

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
TRINITY LUTHERAN CHURCH—MISSOURI SYNOD
GRAND ISLAND, HALL COUNTY, NEBRASKA**

I.

The following Amended and Restated Articles of Incorporation are hereby adopted by Trinity Lutheran Church-Missouri Synod in Grand Island, Hall County, Nebraska, and shall represent revised Articles of Incorporation under the Nebraska Nonprofit Corporation Act, as amended. This is a continuation of the existing corporation of the same name and all assets and liabilities of such existing corporation belong to and are assumed by this corporation. The name of the corporation is the same. The initial registered office is at 212 West 12th Street, Grand Island, Nebraska 68801, and its registered agent is the Pastor and Director of Ministries.

II.

The following constitutes a restatement of the existing corporation's Articles of Incorporation with certain amendments made to the original version.

III.

Since according to God's Word (1 Cor. 14; Col. 2,5) in every Christian congregation all should be done decently and in order, therefore we, the undersigned, have resolved in the name of God to form an Evangelical Lutheran Congregation, Unaltered Augsburg Confession, and being a single church and religious congregation, legally independent of any superior denominational organization or authority, do hereby adopt these Articles of Incorporation as the order according to which we stand united as a congregation, and determine the internal and external affairs of our church.

IV.

NAME

The name of this nonprofit religious corporation is TRINITY LUTHERAN CHURCH—MISSOURI SYNOD, IN GRAND ISLAND, HALL COUNTY, NEBRASKA.

V.

CONFESSION

In our congregation, all the canonical books of the Old and New Testament are acknowledged as the inspired Word of God in conformity with the public books of confession of the Evangelical Lutheran Church, especially the Augsburg Confession and Luther's Small Catechism, according to which such books of confession, because they are taken from the Word of God, not only the doctrine but all doctrinal and religious controversies are to be adjudged.

VI.

MEMBERSHIP

The manner in which the succession of the members of the corporation shall be regulated and vacancies in their number filled shall be as follows: No one can be or become a member, much less an officer of this corporation, or participate in the rights of a member but such as:

- 1) Are baptized;
- 2) Declare their adherence to the canonical books of the Old and New Testament as the Word of God and the only divine rule and norm of faith and life;
- 3) Diligently endeavor to lead a Christian life;
- 4) Partake of the Lord's Supper if they are of sufficient age;
- 5) Submit to the regulations, which mutually have been established and still may be established, insofar as they are not contrary to the Word of God, and in brotherly love permit themselves to be admonished and corrected when they have erred;
- 6) Are not members of a secret society or lodge; and
- 7) Agree to accept the Amended and Restated Articles of Incorporation and By-Laws, as currently in effect and as may amended from time to time hereafter.

VII.

VOTING MEMBERSHIP

Voting members of this religious corporation shall be communicants of the congregation who have attained the age of eighteen (18) years and have signed their intention to abide by the provisions of these Articles of Incorporation and By-laws.

consideration, together with such recommendation that the Board of Elders may have adopted, or report on the decision the pastor or worker made regarding the call to which the Board of Elders has given assent. Any pastor or worker may be removed from office by the Voters by ballot, in Christian and lawful order, for one of the following causes: persistent adherence to false doctrine, immoral life, an inability to perform his official duties, or willful neglect of them. All action on calls of our pastors and called workers to Trinity Lutheran Church or from Trinity Lutheran Church shall be by written ballot.

15. AMENDMENTS TO BY-LAWS

These by-laws may be amended by the Voters. Notice of any proposed amendments shall be given to each member of the Voters at least one week prior to a meeting at which the proposed amendments are to be considered.

Adopted and effective as of October 14, 2018.

(Revised 9-10-84; 9-8-86; 5-11-87; 7-13-87; 9-12-88; 7-10-89; 3-10-91; 11-17-91; 5-8-95; 7-10-95; 1-19-97; 4-19-98; 7-10-2000; 7-13-2009; 4-2010)

VIII.

OFFICERS

The voting members of the corporation shall elect the following officers for the corporation: a President (Chairman of the Congregation), a Vice President (Vice-Chairman of the Congregation), a Secretary, a Treasurer, and such other officers as may be determined from time to time by the voting members of the corporation and By-Laws. The duties of the officers are as provided in the By-Laws.

IX.

PASTORAL OFFICE

The pastoral office of the congregation shall be conferred upon such ministers only as accept the canonical books of the Old and New Testament as the inspired Word of God, and all the symbolical books of the Evangelical Lutheran Church as derived from such Word of God and shall be pledged to the same by his call. The foregoing requirements apply to called ministers in our Church and Christian day school as well.

X.

THE ELDERS

The voting members of the corporation shall elect a Board of Elders who are male voting members of the corporation. They are to serve as assistants to the pastor(s) in his/their pastoral duties and in conjunction with the pastor(s), are to see that good Christian discipline and order are observed at divine services and meetings. They shall perform such other duties as may be assigned to them by congregational resolution. The elected Elders are to hold the pastor (s) accountable to his/their call.

XI.

BOARD OF TRUSTEES AND MANAGEMENT OF PROPERTY

The voting members of the congregation shall elect a Board of Trustees. All property of the corporation is entrusted to the management of the Trustees. The sale, purchase and mortgaging of any real estate owned by the corporation, not to exceed 10% of the previous fiscal year general offerings, must have prior approval of a majority vote of the Board of Trustees and the Church Council.

The sale, purchase and mortgaging of any real estate owned by the corporation exceeding 10% of the previous fiscal year general offerings must be presented at a special or regular meeting of the voting members of the corporation.

XII.

BOARD OF PARISH EDUCATION

It shall be the duty of such members of this congregation to have the parental care of unconfirmed children incumbent upon them to provide for their proper training in pure Christian doctrine. To encourage and foster such Christian training, a Board of Parish Education shall be elected to assist the pastors by having charge over Sunday School, Bible Classes, Vacation Bible School, junior and senior high youth "groups", midweek school, junior and adult education as well as confirmation program(s), early childhood ministry and any other part time agencies that may be deemed necessary. The Board of Parish Education shall create a "Board of Parish Education Book of Guidelines" to effectively manage their responsibilities.

XIII.

BOARD OF SCHOOL MINISTRY

In order to instruct our young people in pure doctrine, Trinity Lutheran Church has established Trinity Lutheran School and Rainbow Club. In order to properly manage the school and daycare, the Board of School Ministry shall give guidance to the Pastor(s), Principal and teachers in conduction with the operation of the school. The Board of School Ministry shall create a Board of School Ministry Handbook entitled "Concerns and Responsibilities" and "Past Policies" to effectively manage responsibilities of the school and daycare. This board shall also set policies when necessary to meet state requirements and Synodical suggestions.

Three properly designated representatives from Peace Lutheran Church of Grand Island, Nebraska, and one properly designated representative from Grace Lutheran Church of Grand Island, Nebraska shall be included as members of the corporate Board of School Ministry and shall serve on such Board as a voting and participating member.

The members of this Board shall elect its own chairman. The Chairman of the congregation and the Administrative Pastor shall be ex-officio members of the committee. Each board shall elect its own representative to this committee to:

- A. Compile an Administrative Manual for all personnel comprising the staff, complete with job description, and shall reflect a general personnel employment procedure and policy (such as sick leave and vacation policies).
- B. Consider the needs and requests for additional staff personnel to be added and recommend desired qualifications to be incorporated in the job description for such position.

The Personnel Committee shall report its finding and make recommendations to the respective boards from time to time, as needed.

14. CALL OF ORDAINED & COMMISSIONED MINISTERS

In case of vacancy in the office of pastor or called worker, it shall be the responsibility of the Board of Elders to procure a list of suitable candidates. This list shall be published to the congregation, and from such a list a pastor or worker called. The right of calling shall be vested in the Voters. If a candidate is not chosen by the Voters, or, upon being chosen, does not accept the call, then this procedure shall be repeated.

If an employee on the staff has a contract from the Board of School Ministry, and the Board of School Ministry determines it is appropriate to issue a divine call to such individual, the Board of Elders may recommend, upon giving prior notice to the District President, that the Voters issue a call to such individual without obtaining and publishing a call list. The Voters, however, in any event shall continue to retain the right to require that a list of suitable candidates be secured from all appropriate sources, including not only the District office but also members of the congregation, if it deems such action necessary.

All calls received by the Church's pastors and called workers shall be presented to the Board of Elders. At that time the call shall be discussed at a regular or special Board of Elders meeting. All calls presented to the Board of Elders shall be referred to the Voters for its

authorized employees and agents of the Church, including the business manager. The Church Council shall act in matters referred to it by the Voters and in cases of emergency. Members of the Church Council shall follow the terms of the Code of Conduct and Administration of Financial Matters Policy for all other operative matters.

9. THE BOARD OF ELDERS

The Board of Elders, nine in number, shall perform such duties as are set forth in Article X of the Articles of Incorporation.

10. THE BOARD OF TRUSTEES

The Board of Trustees, seven in number, shall perform such duties as are provided in Article XI of the Articles of Incorporation. In addition, they shall make a general survey of the general condition of the properties of the church prior to the regular budget meeting each year. All desirable and necessary repair items shall be presented by the board at such budget meeting for consideration and inclusion in the annual budget. In the event of an emergency requiring repairs to church property, or in the event of the necessity for minor repairs, the Trustees shall be empowered to take necessary action to make such repairs to preserve the church property.

11. THE BOARD OF PARISH EDUCATION

The Board of Parish Education, seven in number, shall perform such duties as are set forth in article XII of the Articles of incorporation.

12. THE BOARD OF SCHOOL MINISTRY

The Board of School Ministry, eight in number, shall perform such duties as are set forth in article XIII of the Articles of Incorporation.

13. THE PERSONNEL COMMITTEE

There shall be a Personnel Committee of seven members, consisting of one member from each of the following boards: Elders, Trustees, Parish Education, School Ministry, and three non-office holders to be elected by the Voters (one each year) for a term of two years and, on expiration of that term, may be re-elected.

XIV.

VOTING

For valid resolution by the congregation and the corporation, the agreement of the majority of the voting members present is required when any matter to be passed upon does not concern doctrine or conscience: if the matter to be passed upon concerns doctrine or conscience, then unanimity is required for a resolution. Every voting member is duty bound to attend the meetings, if possible, and the absentee waives their right to vote in the case of their non-appearance.

XV.

PROPERTY

Should, what God graciously may hinder, a separation because of doctrine take place in the congregation, the property and all interest of the congregation connected therewith shall remain with and vest in the members of it who remain true to the profession of the Augsburg Confession and in accordance therewith require the pastors of the congregation pledged to all the symbols of the Evangelical Lutheran Church and judged according to them.

XVI.

TERM OF OFFICE AND QUALIFICATIONS OF ELECTED LAY REPRESENTATIVES

The term of office each officer, Elder, Trustee, member of the Board of Parish Education and School Ministry shall be for two years. None of them may serve for more than two consecutive terms, even though the first such term to fill a vacancy is for less than a two year period of time. Each of them must be a voting member of the congregation, and each of them shall be elected and have the qualifications as prescribed in both these Articles and By-laws. The number shall be as provided, from time to time, in the By-laws.

XVII.

DISSOLUTION

In the event of the dissolution of the corporation, the net assets of the corporation shall only be distributed to a corporation qualified as a nonprofit corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

XVIII.

AMENDMENTS

The corporation may amend, alter, change, or repeal any of the provisions contained in these Amended and restated Articles of Incorporation in the manner now or thereafter prescribed by the Statutes of the State of Nebraska for Nonprofit Corporation, excepting only that the provision contained in Articles V, VI, IX, XV, and XVI shall not be altered.

XIX.

LIMITATION OF LIABILITY AND INDEMNIFICATION

The officers and board members of the corporation shall not be individually liable for the corporation's debts or other liabilities. The private property of such individuals shall be exempt from any corporate debts or other liabilities. Neither an officer nor director of the corporation shall be personally liable to the corporation or its members, if any, for monetary damages for breach of fiduciary duty as an officer or director, except for liability (i) for any breach of such individual's duty of loyalty to the corporation or its members, if any; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for any transaction from which the officer or director derived any improper personal benefit. If the Nebraska Nonprofit Corporation Act or any such legislation is hereinafter amended to authorize corporate action further eliminating or limiting the personal liability of officers and directors, then the liability of such individual shall be eliminated or limited to the fullest extent permitted by such law as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of an officer or director of the corporation existing at the time of such repeal or modification. The corporation shall indemnify the officers and directors in accordance with Sections 21-1997 and 1998 of the Nebraska Nonprofit Corporation Act, as amended, to the extent such provisions apply.

XX.

STATUTORY COMPLIANCE REQUIREMENTS

As a part of these Amended and Restated Articles of Incorporation, the following is submitted in compliance with Sections 21-1921 of the Nebraska Nonprofit Corporation Act, as amended:

- E. The names of candidates for each office on the election ballot shall appear in alphabetical order.
- F. In case a vacancy should occur in any elective office in the course of the year, the Nominating Committee shall make a temporary appointment until the next meeting of the Voters is scheduled.
- G. No elected officer shall hold the same office for more than two consecutive terms. Any person filling an unexpired term of an office shall be considered to have served for a full term of such office.
- H. No elective officer or member of the official boards shall hold more than one elective office at the same time.
- I. Newly elected church officers shall be installed the last Sunday in December and assume the duties of their office the first of January.

8. CHURCH COUNCIL

The Chairman and Vice-Chairman of the congregation; the Secretary; the Treasurer; Chairman of the Board of Elders; Chairman of the Board of Trustees, Chairman of the Board of Parish Education, and Chairman of the Board of School Ministry, along with one member-at-large elected by the Voters, shall constitute the members of the Church Council. Pastors, the school principal and permanent called workers shall be ex-officio members of the Council.

It shall be the duty of the Church Council to meet monthly after the usual meetings of all boards. The members of the Church Council are to consider and discuss the matters pertaining to the general welfare of the congregation as presented by the various boards. When relevant, the Church Council shall present recommendations to the Voters at its regular annual meeting or a special meeting. The Church Council or its designated representatives shall meet with the representatives of all boards and spending agencies of the congregation during the year. The requested budgets of the boards/spending agencies shall be reviewed, voted on and approved by the Church Council. The members of the Church Council shall review proposals for expenditures not included in the regular budget with

The Secretary of the congregation shall keep minutes of all Voters and Church Council meetings in a permanent minute book and perform the customary duties of a secretary.

6. TREASURER

The Treasurer of the congregation shall be elected for a term as outlined in Article XVII of the Articles of Incorporation. The Treasurer shall oversee the duties of all qualified and authorized employees of the Church who manage and administer financial matters, including (if applicable) a Business Manager.

All oversight and administration of financial matters by the Church Council, Elders, Board members, the Treasurer and other relevant officers, and the Business Manager and other relevant employees, shall be governed by the Church’s “Code of Conduct and Administration of Financial Matters Policy” which has been adopted by the Church Council and as may be amended from time to time thereafter.

7. ELECTIONS

- A. There shall be a Nominating Committee consisting of one member of the following boards: Elders, Trustees, Parish Education, School Ministry, Stewards, as well as two non-office holders selected by the Voters. The pastor(s) and the secretary of the congregation are ex-officio members of the Nominating Committee.
- B. The Nominating Committee shall select a slate of candidates for the various elective offices of the congregation. In selecting the slate, the committee shall consider not only the necessary qualifications of a candidate for the office, but also such individual’s attendance at church, communion, church meetings, as well as the individual’s general interest in church affairs.
- C. Second-year office holders on the several boards shall be preferred for membership on the Nominating Committee. The various boards shall select their representative for representation on the Nominating Committee. The Elder serving on the committee shall be Chairman of the Nominating Committee.
- D. The Nominating Committee shall submit its slate of candidates at the September meeting of the Church Council for approval.

- 1. The name of the corporation is Trinity Lutheran Church-Missouri Synod in Grand Island, Hall County, Nebraska.
- 2. This corporation is a religious corporation.
- 3. The registered office is 212 West 12th Street, Grand Island, Nebraska 68801. The registered agent at the time of the filing of these Restated and Amended Articles of Incorporation is Adam Snoberger.
- 4. The names and designated address of the last known incorporators were:
 - Fred Kuhlman
 - Herman Quandt
 - Frank Kunze
 - Alfred C. Bangert
 - Harold L. Meerkatz
 - 502 East Second Street
 - Grand Island, Nebraska
- 5. The corporation shall have members.

XXI.

ADOPTION OF AMENDMENT

The foregoing Amended and Restated Articles of Incorporation were adopted at a meeting of the members duly called and held on October 14, 2018.

Dated this 14th day of October, 2018.

**TRINITY LUTHERAN CHURCH—MISSOURI SYNOD,
GRAND ISLAND, HALL COUNTY, NEBRASKA**

By: _____
Printed Name: _____
Title: _____

ATTEST:

By: _____
Printed Name: _____
Title: _____

**AMENDED AND RESTATED BY-LAWS OF
TRINITY LUTHERAN CHURCH—MISSOURI SYNOD
IN GRAND ISLAND, HALL COUNTY, NEBRASKA**

1. VOTERS' MEETINGS

Regular Voters' meetings are to be held once a year in October with the meeting agenda available to all members of the congregation prior to the meeting. The regular meetings shall be limited to two hours in duration. An extension may be made by resolution of the Voters.

Special meetings of the Voters shall be called by the Chairman of the congregation at the request of the Board of Elders, with at least ten days prior notice. Notice of special meetings shall be given at least two times, by publication in the Sunday bulletin and on the Church's official web page. Such notice shall state the date, place and hour of the special meeting.

The annual meeting of the Voters shall be held on the third Sunday in October of each year, or as shortly thereafter as the Church Council may determine and so notify the voting membership. The proposed candidates for officers, boards, and committees compiled by the Nominations Committee, shall be presented to the Voters at the October meeting. Election of officers, board and committee members shall take place at the October meeting.

A minimum of thirty (30) voting members present at the meeting shall constitute a quorum for purposes of conducting a regular or special meeting of the members. The minutes of the past meeting shall be duplicated and made available at all entrances of the church sanctuary for all members before each meeting to eliminate the reading of the minutes at a meeting.

All agenda items must have prior approval by the Church Council. No discussion of unapproved agenda items shall be allowed at the meeting.

The Treasurer shall duplicate complete financial reports which are to be distributed at the meeting to the Voters. The Treasurer may delegate any oral reporting and summarization requirements to an authorized individual, including the Church's Business Manager.

Informational reports shall be made within the time limits as set by the Chairman of the congregation.

All communicant members having attained the age of eighteen (18) years of age who have signed a consent to be bound by the terms of the Articles of Incorporation, as amended, and Bylaws, as amended, shall be eligible to vote at all regular and special meetings of the Voters.

2. CHAIRMAN OF THE CONGREGATION

The Chairman of the congregation shall be elected by the Voters and shall be a male voting communicant member. He shall serve for a term as outlined in Article XVII of the Articles of Incorporation.

3. DUTIES OF THE CHAIRMAN

- A. The Chairman shall preside at all meetings of the Church Council, the Voters, and all Boards.
- B. The Chairman, at the request of the Board of Elders, shall call special meetings of the Church Council or Voters.
- C. The Chairman shall see that all resolutions of the Church Council and the Voters be attended to and carried out.
- D. The Chairman shall authorize a biennial review of the financial records of the corporation.
- E. Roberts Rules of Order shall be used in the conduction of all meetings.

4. VICE-CHAIRMAN OF THE CONGREGATION

The Vice-Chairman of the congregation shall be elected by the Voters and shall be a male voting communicant member. He shall serve for a term as outlined in Article XVII of the Articles of Incorporation.

The Vice-Chairman shall serve in the event of the vacancy or temporary absence of the Chairman of the congregation.

5. SECRETARY

The Secretary shall be elected by the Voters and shall serve for a term as outlined in Article XVII of the Articles of Incorporation.