business other than that specified in the call shall be considered at any special meeting.

Section 3. Notice of annual and special meetings of the membership shall be mailed no fewer than ten (10) nor more than thirty (30) days prior to the date thereof to life members and congregation delegates at their last-known post office address as the same appears on the records of the corporation. Failure to give notice by mail or any irregularity in the notice of any annual meeting shall not affect the validity of the proceedings taken at such meeting.
Section 4. Ten (10) percent of the total number of delegates and life members must be present to constitute a quorum at any meeting of the membership.

Section 5. Annual and special meetings of the membership shall be held at the registered office of the corporation or at such other place as may be determined by the Board of Directors of the corporation.

Section 6. There shall be no cumulative voting.

Section 7. An act by a majority of the delegates and life members at any meeting at which a quorum is present shall be the act of the membership.

Section 8. Between meetings of the membership, any action which may be taken in a meeting of the membership may be taken without a meeting by mail ballot cast by the voting members, with such notice as may be prescribed by law, in the following manner:

(a) The proposed action shall be recommended by the Board of Directors or its Executive Committee and stated in full text, accompanied by a memorandum explaining its purpose, and a ballot designed for a vote for or against the proposal. The foregoing materials shall be mailed to each voting member with such instructions as may be determined by the Board of Directors or Executive Committee for completion and return of the ballot.

(b) The Executive Committee shall tally the ballots, verify the result and insert a signed verification of the result in the corporate minute book. All ballots shall be retained for inspection at the next meeting of the Board of Directors and may thereafter be discarded.

(c) If the proposed action receives an affirmative vote of the votes cast, then it shall be adopted provided at least twenty (20) percent of voting members cast votes, otherwise defeated.

ARTICLE V.
BOARD OF DIRECTORS

Section 1. The management of the business and affairs of this corporation shall be vested in a Board of Directors.

Section 2. The number of directors shall be seventeen (17). Each director shall be a person who is age 21 or more and shall hold office for three (3) years and until their
successor shall have been elected and shall qualify, or until death, resignation or removal. The election of directors shall be so arranged that approximately one-third thereof are elected each year. At least fourteen (14) members of the Board of Directors shall be members of member congregations or life members. At least 51% of the Board members shall be members of ELCA Lutheran congregations. No director shall be eligible for re-election after serving two full terms until at least one year has elapsed since the completion of their last term. Each member of the Board of Directors who is not a delegate or a life member shall be entitled to vote at all meetings of the membership during their respective term of office on the Board of Directors.

Section 3. The Nominating Committee shall consist of five (5) persons appointed by the Board of Directors by February 1 of each year. The chair of the Nominating Committee shall determine its procedures for selecting nominees for presentation to the membership. Nominations other than those of the Nominating Committee may be made by any person entitled to vote at the annual meeting of the membership by delivering a written nomination on behalf of a qualified person to any member of the Nominating Committee or Board of Directors no fewer than seventy-two (72) hours before the scheduled time of the annual meeting. No nominations from the floor shall be permitted.

Section 4. All directors elected at the annual meeting shall begin their terms immediately following election.

Section 5. At each meeting of the Board of Directors, the Chair of the Board or, in the Chair’s absence, the Vice Chair shall preside. In the absence of the Chair and Vice Chair, the Board of Directors shall select a temporary chair to preside.

Section 6. Any director of this corporation may resign at any time by giving written notice to the Chair or Secretary of the Board. The resignation of any director shall take effect at the time, if any, specified therein or, if no time is specified therein, upon receipt thereof by the officer of this corporation to whom such written notice is given; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. Any vacancy in the Board of Directors caused by death, resignation, removal, or increase in the number of directors, or any cause, shall be filled by a majority vote of the remaining directors (even if fewer than required for a quorum), and each director so chosen shall hold office until the next annual election and until their successor shall be duly elected and qualified.

Section 8. Special meetings of the Board of Directors shall be held whenever called by the Chair of the Board or by any two other directors. Notice of each such special meeting
shall be mailed to each director and addressed to their residence or usual place of business, no fewer than ten (10) days before the day on which the meeting is to be held. Each such notice shall state the time, place and purpose of the meeting.

Section 9. The annual meeting of the Board of Directors shall be held during the month of May following the annual meeting of the membership. The Board of Directors shall also hold regular monthly meetings at such time as may be fixed by the Board. Such meetings shall be held at the registered office of the corporation unless the Board of Directors shall at a regular meeting fix another place for its meetings. In such case, written notice thereof shall be given by the Secretary or other officer to every member of said Board at least twenty (20) days before the first meeting of the Board at such other place.

Section 10. Attendance at any meeting of the Board of Directors by a director shall constitute a waiver of notice of such meeting by such director; and any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given if all of the directors of the corporation shall be present thereat or waive such notice in writing before, at, or after such meeting.

Section 11. Except as otherwise provided by statute or by these Bylaws, a majority of the total number of directors shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the directors at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the directors present may adjourn any meeting from time to time until a quorum is reached. Notice of any adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Section 12. Any director may be removed, either with or without cause, at any time by a vote of a majority of the total number of directors, at a regular meeting or at a special meeting of the Board of Directors called for that purpose. A vacancy in the Board of Directors caused by any such removal shall be filled in the manner specified in Section 7 hereof.

Section 13. There shall be an Executive Committee of the Board of Directors composed of the Chair, Vice Chair, Secretary, Treasurer and President. It shall have all powers of the Board of Directors between meetings of the Board. Any actions taken by the Executive Committee in this manner must be ratified by the Board at their next regularly scheduled meeting.
ARTICLE VI.
OFFICERS

Section 1. The officers of the corporation shall be a Chair of the Board, a Vice Chair, President, a Secretary and a Treasurer and such other officers as the Board of Directors may see fit to elect.

Section 2. All officers of the corporation shall be elected by the Board of Directors at its annual meeting and shall hold their respective offices for one year and until their successors have been elected and qualified. Their term shall commence immediately following their election. The Board of Directors may at any time fill any vacancy in the office for the unexpired term of said office.

Section 3. The Chair of the Board shall preside at all meetings of the Board of Directors and at the annual meeting of the membership, and shall have such other duties as the Board of Directors may prescribe.

Section 4. The Vice Chair shall perform the duties of the Chair in the event of the absence or inability to act as the Chair.

Section 5. The President shall be the chief executive officer of the corporation and an ex officio member of the Board of Directors. The President shall have the general active supervision and management of the business of the corporation under the direction of the Board of Directors, shall execute all orders and resolutions of the Board of Directors, and shall sign on behalf of the corporation all documents, contracts and instruments as may be required. In the event of absence or disability of the President, the directors may designate a qualified person to assume and perform the duties of the President during his/her illness or absence.
Section 6. The Secretary shall keep the minutes of the meetings of the Board of Directors, and of the membership of the corporation, unless another person shall be appointed for that purpose by the directors or the members of the corporation as the case may be. He or she shall give or cause to be given all notices required by the statutes, the Articles of Incorporation, these Bylaws or by resolution of the Board of Directors, and may sign on behalf of the corporation all documents, contracts and instruments.

Section 7. The Treasurer shall have the custody of the funds and securities of the corporation which shall come into his or her hands. Other duties include:

- When necessary or proper, the Treasurer may endorse on behalf of the corporation for collection, checks, notes and other obligations.
- The Treasurer shall deposit the funds of the corporation to its credit in such banks and depositories as the Board of Directors may from time to time designate.
- The Treasurer shall submit to the annual meeting of the membership a statement of the financial condition of the corporation and, whenever required by the Board of Directors, shall make and render a statement of their accounts and such other statements as may be required.
- The Treasurer shall keep the books of the corporation, which shall be a full and accurate account of all monies received and paid on behalf of the corporation.
- The Treasurer shall perform such other duties as may from time to time be assigned to them by the Board of Directors.

The Board of Directors may require a bond to cover the performance of the officers of the corporation and other key personnel the Board designates. The Board of Directors may designate a qualified person to assist the Treasurer in the performance of the duties set forth herein.

ARTICLE VII.
RECORDS

All the books, records and property of the corporation shall be open at all times to the inspection and examination of any member of the Board of Directors. Reports of the status and progress of the affairs of the corporation shall be made at each annual meeting of the membership and Board of Directors by the appropriate officers and at other times upon reasonable request.
ARTICLE VIII.
AUDIT OF BOOKS

An annual audit of the books and records of the corporation shall be conducted by an independent auditor or auditing firm.

ARTICLE IX.
FISCAL YEAR

The fiscal year of the corporation shall be the calendar year.

ARTICLE X.
INDEMNIFICATION

The corporation shall indemnify a person made or threatened to be made a party to a proceeding by reason of the former or present official capacity of the person to the full extent permitted by Minnesota Statutes, Chapter 317A, and acts amendatory thereof and supplementary thereto.

The corporation may purchase and maintain insurance on behalf of any such person who may be indemnified to the extent of their right to indemnification pursuant to this section.

ARTICLE XI.
OTHER CORPORATIONS

In the absence of fraud, no contract or other transaction between the corporation and any other corporation and no other act of the corporation shall in any way be invalidated or otherwise affected by the fact that one or more of the members, directors or officers of the corporation is pecuniarily or otherwise interested in or is a shareholder, member, director or officer of that corporation.
These Bylaws may be amended at any time and from time to time by the members in the following manner. Any proposed amendment shall first be approved by the Board of Directors. The proposed amendment will then be sent to the ELCA for review and approval. Finally, the resolution setting forth the proposed amendment will be presented to the members. Notice of the meeting of members, stating the purpose, shall be given to all life members and congregation delegates entitled to vote on the amendment and to all officers and directors of the corporation regardless of their voting rights. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the life members and delegates voting at such meeting.

# # #