

**BYLAWS
OF
LUTHERAN COALITION FOR RENEWAL**

Revised June 2020

Article I—Name and Purpose

1.1. **The Name.** Lutheran Coalition for Renewal, dba Lutheran CORE, a community of confessing Lutherans, operated as a nonprofit ministry incorporated under the laws of the State of Minnesota.

1.2. **The Purpose.** Lutheran CORE is organized and operated as a nonprofit corporation exclusively for religious, charitable, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. The purpose of Lutheran CORE is to serve as a Voice and Network for the greater Lutheran community:

- As a *Prophetic Voice*, we advocate for Biblical authority and confessional fidelity among churches of the Lutheran community.
- As a *Network* for confessing Lutherans, we support and connect Lutheran individuals and congregations who seek to live in accord with Biblical and confessional teachings and practices.

Article II—Membership

2.1 Voting Membership. The Board of Directors shall constitute the voting membership of the organization. They are responsible for the governance of the organization. See Article III below.

2.2. Supporting Members and Partners. From time to time the Board of Directors may elect to designate classifications of supporting members and partners for the purpose of financial support and cooperative working relationships. These may include Lutheran individuals, congregations, church bodies, renewal movements, seminaries, schools and colleges and other Lutheran ministries and agencies who accept and adhere to the Constitution of Lutheran Core and Common Confession (See Appendix A). Supporting Members and Partners will have no voting rights or responsibility for governance of Lutheran CORE.

Article III—Board of Directors

3.1. The Board of Directors (the Board) is the governing body of Lutheran CORE. It may make decisions which are not in conflict with the provisions in the Constitution of Lutheran Core, Articles of Incorporation or these bylaws.

3.2. Responsibilities. The responsibilities and functions of the Board of Directors shall be to:

- a. Determine and hold Lutheran CORE to its vision and mission.
- b. Perform the work of the organization through committee leadership and/or membership.
- c. Establish organizational policies and ensure effective planning.
- d. Ensure financial integrity and, to the extent possible, solvency.

- e. Nurture and evaluate executive staff.
- f. Assist the president or other designee in serving as an ambassador for the organization.
- g. Engage in on a regular basis a process of strategic planning to establish priorities of Lutheran CORE, and regularly review and evaluate progress.
- h. Fill vacancies and determine the fact of the incapacity of any officer or member.
- i. Report its actions on a regular basis to its constituencies and issue an annual report of activities and finances.
- j. Elect officers and Board of Directors members and fill vacancies.
- k. Approve an annual budget.
- l. Perform other functions as needed consistent with the Constitution of Lutheran CORE.

3.3 Number. The Board of Directors members shall consist of not fewer than 3 members and not more than seven, a number fixed from time to time by resolution of the Board of Directors. The number shall include at a minimum the elected officers as listed in Chapter 7 of the Lutheran Core Constitution.

3.4. Terms. The terms of office of members of the Board of Directors shall be two years. No member shall serve more than three consecutive terms, and a partial term of more than one year shall be considered as a full term. The terms of office of the members of the Board of Directors other than the president shall be staggered such that at the annual meeting of the Board of Directors approximately one-third of the members are elected. The terms of Board of Directors members, including officers, shall begin immediately following the annual meeting. (See 4.2 below.)

3.5. Qualifications. The Board of Directors may from time to time set the qualifications of its members. Minimum qualifications include demonstrated experience and commitment to the mission of Lutheran CORE. Each person elected to the Board of Directors shall be a supporting member of Lutheran Core. In recruiting new members, the Board of Directors shall seek to include both clergy and lay members as well as representatives from more than one Lutheran body.

3.6. Nominations, Elections and Vacancies.

3.6.1 Nominations. The president shall appoint two members of the Executive Committee to serve as a nomination committee and will receive at least one month prior to the election (generally Annual Meeting) a slate of candidates from said committee to fill expiring director positions. The president will share the slate of nominees and their biographies with the full board at least ten days prior to the Annual Meeting. At this meeting, other nominations may be made by the Board.

3.6.2 Elections. Elections will take place at a regular meeting of the board, generally, the Annual Meeting (see 4.2 of these bylaws), by affirmative vote of a majority of the Board of Directors present at that meeting, provided there is a quorum present. Directors so elected shall serve a term effective immediately.

3.6.3. Vacancies. When a vacancy occurs mid-term, the secretary must receive nominations for new members from the present Board ten days in advance of a board meeting. These nominations should be sent out to the Board with the regular board meeting announcement. Any vacancy occurring in the Board, including vacancy resulting from an increase in number, shall be filled by the affirmative vote of a majority of the remaining directors present, even if such number is less than a quorum of the Board but not less than three persons. The person filling the vacancy is assigned to the class of the person he or she is replacing.

3.7 Resignations. Any director may retire at any time by notifying the President or the Secretary in writing. Such retirements shall take effect at the time specified in the written notice of retirement or upon receipt if no time is specified.

3.8 Absences and Removal. Any officer or director who is absent from three (3) regular meetings in one year shall automatically vacate his or her position as officer or director unless otherwise "excused" by the Board of Directors. Board members seeking excused absences should submit in writing reasons for their non-attendance. In determining whether to excuse an absence, the Board should take into consideration quorum needs and stage of development of corporation, contributions made to the corporation by said director, and the Board member's fiduciary responsibilities to the corporation. A board member may be removed for other reasons with or without cause by a three-fourths vote of the remaining directors.

3.9. Compensation. No elected member of the Board of Directors shall receive compensation for such service, with the exception of the president and treasurer, if the Board so determines. Board members and officers shall be reimbursed for reasonable and proper expenses incurred in fulfilling their duties, provided they submit valid receipts in a manner approved by the Board of Directors.

Article IV—Meetings of the Board of Directors

4.1 Regular Meetings. The Board of Directors shall meet a minimum of four times a year in person or by electronic means. See 4.8 below.

4.2 Annual Meeting. The Annual Meeting of the Board of Directors will take place in a month designated by the Board by resolution. It is at this meeting where election of new members, including officers, will take place. Generally, it is the meeting at which priorities for the next fiscal year will be approved, including budgets.

4.3. Quorum. A quorum for conducting the business shall be a majority of standing members of the Board of Directors.

4.4. Voting, Proxies and Absentee Voting. The act of a majority of board members present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by law, by the Constitution of Lutheran Core or by these bylaws. Proxy and absentee voting shall not be permitted in the transaction of any business of Lutheran CORE.

4.5. Rules and Procedures. Robert's Rules of Order, latest edition, shall govern all deliberations of the Board of Directors when not in conflict with the Constitution of Lutheran CORE. The

order of business may be altered or suspended at any meeting by a majority of votes cast by members present.

4.6. Special Meetings. Special meetings may be called by the president or by the Board of Directors acting by itself.

4.7. Notice. Written or electronic notice of the time and place of meetings of the Board of Directors must be mailed or electronically transmitted to all those entitled to be present as follows: at least 30 days in advance for the Annual Meeting; at least ten (10) days in advance of regular meetings; and at least five (5) days in advance for special meetings.

4.8. Conduct of Meetings. The president of the Board shall preside as chair of all meetings, unless in such officer's absence or at his/her pleasure another director is selected or appointed. The secretary of the corporation, or in the secretary's absence any person appointed by the presiding officer of the meeting, shall act as secretary for the meeting.

4.9. Participation in a Meeting. Members of the Board of Directors or any committee or subgroup designated by the Board of Directors may participate in a meeting by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear or otherwise communicate with each other. Participation in a meeting pursuant to the provisions of this subsection shall constitute presence in person at the meeting.

4.10. Action without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee or subdivision of the Board may be taken without a meeting if all of its members, as the case may be, consent in writing, or by electronic transmission and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings.

Article V— Officers

5.1. The officers of Lutheran CORE shall be a president, a vice president, a secretary, and a treasurer. The same person may hold more than one position with the exception of the president and secretary. All officers shall have voice and vote at all meetings of the Board of Directors.

5.2. President

- a. The president of the corporation will carry out the duties typically ascribed to that office. Ordinarily, the president of the board must be an ordained pastor in a Lutheran church body. However, if the executive director is an ordained Lutheran pastor, then the president may be a layperson. The president shall be elected to a term of two years and may be re-elected for no more than two additional terms. A partial term of more than one year shall be considered as a full term. Former presidents, upon completion of their term(s), will be eligible to serve on the Board of Directors defined in 3.5 of Article III above. The president shall be a supporting member of Lutheran Core.
- b. The president shall serve as the chair of the Board of Directors and as such, preside at all meetings of the board of Directors, and shall have the power to delegate such authority.
- c. The president shall submit a report to supporting members, partners and other constituencies concerning the life and work of Lutheran CORE annually.

- d. The president shall be empowered to sign legal documents on behalf of Lutheran CORE, as authorized by the Board.

5.3. Vice President

- a. The vice president of the Board shall be elected by the Board of Directors from among its members to a term of two years and may be reelected for no more than two additional terms. A partial term of more than one year shall be considered as a full term. The vice president shall be a supporting member of Lutheran CORE.
- b. The vice president may serve in other capacities as deemed appropriate by the president. In the event of the death, resignation, or disability of the president, the vice president shall convene the Board of Directors to arrange for the conduct of the duties of the president until a new president shall be elected, or, in the case of temporary disability, until the president resumes full performance of the duties of the office.

5.4. Secretary

- a. The secretary shall be elected by the Board of Directors from among its members to a term of two years and may be reelected for no more than two additional terms. A partial term of more than one year shall be considered as a full term. The secretary shall be a supporting member of Lutheran CORE.
- b. The secretary shall keep the minutes of meetings of the Board of Directors, and shall maintain a list of members of Lutheran CORE Board of Directors. The secretary shall be empowered to sign legal documents on behalf of Lutheran CORE, as authorized by the Board of Directors, and shall perform other duties as may be directed from time to time.

5.5. Treasurer

- a. The treasurer shall be elected by the Board of Directors from among its members to a term of two years and may be reelected for no more than two additional terms. A partial term of more than one year shall be considered as a full term. The treasurer shall be a supporting member of Lutheran Core.
- b. The treasurer shall provide for the management of the monies and accounts of Lutheran CORE; shall receive and record offerings and contributions; shall be empowered to sign legal documents on behalf of Lutheran CORE, as authorized by the Board; and shall pay regular appropriations and orders in accordance with the budget and/or at the direction of the Board of Directors.
- c. The treasurer shall present annually a detailed report of the receipts and disbursements of Lutheran CORE for the preceding fiscal year.
- d. The Board may, according to need, hire an assistant treasurer who will provide assistance in fiscal matters. The assistant treasurer may have voice but not vote on the Board of Directors.

Article VI—Staff

6.1. Executive Director. The Board may hire the President of the Board or a person from outside the Board to serve as the executive director of the corporation. The executive director has day-to-day responsibilities for the corporation, including carrying out the corporation's goals and policies in accordance with duties described in his/her job description approved by the Board. In

that capacity, the executive director reports regularly to board members and monitors the work of other staff, consultants, and volunteers.

6.2. Other “Staff”. From time to time and in accordance with the corporation’s strategic vision, budget and provided that there is a sufficient funding stream, other persons may be hired.

Article VII—Committees, Task Forces, and Working Groups

The Board of Directors shall appoint committees, subcommittees, task forces, or other working groups, both standing and *ad hoc*, to meet the needs of Lutheran CORE in the conduct of both its mission and management. It is primarily through such committees, task forces and working groups, both standing and *ad hoc*, that the Board will carry out the work of the organization.

7.1. Standing Committees.

7.1.1 Executive Committee. The Executive Committee shall consist of the president, vice president, secretary, treasurer. The Executive Committee shall act in the place and stead of the Board of Directors between board meetings on all matters except those specifically reserved to the Board of Directors by the Constitution of Lutheran Core, these bylaws or state law. The Executive Committee is responsible for:

- a. Administrative matters related to establishing policies and procedures for the Board and staff;
- b. Developing the annual budget of the Corporation with the assistance of the Finance Committee;
- c. If the Board elects to do so for the fulfillment of the corporation’s mission, hiring and evaluating a director or other staff, evaluating staff performance, and handling grievances in personnel issues;
- d. Legal and governance matters related to good faith and reasonable diligence and management, including board nominations.
- e. The Executive Committee shall meet a minimum of 4 times each year at meetings called by the president. Minutes of the Executive Committee shall be maintained and reported to the full Board.
- f. The Executive Committee shall not deal with the following: approval or dissolution or merger or the sale of the corporation's assets, appointment or removal of directors, or approval of amendment of the Constitution of Lutheran Core or these bylaws.

7.1.2 Finance Committee. The treasurer is the chair of the Finance Committee which includes two other members of which at least one shall be a member of the board. The Finance Committee is responsible for:

- a. Reviewing fiscal procedures.
- b. Developing a fundraising plan to achieve that budget.
- c. Reviewing on a regular basis expenditures vis a vis income and budget.
- d. Ensuring that financial reports are made to the Board at least quarterly and an Annual Report issued 90 days after the close of the fiscal year made available to the Board and the public.
- e. Recommending an independent accountant to perform regular financial reviews of Lutheran Core.

7.1.3. Audit Committee. This committee shall consist of two or more members selected by the Board, and include the treasurer, who shall serve as chair and preside at meetings of the committee. No committee member shall be an employee of the corporation, and all members shall be covered by the corporation's conflict of interest policy. Committee members shall have a basic understanding of finance, accounting, investment management and fundamental financial statements. At least one member of the Committee shall have a sophisticated understanding of financial reporting and accounting as determined by the Board. The Audit Committee shall have oversight of:

- a. The corporation's systems of internal controls and risk management.
- b. The integrity of the corporation's financial statements.
- c. The corporation's compliance with legal and regulatory requirements and ethical standards.
- d. The engagement, independence and performance of the corporation's independent auditors.

7.1.4. Editorial Committee. This committee shall be chaired by a board member of the corporation and consist of at least three persons. The purpose of this committee is to:

- a. Develop plans and guidelines for the Lutheran CORE *Voice* and other publications and communications both print and electronic.
- b. The Committee may designate other members of the board or committees to assist in the completing the purpose of this committee, including seeking or soliciting contributors of articles, vetting articles for inclusion in publications, and editing articles selected for publication.

7.2. Membership and leadership. Membership of committees, task forces and other groups shall be comprised of individuals who ascribe to the Constitution of Lutheran CORE and the Common Confession. In most cases committees, task forces and working groups will be chaired by a member of the Board. Chairs of all committees, task forces and other groups shall be appointed by the president. Membership will be determined by the chairs.

7.3. Meetings. Meetings of committees, taskforces and other groups shall be called by their chair and minutes of such meetings reported to the full Board. See also section 4.9 and 4.10 of these bylaws concerning meetings and actions of committees.

VIII— FINANCES: FISCAL YEAR, CHECKS, DRAFTS, BANK ACCOUNTS, BUDGETS AND CONTRACTS

8.1 Fiscal Year. The fiscal year of the corporation shall be the calendar year.

8.2. On the basis of estimated income, the Board of Directors shall authorize expenditures within the budget for the fiscal year. Expenditure authorizations shall be subject to revision by the Board in light of changing conditions.

8.3. Execution of Contracts and Other Documents. The Board, except as law or these bylaws otherwise require, may authorize any officer or officer(s), or agent(s), in the name of, and on

behalf of, the corporation to enter into any contract or execute any deed or other instruments, and any such authority may be general or confined to specific instances.

8.4. Loans. The corporation shall not lend money to, guarantee the obligation of, become surety for, or otherwise financially assist any person unless the transaction, or the class of transactions to which the transaction belongs, has been approved by the Board in accordance with the provisions of Minnesota Statutes Section 317A.501 and all other applicable law.

8.5. Checks & Drafts, etc. All checks, drafts or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by the treasurer or such officers or agents of the corporation as shall be designated and in such manner as shall be determined from time to time by resolution of the Board or members at any time and from time to time. Expenditures of more than \$1,000.00 and which are not included in an approved budget, must receive prior authorization of the Board.

8.6. Contributions and Deposits. All contributions, grants, bequests and gifts made to Lutheran CORE shall be accepted and collected only as authorized by the Board. Funds shall be held in reputable banks, trust companies or other depositories as the Board may from time to time select. Funds shall be received and disbursed by those persons who are bonded, including the Board President and the Board Treasurer.

IX— FIDUCIARY DUTIES AND CONFLICT OF INTEREST POLICY

9.1. Fiduciary Duties. Board members have a fiduciary relationship with Lutheran CORE and are therefore held to legal duties of diligence, care and fidelity. As such, directors must be diligent about attending meetings, communicating with the president and executive director, reading information, acting reasonably and in good faith, ensuring effective management practices and procedures within the organization, upholding confidentiality and avoiding any appearance of conflict of interest.

9.2 Conflict of Interest Policy. A Conflict of Interest may exist when the interest or activities of any director, officer, or staff member may be seen as competing with the interests or activities of the corporation, or the director, officer, or staff member derives a financial or other material gain as a result of the direct or indirect relationship. In such instances the following is required.

9.2.1. Disclosure. Any possible conflict of interest shall be disclosed to the Board by the person concerned, if that person is a director or an officer of the corporation, or to the president, or to such person or persons as he or she may designate, if the person is not a director or officer of the corporation.

9.2.2. Abstinance from Vote. When any conflict of interest relates to a matter requiring action by the Board of Directors, the interested person shall call it to the attention of the Board of Directors or its appropriate committee and such person shall not vote on the matter; provided however, that any director disclosing a conflict of interest may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof.

9.2.3. Absence from Discussion. Unless requested to remain present during the meeting, the person having the conflict shall retire from the room in which the board or its committee is

meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall provide the Board or its committee with any and all relevant information.

9.2.4. Minutes. The minutes of the meeting of the Board or its committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board or its committee, excluding the person concerning whose situation over which the doubt has arisen.

9.2.5. Annual Review. A copy of this conflict of interest bylaw shall be furnished to each director, officer, and senior staff member who is presently serving or in the future will serve the corporation. The Board will review this policy annually. All Board members will provide a certification of knowledge of this policy and in writing disclose any conflicts of interests on an annual basis.

Article X— Indemnification

10.1. Any person who at any time shall serve or shall have served as a director, officer, or employee of Lutheran CORE, or of any other enterprise at the request of Lutheran CORE, and the heirs, executors, and administrators of such person shall be indemnified by Lutheran CORE in accordance with, and to the fullest extent permitted by Minnesota Statutes Section 317A.521, subd. 1(d) as it may be amended from time to time.

10.2. Nothing contained in this Article 10 shall affect any rights to indemnification to which the personnel of Lutheran CORE may be entitled by contract or otherwise under law.

10.3. Lutheran CORE may, but shall not be required to, purchase and maintain insurance on behalf of a person in that person's official capacity against any liability asserted against or incurred by the person in or arising from that capacity, regardless of whether Lutheran CORE would have been required to indemnify the person against the liability.

Article XI—Miscellaneous

11.1. Amendments. These bylaws may be altered, amended or repealed or new bylaws may be adopted in accordance with the Laws of the State of Minnesota. Amendments to these bylaws may be made by two-thirds vote of standing members of the Board of Directors in attendance at any meeting after written notification of such amendments has been given to the members at least 30 days prior to the meeting.

11.2. Dissolution of Lutheran CORE. In the event of the dissolution of this corporation, all of its remaining assets, after the payment of all liabilities and the fulfillment of other legal obligations, shall be transferred to one or more organizations organized and operated exclusively for charitable purposes and which shall at that time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine.

APPENDIX A: The Common Confession

1. The Lord Jesus Christ

We are people who believe and confess our faith in the Triune God—Father, Son, and Holy Spirit. We trust and believe in Jesus Christ as our Savior and Lord.

2. The Gospel of Salvation

We believe and confess that all human beings are sinners, and that sinners are redeemed by the death and resurrection of Jesus Christ. God alone justifies human beings by faith in Christ—a faith that God creates through the message of the Gospel. As ambassadors for Christ, God uses us to speak His Word and build His kingdom.

3. The Authority of Scripture

We believe and confess that the Bible is God's revealed Word to us, spoken in Law and Gospel. The Bible is the final authority for us in all matters of our faith and life.

4. A Common Confession of Faith

We accept and uphold that the Lutheran Confessions reliably guide us as faithful interpretations of Scripture and that we share a unity and fellowship in faith with others among whom the Gospel of Jesus Christ is preached and the sacraments are administered in accordance with the Gospel.

5. The Priesthood of All Believers

We believe and confess that the Holy Spirit makes all who believe in Jesus Christ to be priests for service to others in Jesus' name, and that God desires to make use of the spiritual gifts he has given through the priesthood of all believers.

6. Marriage and Family

We believe and confess that the marriage of male and female is an institution created and blessed by God. From marriage, God forms families to serve as the building blocks of all human civilization and community. We teach and practice that sexual activity belongs exclusively within the Biblical boundaries of a faithful marriage between one man and one woman.

7. The Mission and Ministry of the Congregation

We believe and confess that the church is the assembly of believers called and gathered by God around Word and Sacrament, and that the mission and ministry of the church is carried out within the context of individual congregations, which are able to work together locally and globally.