

RESTATED BY-LAWS OF THE COLONIAL CHURCH
(As Amended on April 27, 2014)

ARTICLE I - NAME

The name of this Church shall be The COLONIAL CHURCH.

ARTICLE II - OBJECT

The object of this Church as a community of people called to a common life by God is: to worship God; to hear God's Word and participate in the sacraments; to assist in the spiritual formation of its members; to care for one another; and to reach out to our community and the world with the love of Christ. This common life is God's will as revealed in the life, teaching, death and resurrection of Jesus Christ.

ARTICLE III - POLITY

This Church acknowledges Jesus Christ as its head and in matters of faith and discipline finds its guidance in Holy Scripture.

The government of this Church is vested in its members, who exercise the right of control in all its affairs through the Church Meeting. As a Congregational Church, we affirm the freedom of each member to follow the Word of God according to his or her own conscience under the leading of the Holy Spirit. We covenant to continue the same ecclesiastical and legal entity created when the Church was incorporated in the State of Minnesota, and to continue in the congregational form of Church government then adopted and provided in the Articles and By-Laws duly adopted by the Church from time to time.

ARTICLE IV - DOCTRINE

Colonial Church affirms the historic Christian faith rooted in Holy Scripture and confessed by the church at all times and in all places.

We believe that God has been revealed as the one true God in the three persons of the Trinity: the Father, the Son and the Holy Spirit.

We believe that God who has created all things creates us in His own image and sets before us the ways of life and death. But as human beings, we all have sinned and fall short of the glory of God (Romans 3:23). In love, God has acted to save our fallen world from sin, death and the power of evil through the words and events of redemptive history fulfilled ultimately in Jesus Christ.

In Jesus of Nazareth, God became human, revealed Himself to us, and shared our common humanity. We believe that Jesus Christ is the Son of God, the Savior of the world who through His life, death and resurrection revealed the divine love, conquered sin and death, and reconciled the world to Himself.

We believe that God gives us the Holy Spirit, who calls and gathers us into the Church of Jesus Christ, binding in covenant faithful people of all ages, tongues and races. Through the Holy Spirit, the Word of God feeds us, we share in Christ's baptism, we eat at His table, and we grow in the grace and knowledge of God.

We affirm that the Bible contains the Word of God, given by divine inspiration, the only normative rule of faith and practice. The books of the Old and New Testaments are to be interpreted according to their historical context and purpose in reverent obedience to the Lord who speaks through them in living power.

We believe that through the Holy Spirit we are justified and sanctified by God's grace and enabled to love one another. God promises to all who trust Him forgiveness of sins, fullness of grace and eternal life in His kingdom, which has no end.

As the Church, we are called to proclaim the gospel to the entire world, to care for one another and to serve the world, striving for justice, peace and reconciliation among all people.

God's redemptive purpose will be consummated by the return of Christ to raise the dead, to judge all people, and to establish His glorious kingdom. Then shall the eager longing of creation be fulfilled and the whole earth will proclaim the glory of God who makes all things new.

To God be all blessing and honor, all glory and power.

ARTICLE V - MEMBERSHIP

Section 1. Membership. The membership of this corporation shall consist of persons, who satisfy the membership requirements of the Deacons, publicly assent to the Church Covenant, are received as members at a worship service, and satisfy one of the following requirements:

- (a) On confession of faith and baptism;
- (b) By a confirmand of the Church owning the covenant;
- (c) By reaffirmation of faith by a baptized person; or
- (d) By transfer of membership from another congregation.

Section 2. Termination of Membership. The continuance of membership shall be subject to the principles and conditions determined by the Deacons, including the following:

(a) A member who desires transfer of membership to another church shall receive it. Membership shall be terminated upon receipt by the Church of the member's request for transfer. Such request for release shall be confirmed in writing by either the member or the Church.

(b) Should a member request to be released from membership, his or her membership shall be terminated upon receipt of the request by the Church. Such request for release shall be confirmed in writing by either the member or the Church.

(c) A member who has not communicated with the Church or contributed to its support for two years shall be transferred to the inactive list by action of the Deacons. Subsequently, the Deacons may remove such member's name from the membership roll upon approval from the Church Council.

(d) Should a member persist in conduct unbecoming a Christian or in breaking his or her covenant vows as determined by the Deacons, the Deacons may censure such member or terminate their membership upon approval from the Church Council. Such action shall follow faithful efforts at restoration as suggested in Matthew 18:15-17. Any person whose membership has been terminated by the Deacons may be restored by the Deacons.

ARTICLE VI - CHURCH COVENANT

We covenant with the Lord and one with another; and do bind ourselves in the presence of God, to walk together in all His ways, according as He is pleased to reveal Himself unto us in His blessed word of truth. (Salem Covenant, 1629)

ARTICLE VII - CHURCH MEETINGS

Section 1. Annual Church Meeting. The Annual Church Meeting shall be held each year in late April, at the time and date set by the Church Council, to receive the yearly reports of the Senior Minister, Officers, Church Council, and Committees; to elect Officers and other nominees presented by the Nominating Committee, or otherwise in accordance with these By-Laws, including Church Council members, Deacons, and Committee Chairs and Vice-Chairs; to approve the coming year's Annual Budget and Operating Plan; and to conduct such other affairs of the Church as may be necessary.

Yearly reports will include information on the Church's financial status and the

results of accomplishments toward achieving the Strategic Plan and Annual Operating Plan.

The proposed agenda for the Church Meeting shall be posted and available in the Church at least seven days prior to the meeting. A dedicated period for comments and discussion by members of the Church shall be included in such agenda.

Section 2. Special Church Meetings. Special Church Meetings for matters pertaining to the affairs of the Church shall be called by the Secretary (a) on the request of the Senior Minister, the Moderator, a majority of the Church Council, or a majority of one of the Committees of the Church, or (b) on written request of 15 members of the Church. If a Special Church Meeting is requested as provided for above, the Church Council shall establish a date for the Special Church Meeting such that the meeting occurs within 30 days after the Secretary's receipt of such request. The scheduled Special Church Meeting will be properly noticed, as provided for in Section 5 below.

A Special Church Meeting may be canceled only by the person or persons who originally called the Special Meeting.

Section 3. Additional Church Meetings. Church Meetings for the general purpose of communication and discussion of matters of importance to the Church may be scheduled and held as the Church Council or Senior Minister deem appropriate. Specific actions should not be presented for a vote, or for decision, unless the meeting has been called as a Special Church Meeting under Section 2 above, and Notice given of the meeting and the subject to be voted upon.

Section 4. Reserved Powers. Church members, meeting as a Church Meeting, shall have the sole authority and responsibility to consider, vote on, and approve the following actions:

- Election of Officers, including the Moderator, Vice Moderator, and Treasurer, Church Council members, Deacons, and Committee Chairs and Vice Chairs;
- Approval of the Annual Operating and Capital Budgets;
- Approval of the Strategic Plan and Annual Operating Plan;
- Action on other special Church matters as provided for in Section 2, Special Church Meetings;
- Removal of any member of the Church Council, with or without cause;
- Approval to buy, sell, mortgage, lease or transfer real property; indebtedness on behalf of the Church (other than checks, drafts, short term lines of credit, not to exceed \$200,000, or other orders of payment of money in the ordinary course of business);

- Appointment of a Pastoral Search Committee for a Senior Minister search;
- Offering of a call to the Senior Minister and all other ordained staff members; final decision step in making a request for a Senior Minister's resignation, or in the termination of the Senior Minister;
- Approval of amendments to these By-Laws;

Section 5. Notices. Notices for the Annual and Special Church Meetings shall be given as follows: The time and place of the Church Meeting shall be published in the newsletter, e-mail, and/or other written notice sent to members at least ten days prior to said Church Meeting such that all Church members receive such notice. Said notice shall also be set forth in the Church Bulletin and announced at public worship services on two successive Sundays preceding said Church Meeting, or by such longer notice as required by these By-Laws. In the case of a Special Church Meeting, said notice shall also specify the purpose of the meeting and the Officer or group requesting the Special Church Meeting.

Section 6. Quorum. A quorum for an Annual or Special Church Meeting shall consist of 75 members.

Section 7. Voting. As provided for in Article X, Sections 1 and 2, and a quorum being present, a two-thirds vote of those present at the time of the vote and voting is required for the selection of a Senior Minister Search Committee and the call of a Senior Minister or other ordained ministers, or the termination of a Senior Minister; a two-thirds vote of those present at the time of the vote and voting is required to amend these By-Laws, as provided for in Article XII. A majority of those present at the time of the vote, and voting on all other business is decisive. All members of the Church are entitled to vote. Voting on any question shall be by show of hands or voice vote unless an alternative method shall be established by motion adopted by a majority of those present and voting. Voting by proxy shall not be permitted.

Section 8. Reports. Upon request by the Church Council, the Senior Minister, Officers, Staff, and Committees, shall report at the Annual Church Meeting and at such other times as may be requested by the Church Council.

Section 9. Rules of Organization and Governance. The Church, when meeting under Sections 1 and 2 above, shall abide by a written set of rules of order, such rules to be recommended by the Church Council, after preparation by independent counsel, for adoption by the Church members. Alternative methods of managing a specific meeting may be adopted ahead of a meeting convening, by the Church members present at such meeting.

ARTICLE VIII - THE CHURCH COUNCIL

Section 1. Governing Body. Subject to the authority of the Church members, the Church Council shall provide governance over the business, property, and programs of the Church, through its Officers, Senior Minister, Committees, and other Subcommittees and Task Forces.

It shall be the responsibility of the Church Council, the Senior Minister and the Staff, working together, and discerning the will of the members, to define the entire purpose and program of the Church through the preparation of a Strategic Plan and Annual Operating Plans.

The Church Council shall organize, assign responsibility, and oversee the work of all of the Committees as it deems to be consistent with the objectives of the Church and appropriate to facilitate the conduct of business by and among such Committees.

The Church Council shall evaluate the performance of the Senior Minister at least annually, and may adjust his/her compensation, as appropriate. The Church Council shall consult with the Human Resources Committee regarding the performance evaluation and any proposed salary adjustment. The Church Council may seek the resignation of, or terminate the Senior Minister, subject to the right of either the Senior Minister or the Church Council to bring the decision to the Church members, as provided for in Article VII, Section 4, paragraph 10.

Except as otherwise prohibited in these By-Laws, the Church Council may authorize certain Officers and Staff to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Church, and such authority may be either general or confined to specific instances.

Section 2. Composition. The Church Council shall be composed of the Moderator, the Vice Moderator, the Treasurer, and the Senior Minister plus six to nine at-large members, all to be elected by the members of the Church. The Church Council shall elect a Secretary from amongst the at-large Church Council members who shall also serve as the Church Secretary.

All at-large Council members shall be elected for staggered three-year terms. The at-large Council members shall serve until successors are elected. At-large members may not be elected to a second consecutive three-year term. Council members may serve as Council members again following a one-year absence from the Council. If necessary to maintain staggered terms, the Church Council may establish terms of one or two years until balance is achieved such that one-third of the at-large members retire each year. A person serving a one-year term under this provision will be eligible for a full three-year term to follow. A person serving a two-year term under this provision may not be re-elected.

Only persons who have previously served the Church on a Committee or Task Force, or served in one of the Church's lay ministries shall be eligible to serve as an at-large member of the Church Council. At Church Council meetings, voting by proxy shall not be permitted. Any member of the Church Council may be removed, with or without cause, from the Church Council at any Annual or Special Church Meeting by a majority vote of the members present and voting on such matter, provided that written notice of such proposed action be given to members of the Church in accordance with these By-Laws. In the event any vacancy occurs in the Officers or members of the Church Council, the Church Council may appoint a replacement upon the recommendation of the Nominating Committee, which person shall be entitled to serve in such position until the date of the next Annual Church Meeting.

The composition of the Church Council may include up to two youth members, between the ages of 16 and 21, in addition to the six to nine at-large members. Youth members would be elected by the members of the Church. Youth members would serve for a term of one year, and once elected, would be eligible to serve for more than one consecutive term. Youth members would need to be confirmed members of the Church but would not need to have previously served the Church on a Committee or Task Force.

Section 3. Meetings. Regular meetings of the Church Council shall be held each month, unless otherwise determined by the Church Council. Special meetings of the Church Council may be called by the Senior Minister, the Moderator or any three members of the Church Council, upon two days written or e-mail notice to all members of the Church Council.

Section 4. Quorum. A majority of the members of the Church Council shall constitute a quorum for the transaction of business at any regular or special meeting of the Church Council. When a quorum of members of the Church Council is present in person at any meeting, the vote of a majority of those members present in person and voting shall decide any question brought before any such meeting.

Section 5. Action in Writing. Any action, which might be taken at a meeting of the Church Council may be taken without a meeting if such action is taken by written resolution signed by all of the members of the Church Council then in office.

Section 6. Meeting by Means of Electronic Communication. A conference among Church Council members by a means of communication through which the members may simultaneously hear each other during the conference constitutes a meeting of the Church Council if the same notice is given of the conference as would be required for a meeting, and if the number of Church Council members participating in the conference would be sufficient to constitute a quorum at the meeting. Participation in a meeting by this means constitutes personal presence at the meeting. In addition, a Church Council member may participate in a meeting of the Church Council by any means of communication through which that member, other non-physically present Council members participating, and all Council members physically present at the meeting, may simultaneously hear each other during the meeting.

ARTICLE IX - DEACONS AND COMMITTEES

Section 1. Deacons. The Deacons shall consist of up to 15 men and 15 women, 10 of who shall be elected at each Annual Church Meeting to serve for a term of three years. Deacons may be elected for one additional term. Honorary Deacons may be nominated by the Deacons Committee and elected for life by the church members.

The Nominating Committee shall also bring forward to the Annual Church Meeting the names of two Senior Deacon nominees to be elected for a one-year term. Senior Deacons may be elected for one additional term.

It shall be the duty of the Deacons to cooperate with the Senior Minister and other ordained and lay ministerial personnel of the Church in assisting spiritual formation and ministering to the spiritual interests of the Church and community. In cooperation with the ministerial personnel of the Church, they shall seek the enlistment of men, women and young people in commitment to the way of Jesus Christ, in their membership in the Church, in their active service in the Church and for it, in regular attendance upon the Church worship and in the fullness of the development of the Christian life through personal religious devotion and Christian worship and instruction in the home.

The Deacons shall cooperate with the ministerial personnel of the Church in developing new and expanded programs of evangelism for the Church and spreading the gospel of Jesus Christ throughout the community. In cooperation with the ministers of the Church, the Deacons shall assist at all worship services of the Church, performing such duties and functions as may be necessary to carry out the overall spiritual ministry and life of the Church.

Section 2. Committees of the Church Council. The Church Council shall establish Nominating, Human Resources, and Finance Committees for the purpose of fulfilling the duties and responsibilities of the Church Council.

(a) Nominating Committee. The Church Council shall establish a Nominating Committee to help identify, recruit and support volunteer resources for all Committees and Task Forces. The Nominating Committee shall be composed of a Chair and a Vice-Chair, to be elected at the Annual Church Meeting, and such other persons as the Chair and Vice-Chair select for recommendation to the Church Council for appointment.

The Nominating Committee shall meet at the call of the Committee Chair, 15 or more members of the Church, or the Church Council. The Committee shall nominate a Moderator, a Vice Moderator, Treasurer, Church Council members, Deacons, and Chairs and Vice Chairs of each Committee, all of whom will be presented to the members of the Church for election at the following Annual Church Meeting. The Nominating Committee shall prepare a ballot nominating one person for each position to be filled at the Annual Church Meeting and such ballot shall be posted and available at the Church not later than two Sundays prior to the Annual Church Meeting.

The Nominating Committee shall follow guidelines to assure that the persons nominated are qualified to fill the positions to which they have been nominated, and consent to and are prepared to serve in those positions in support of their immediate assignment as well as the general programs and mission of the Church. The Nominating Committee shall also work with and guide the elected Chairs and Vice Chairs of the Committees in determining the best persons for Committee assignments.

In selecting qualified candidates, the Nominating Committee shall use input from the Church members, the Staff, the Church Council, the Committees and membership data maintained in the Church administration offices. In selecting a nominee for the position of Vice Moderator, due regard shall be given to special input from the current Vice Moderator, the Moderator, and the Senior Minister.

In case any nominee, after election, declines to serve, or in any case a vacancy occurs in any elected position, the Church Council may appoint a replacement upon the recommendation of the Nominating Committee, which person shall be appointed to serve in such position until the date of the next Annual Church Meeting.

(b) Human Resources Committee. The Church Council shall establish a Human Resources Committee, which shall be composed of a Chair and a Vice-Chair, the administrator or executive minister, whichever position is then staffed, at least one member of the Finance Committee other than the administrator or executive minister, and such other persons as the Chair and Vice-Chair select for appointment by the Church Council.

The Human Resources Committee shall have responsibility and authority, subject to the Church Council, for establishing and monitoring the performance review system for the Senior Minister and all other Church Staff, overseeing the completion of such performance reviews, and for adoption and revision of personnel policies, including the compensation and employee benefit program. The Human Resources Committee shall advise Church leadership on approval of new staff positions, the development of job descriptions for new positions and shall make recommendations to the Church Council.

For the purpose of recruiting and interviewing prospective personnel, the Human Resources Committee may recommend to the Church Council the appointment of an appropriate Search Committee (which in the case of a staff position calling for an ordained minister, shall be called a Pastoral Search Committee), and the Church Council shall have authority to appoint such Search Committee, except in the instance of a Senior Minister search, which requires a Pastoral Search Committee approved by the Church members. Search Committees shall have at least five and no more than nine members.

Members of the Church may also nominate themselves, or another Church member, for election to a Senior Minister Pastoral Search Committee. Such nomination must be presented to the Church Council within five days after the call for the Special Meeting at which the election of the Senior Minister Pastoral Search Committee occurs.

(c) Finance Committee. The Church Council shall establish a Finance Committee, which shall be composed of the Chair, a Vice-Chair, the Treasurer, and four to eight at-large members. The Finance Committee shall meet regularly at least six times in each year, and special meetings may be called as provided for by the Finance Committee. Under the direction of the members of the Church and the Church Council, the Finance Committee shall have responsibility for the care and custody of the property of the Church and have charge of its financial affairs.

The Finance Committee shall have no power to buy, sell, mortgage, lease or transfer any real property without specific authority by vote of the members of the Church. No loans shall be contracted on behalf of the Church, and no evidence of indebtedness other than checks, drafts, short term lines of credit not to exceed \$200,000, or other orders for payment of money issued in the ordinary course of business shall be issued in its name without specific authority by vote of the members of the Church. Such authorization and approval may be general or confined to specific instances.

The Finance Committee, working with the Treasurer, the administrator or executive minister, whichever position is then staffed, and the Church Council, shall be responsible for coordinating all annual financial budgeting, the staffing budget, capital funding, and long-term financial planning activities for the Church and for consolidating all budgets, capital funding and overall financial plans for review and approval by the Church Council and the Church members.

The books and accounts of the Church shall be audited at least once each year by a public accounting firm selected by the Finance Committee, and confirmed by the Church Council.

Section 3. Committees to Support the Ministries of the Church. The Church Council may establish Committees for the purpose of supporting and leading the adult education; mission-outreach; music and arts; youth; and children's ministries, as well as for any other purpose necessary for fulfilling the Church's over-all mission. The specific responsibilities and duties of each Committee shall be specified by such Committees and submitted to the Church Council for approval each year.

Section 4. Other Committees and Task Forces. The Church Council may appoint such other Committees of the Church Council, and assign to such committees such responsibilities and duties as the Church Council may from time to time deem appropriate. Such Committees, however, shall at all times be subject to the direction and control of the Church Council. Committee members need not be members of Church Council and shall be appointed by resolution of a majority of all Church Council members then in office.

The Church Council or the Senior Minister may appoint Task Forces to perform special assignments for the Church. They shall serve for a limited term and be assigned tasks

that are defined by the Church Council or the Senior Minister. They will report to the Church Council or Senior Minister, as appropriate.

Section 5. Election and Terms. Committee Chairs and Vice-Chairs shall serve terms of one year. They will be elected to their positions by the members of the Church at the Annual Church Meeting. They will be eligible to be re-elected for one additional term. The Vice-Chair shall be nominated, absent unusual circumstances, to the office of Chair upon the vacancy of the Chair position. He/she shall fill the functions of the Chair in the absence of the Chair.

Committee members will serve terms of three years. Members of Committees will be appointed by the Church Council on recommendation from the Committee Chairs and Vice-Chairs, after consultation with the Nominating Committee in the selection of proposed Committee members. Committee members will be eligible to serve one additional term.

If necessary to maintain staggered terms among their members, the Committees may establish terms of one to two years until balance is achieved such that one-third of the members retire each year.

Committee members shall serve until their successors are selected. Committees shall at all times be subject to the direction and control of the Church Council. The Church Council may reorganize or eliminate any ministry related Committee at any time in furtherance of the interests of the church. Staff members may be assigned to Committees by the Senior Minister and they shall assist and cooperate with such Committees or subcommittees, but shall always report to and serve at the direction of the Senior Minister.

Section 6. Miscellaneous. All Chairs and Vice Chairs of Committees shall be members of the Church and have previously served on the Committee or otherwise were involved as a volunteer with that ministry.

A majority of the members of any Committee shall constitute a quorum for the transaction of business at a meeting of any such Committee. The provisions of these By-Laws shall apply to each Committee. Each Committee shall keep regular minutes of its proceedings and report the same to the Church Council, and shall make such minutes available to any Church member upon request.

Each Committee may appoint and be responsible for such subcommittees, the members of which may be recruited from outside the Committee, as may from time to time be required to carry out the activities and responsibilities within the jurisdiction of the Committee.

Each Committee may seek funding through the Church's annual budgeting

process for the carrying out of its work for the ensuing year, as well as any multi-year program and financial plan that may be required to satisfy the long range planning purposes of the Church.

ARTICLE X - STAFF AND OFFICERS

Section 1. Senior Minister. The Senior Minister, with the assistance of the other ministerial personnel, and the Deacons, shall have responsibility for the spiritual welfare of the Church and its members. The Senior Minister shall be the religious and spiritual leader of the Church and shall have under his/her care all services of public worship. He/she will preach the gospel, administer the sacraments, and provide pastoral care to the congregation.

The Senior Minister shall have authority over all members of the staff. He/she shall organize and direct the work of the ordained and lay ministers employed by the Church. He/she shall be responsible for the conduct of performance reviews of all ministers. He/she shall work with the Human Resources Committee then in determining salary adjustments for the ministers consistent with the Church's compensation program.

In collaboration with the Church Council, he/she shall provide direction and leadership for the activities of the Church. The Senior Minister may delegate, as appropriate, and at his/her discretion, the employment, organization, and management of other Church staff and activities to a church administrator or executive minister, whichever position is then staffed.

A search for a Senior Minister shall require the selection of a Senior Minister Search Committee to be elected by a two-thirds vote of the Church members present and voting at a meeting called for that purpose. The Senior Minister shall be an ordained minister. After the search has been conducted, the Senior Minister Search Committee shall recommend a Senior Minister to the Church members. The Senior Minister shall be called for a fixed or indefinite period by a two-thirds vote of the Church members present and voting at a Church Meeting called for that purpose.

Section 2. Staff. Subject to available funds, the Church Council may, from time to time, authorize the employment of such additional staff and assign such functions and responsibilities to them as it may deem appropriate.

All ordained ministers, other than the Senior Minister, employed by the Church shall be recommended by either a Pastoral Search Committee, or by the Senior Minister, and shall be called for a fixed or indefinite period by a two-thirds vote of the Church members present and voting at a Church Meeting called for the purpose.

Any ordained minister employed by the Church shall give 60 days notice to the Church Council in case he/she wishes to leave of his/her own volition. Should the Senior

Minister voluntarily resign or retire, or be terminated for causes due to violations of Church policy, the provisions of Article VII, Section 4, paragraph 10 will not be used.

The Church members may at any time, by a two-thirds vote of the Church members present and voting at a Special Meeting called for the purpose, terminate the employment of, or request the resignation of the Senior Minister, and may, by a majority vote of the Church members present and voting at a Special Meeting called for the purpose, terminate the employment or request the resignation of any other ordained minister. The Senior Minister, acting in concert with the Church Council, may terminate any minister, ordained or lay. Any ordained minister who loses ministerial standing may be terminated immediately by vote of the Church Council. All employees, including ordained ministers, are required to follow Church policies outlined in the Employee Handbook, and such additional policies adopted from time to time by the Church.

Section 3. Line of Authority. In cases of temporary absence of the Senior Minister from the Church, by reason of vacation, leave of absence, sickness, disability or other cause, the Senior Minister shall appoint an ordained staff member, who currently serves in an ordained position in the Church, to exercise the responsibilities and functions of the Senior Minister during the duration of such absence. In the event the Senior Minister fails to, or is unable to designate a staff member to exercise such responsibilities and functions in the absence, the Church Council shall have the authority to designate an ordained staff member, who currently serves in an ordained position in the Church, to exercise the responsibilities and functions of the Senior Minister.

Section 4. Moderator. The Moderator of the Church shall be a member of the Church, who is not an employed staff member, and who shall have previously served as a member of the Church Council, or a Committee of the Church, or been actively involved in a lay ministry of the Church, and who shall be elected by the Church members at the Annual Church Meeting for a term of one year. He/she shall be the Chair of the Church Council and shall preside at all business meetings of the Church. The Moderator shall have such other powers and perform such other duties, consistent with these By-Laws, as the Church Council may prescribe from time to time. He/she shall be ineligible to serve as Moderator or to serve on the Church Council for one year after his/her term of office.

Section 5. Vice Moderator. The Vice Moderator of the Church shall be a lay member of the Church, who is not an employed staff member, and who shall have previously served as a member of the Church Council, on a Committee or Task Force of the Church, or been actively involved in a lay ministry of the Church, and who shall be elected by the Church members at the Annual Church Meeting for a term of one year. He/she shall be nominated, absent unusual circumstances, to the office of Moderator in the succeeding year. He/she shall fill the functions and responsibilities of the Moderator in the absence of the Moderator and any such periods of service shall not count for purposes of the one-year term as Moderator. The Vice Moderator may serve as a member of any Committee of the Church.

Section 6. Treasurer. The Treasurer shall be elected by the Church members at the Annual Church Meeting for a term of one year, and shall serve as a member of the Finance Committee, as well as a member of the Church Council. The Treasurer may be elected to a maximum of nine additional one-year terms. As Treasurer of the Church, he/she shall have custody of all corporate funds. The Treasurer shall ensure that regular books of account are kept, and shall perform all other duties incident to the office.

The Treasurer shall report from time to time to the congregation, including at the Annual Church Meeting, on the Church's financial status and on other financial matters of importance to the Church.

Section 8. Secretary and Assistant Secretary. The Secretary shall be an at-large member of the Church Council who is elected Secretary by the Church Council for a term of one year. The Secretary may be elected for additional terms as Secretary. The Secretary shall keep a faithful record of the proceedings of the Church and of the Church Council. The Secretary and/or any Assistant Secretary appointed by the Church Council shall keep a register with addresses of the membership of the Church, with dates and modes of their reception and removal, and a record of baptisms and marriages. The Secretary and/or any Assistant Secretary shall issue letters of transfer, notifying the churches to which they are addressed; preserve on file all communications and written official reports; notify all persons elected to offices, or Committees; give legal notices of all meetings when such notices are necessary; call Special Church Meetings upon proper request; conduct all correspondence so far as this is not otherwise provided for; and perform such other duties as are prescribed by law or as usually pertain to the office of a Clerk or Secretary of an assembly.

Section 9. Other Officers. Any other Officers elected by the members of the Church shall hold office for the term established by the members and shall have such powers, perform such duties and be responsible to such other Officer as the Church Council may from time to time prescribe.

ARTICLE XI - FISCAL YEAR

The fiscal year of the Church, for financial purposes, will begin on the 1st day of May of each year and end on the 30th day of April of each year. At all times, the official year of the Church shall begin on May 1 of each year, and all Officers and Committees shall assume their duties on May 1 following the Annual Church Meeting and continue in office until their successors are elected and assume their duties.

ARTICLE XII - AMENDMENTS

The members of the Church shall have the authority to amend these By-Laws, in whole or in part, at any Annual or Special Church Meeting where a quorum is present, upon the vote of a two-thirds majority of all members present and voting in person at

any such meeting, provided that 15 days written notice of any such proposed amendment to these By-Laws shall have been given to all members in the written notice of meeting provided for by these By-Laws; provided, however, that Articles I through VI of these By-Laws may be amended by a two-thirds vote only after the proposed amendment has been made available to the members of the Church in writing not less than two months previously and has been announced or summarized before the congregation at each service on three consecutive Sundays preceding the meeting.

ARTICLE XIII - INDEMNITY

The Church shall indemnify its Officers, Church Council members, and Committee members against judgments, penalties, fines, including without limitation, excise taxes assessed against the person with respect to an employee benefit plan, settlements, and reasonable expenses, including attorneys' fees, and disbursements incurred by such persons in connection with a proceeding in which they are or are threatened to be made a party by reason of their action on behalf of the Church to the fullest extent permitted under Minnesota law. In order to avail himself or herself of this indemnification provision, however, a person must: (1) not already be indemnified by another organization in connection to the same proceeding and the same acts or omissions; (2) have acted in good faith with respect to the acts or omissions complained of; (3) have received no improper personal benefit; (4) in the case of a criminal proceeding, have had no reasonable cause to believe his or her conduct was unlawful; (5) in the case of a civil proceeding, have reasonably believed that he or she was acting in the best interests of the Church.

Amended 11/25/2008

Amended 4/27/2014