

**AMENDED AND RESTATED BYLAWS
OF
HOSANNA! LUTHERAN CHURCH OF LAKEVILLE**

**ARTICLE 1.
OFFICES**

1.1) Offices. The principal office of the Hosanna! Lutheran Church of Lakeville (the “Hosanna”) shall be located in Lakeville, Minnesota. Hosanna may have offices at such other places, within or without the State of Minnesota, as the Vision Board may from time to time designate.

**ARTICLE 2.
MEMBERS AND MEMBERSHIP**

2.1) Members. Hosanna shall have one class of members with voting rights (the “Members”).

2.2) Membership. All Members of the Hosanna’s congregations at all its locations who are eighteen years of age or older shall constitute the Members of Hosanna. An individual may become a Member of Hosanna by affirmation of faith, letter of transfer, or reaffirmation of faith.

2.3) Membership List. The Vision Board shall maintain a list of its Members at its principal office.

2.4) Removal; Removal Causes and Discipline.

a) Members may be removed only by a process that is fair and reasonable and requires at least fifteen (15) days' prior written notice of the removal and the reasons therefor and an opportunity for the Member to be heard at least five (5) days before the effective date of the removal.

b) The Vision Board or a delegate thereof may remove a Member from membership for reasons of inactivity, transfer, death, or discipline.

c) The Vision Board has the authority to discipline Members according to the process in Matthew 18:15-18. All Members under discipline are entitled to recourse and appeal with an impartial arbitrator agreed upon by a delegate of the Vision Board and the member under discipline. If the outcome is not satisfactory, the member under discipline has the right to appeal to the Vision Board.

2.5) Resignation. Any Member may resign from membership at any time by giving notice to the Secretary of Hosanna. Such resignation shall become effective without acceptance upon receipt of the notice, unless the notice specifies a later date. A Member who resigns shall be deemed to resign as a director, if so serving.

2.6) Voting. The Members of Hosanna shall have one vote on or in respect of any matter on which Members of Hosanna have the right to vote under law, the Articles of Incorporation, the Constitution, or these Bylaws.

2.7) Transferability. A Member may not voluntarily or involuntarily transfer or assign his or her membership or any right arising therefrom.

ARTICLE 3. MEETINGS OF MEMBERS

3.1) Annual Meetings. An annual meeting of Members shall be held in each calendar year. The date, time, place and the agenda for the annual meeting shall be established by the Vision Board or the Lead Pastor in Vision Board's absence.

3.2) Special Meetings. Special meetings of the Members may be called for any purpose at any time by the Lead Pastor, the President of Hosanna, the Vision Board or by written demand of the Members constituting at least five percent (5%) of the Members or as provided by law.

3.3) Place of Meeting; Video Broadcasting. Meetings of the Members shall be held at the registered office of Hosanna, or at such other place as may be designated by the Lead Pastor or the Vision Board, except as otherwise required by law. Meetings may be broadcast to other campuses of Hosanna so that all Members may participate.

3.4) Notice of Meetings. Except as otherwise required by law, notice of all meetings of Hosanna's Members shall be given at the services of worship on the preceding two consecutive weekends before the meeting and by publication in routine Hosanna publications at least ten (10) days in advance of the date of the meeting. Any notice for a special meeting of the Members shall specify the purpose for which the special meeting is to be held and no other business may be transacted at such special meeting.

3.5) Waiver of Notice. The Members may waive notice of any meeting before, during or after the meeting, in writing, orally or by attendance. Attendance at a meeting by a member is a waiver of notice of that meeting unless the member (i) objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or (ii) objects before a vote on an item of business because the item may not be lawfully considered at such meeting and does not participate in the consideration of the item at such meeting. All waivers shall be filed with the records of the corporation.

3.6) Quorum. One hundred (100) of the Members shall constitute a quorum for the transaction of the business at any meeting of Members. If the quorum is not present in person or by remote communication at a meeting, those Members present may adjourn the meeting until a quorum is present. At the reconvened meeting, once a quorum is present, any business may be transacted which might have been transacted at the meeting that was adjourned.

3.7) Voting. Except as set forth in Section 3.8 of these Bylaws, the affirmative vote of the majority of the Members, present in person or by remote communication at a duly-held

meeting shall constitute the act of the Members, except as otherwise provided by law, the Articles of Incorporation or these Bylaws. Neither proxies nor absentee ballots are permitted.

3.8) Action by Ballot. Members must take action by written ballot at a meeting in the manner prescribed by law on the following items:

- a) To call a Lead Pastor or to request a Lead Pastor's resignation;
- b) To authorize a single expenditure of more than \$500,000 or a transaction that involves more than \$500,000 of value; or
- c) When requested by ten (10) or more Members present at a meeting.

3.9) Meetings by Remote Communication. A special or annual meeting of Members held by any means of communication through which the participants may simultaneously hear each other during the meeting constitutes a meeting of the Members, if the same notice is given as to the remote as would be required for an in-person meeting, and if the number of Members participating in person and by remote communication constitutes a quorum. Participation in a meeting by such means constitutes personal attendance at the meeting. In any meeting of Members held solely by means of remote communication or in any meeting of Members held at a designated place in which one or more members participate by means of remote communication:

a) Hosanna shall implement reasonable measures to verify that each person deemed present and entitled to vote at the meeting by means of remote communication is a Member; and

b) Hosanna shall implement reasonable measures to provide each Member participating by means of remote communication with a reasonable opportunity to participate in the meeting, including an opportunity to:

(i) read or hear the proceedings of the meeting substantially concurrently with those proceedings;

(ii) if allowed by the procedures governing the meeting, have the member's remarks heard or read by other participants in the meeting substantially concurrently with the making of those remarks; and

(iii) if otherwise entitled, vote on matters submitted to the Members.

3.10) Action Without a Meeting. An action required or permitted to be taken at a meeting of the Members may be taken without a meeting by written action signed by all Members. Any such written action shall be filed with the minutes of Hosanna.

ARTICLE 4. BOARD OF DIRECTORS; VISION BOARD

4.1) General Powers. The business and corporal affairs of Hosanna shall be managed by or under the direction of the Vision Board of Directors (the "Vision Board"). For purposes of

applicable law, the Vision Board shall be the Board of Directors of Hosanna and Vision Board members shall be referred to as “Directors” herein.

4.2) Qualification; Election and Number. Any Member of Hosanna may be elected to the Vision Board. The Vision Board shall consist of at least five (5) persons but no more than nine (9). Subject to the limitations described in the preceding sentence, the number of Directors shall be such as may be designated from time to time by the Vision Board. At each annual meeting, the members shall elect Vision Board members. The Lead Pastor shall serve as a non-voting *ex officio* member of the Vision Board.

4.3) Term; Term Limits. Each Director shall serve for a three (3) year term and until his or her successor shall have been duly elected and qualified, or until the earlier death, resignation, removal, or disqualification of such Director. No Director can serve for more than four (4) consecutive terms on the Vision Board. A Director who has served for four (4) consecutive terms may serve again on the Vision Board after an absence from the Vision Board of at least one (1) year.

4.4) Removal. Directors may be removed at any time, with or without cause, by the majority vote of the other members of the Vision Board. Removal shall be effective upon the mailing of a written notice to the Director who is removed. A Director shall be removed automatically from the Vision Board if he or she a) ceases to be a Member of Hosanna or, b) is absent from four (4) meetings in a twelve-month period.

4.5) Resignation. Any Director may resign at any time from the Vision Board by giving written notice to the Secretary. Such resignation shall take effect without acceptance upon receipt of the notice, unless a later date is specified in the notice.

4.6) Vacancies. A vacancy in the Vision Board that occurs for any reason may, and in the case of the number of Directors falling below three (3), shall be filled by the remaining Directors, even though less than a quorum. A person so elected to fill a vacancy shall serve as a Director until the next annual meeting of the Members where Directors are elected by the Members.

4.7) Quorum; Voting. A majority of the Directors currently holding office shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Directors present may adjourn a meeting from time to time until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment even though the withdrawal of a number of Directors originally present leaves less than the number otherwise required for a quorum. Except as otherwise required by law, the acts of a majority of the Directors present at a duly held meeting shall be the acts of the Vision Board.

4.8) Board Meetings.

(a) Meetings. The Vision Board shall meet monthly or at a frequency that Vision Board determines. The Vision Board may hold such other meetings as it may from time to time determine. The meetings shall be held at any place within or without the State of Minnesota that

the Vision Board may designate. Absent such designation, Vision Board meetings shall be held at the registered office of Hosanna. Special meetings of the Vision Board may be called by the Lead Pastor, the President, or at the request of at least half the members of the Vision Board.

(b) Notice. Notice of Vision Board special meetings shall be made by giving at least at least twenty-four (24) hours advance written notice to all Directors of the date, time and place of the meeting. The notice need not state the purpose of the meeting, unless otherwise required by law or these Bylaws. Written notice may be given by mail, facsimile transmission, e-mail or may be delivered to the address maintained for each Director in the records of Hosanna. If a meeting schedule is adopted by the Vision Board, or if the date and time of the Vision Board meeting has been announced at a previous Vision Board meeting, no notice is required.

4.9) Waiver of Notice. A Director may waive notice of any meeting before, at or after the meeting, in writing, orally or by attendance. Attendance at a meeting by a Director is a waiver of notice of that meeting unless the Director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting.

4.10) Meetings by Remote Communication. A conference among Directors, or among members of any team designated by the Vision Board, by any means of remote communication through which the participants may simultaneously hear each other during the conference, constitutes a meeting of the Vision Board or team, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at the meeting. Participation in a meeting by such means constitutes personal presence at the meeting.

4.11) Action Without Meeting. An action required or permitted to be taken at a Vision Board meeting may be taken by written action signed by the number of Directors that would be required to take the same action at a meeting of the Vision Board at which all Directors were present; provided, that all of the Directors must be notified immediately of the content and effective date. Any such written action shall be filed with the minutes of Hosanna.

4.12) Compensation. Directors shall receive no compensation for their work as Directors but may be reimbursed for reasonable expenses as shall be determined from time to time by resolution of the Board of Directors.

4.13) Ex Officio Directors. The Vision Board may appoint one or more individuals to serve as an *ex officio* director of Hosanna. An *ex officio* director shall be a non-voting member of the Vision Board who may be removed as an *ex officio* director at the discretion of the Vision Board at any time for any reason.

4.14) Duties of the Vision Board. The Vision Board shall have general oversight of the life and activities of the Hosanna congregation, and in particular its worship life, to the end that everything be done in accordance with the word of God. The duties of the Vision Board include the following:

- a) To see that the provisions of the Constitution and these Bylaws are carried out.
- b) To lead Hosanna in living its mission, to do long-range planning, to set goals and priorities, and to evaluate activities in light of its mission and goals.
- c) To seek to involve the entire congregation of Hosanna in worship, learning, witness, service, and support.
- d) To oversee and provide for the administration of Hosanna to enable it to fulfill its functions and perform its mission.
- e) To maintain supportive relationships with the Lead Pastor and annually to evaluate the fulfillment of that person's responsibilities.
- f) To be examples individually and corporately of the style of life and ministry expected of the Hosanna congregation.
- g) To promote a congregational climate of peace and goodwill and, as differences and conflicts arise, to endeavor to foster mutual understanding.
- h) To delegate managerial responsibility as necessary for the regulation and management of the internal affairs of this nonprofit corporation.

4.15) Financial Administration. The Vision Board shall:

- a) Be responsible for the financial and property matters of Hosanna.
- b) Have the authority to accept gifts, to buy, sell, or encumber real property up to a value of \$500,000 without Member approval. The Vision Board shall not have the authority to exceed this value without specific authorization to do so by a meeting of the Members.
- c) Adopt an annual budget for Hosanna and present an annual report to the Members.
- d) Provide for an annual audit of the financial status of Hosanna.

ARTICLE 5. OFFICERS

5.1) General. Hosanna shall have a President, Vice-President, Secretary and Treasurer who shall be members of the Vision Board (“Board Officers”). The Vision Board may elect or appoint such other officers or agents as it deems necessary who may not be members of the Vision Board. No individual shall hold more than one office at a time.

5.2) Election, Term, and Removal. At the annual meeting of the Vision Board, the Vision Board shall elect Board Officers, who shall hold office until the next election of Board Officers and until their successors shall have been duly elected and qualified, or until the earlier death, resignation, removal, or disqualification of such Board Officer; provided, however, that any Board Officer may be removed with or without cause by the affirmative vote of a majority of the Directors present at any duly held meeting of the Vision Board.

5.3) Resignation. Any Board Officer may resign at any time by giving written notice to Hosanna. The resignation is effective without acceptance when notice is given to Hosanna unless a later date is specified in the notice.

5.4) Vacancies. If a vacancy in any Board Office of Hosanna occurs for any reason, such vacancy may, or in the case of a vacancy in the office of the President or Treasurer shall, be filled for the unexpired part of the term by the Vision Board.

5.5) President. Unless provided otherwise by a resolution adopted by the Vision Board the President shall (a) preside at all meetings of the Vision Board; (b) see that all orders and resolutions of the Vision Board are carried into effect; and (c) perform such other duties as may from time to time be prescribed by the Vision Board. The President is not a statutory officer of Hosanna.

5.6) Chief Executive Officer/Lead Pastor. The Lead Pastor shall be the Chief Executive Officer of Hosanna and shall actively manage the business and affairs of Hosanna and see that all orders and resolutions of the Vision Board are carried into effect. The Lead Pastor shall be responsible to the President and Vision Board for the application and implementation of established policies in the operations of Hosanna. The Lead Pastor may execute on behalf of Hosanna all contracts, deeds, conveyances and other instruments which may be required or authorized by the Vision Board. In general, the Lead Pastor shall perform all duties usually incident to the offices of Chief Executive Officer and all duties prescribed by the Vision Board or the Minnesota Statutes.

5.7) Treasurer; Chief Financial Officer. The Treasurer shall be a Board Officer with the responsibility of oversight over the church staff of Hosanna fulfilling the role of Chief Financial Officer. The Chief Financial Officer shall work under the direction of the Lead Pastor. Unless provided otherwise by a resolution adopted by the Vision Board, the Chief Financial Officer shall (a) keep accurate financial records for Hosanna; (b) deposit all monies, drafts and checks in the name of and to the credit of Hosanna in such banks and depositories as the Vision Board shall designate from time to time; (c) endorse for deposit all notes, checks and drafts received by Hosanna as ordered by the Vision Board, making proper vouchers therefore; (d) disburse corporate funds and issue checks and drafts in the name of Hosanna, as ordered by the Vision Board; (e) render to the Vision Board, whenever requested, an account of all of his or her transactions as Treasurer and of the financial condition of Hosanna; and (f) perform such other duties as may be prescribed by the Vision Board from time to time. The activities of the Chief Financial Officer may be delegated to one or more members of the church staff.

5.8) Secretary. The Secretary shall, unless otherwise determined by the Vision Board, be secretary of and attend all meetings of the Vision Board, and record the proceedings of such meetings in the minute book of Hosanna and, whenever necessary, certify such proceedings. The Secretary shall give proper notice of meetings to Directors and shall perform such other duties as may be prescribed by the Vision Board from time to time.

5.9) Other Officers. The Vision Board may also elect vice or assistant officers. Any other officers appointed by the Vision Board shall perform such duties and be responsible for such functions as the Vision Board may prescribe.

5.10) Delegation. Unless prohibited by a resolution by the Vision Board, an officer elected or appointed by the Vision Board may delegate in writing some or all of the duties and powers of his or her office to other persons.

ARTICLE 6.
LEAD PASTOR, CHURCH STAFF, LICENSING AND COMMISSIONING

6.1) Lead Pastor. There shall be a Lead Pastor. The Lead Pastor shall be called by the Members upon the recommendation of a call team appointed by the Vision Board. The Vision Board shall have the authority to create a call team process. Hosanna shall extend a call for a Lead Pastor upon a two-thirds (2/3) vote of all Members present and voting at a special meeting of the Members, called for that purpose. Specific duties and job expectations for the Lead Pastor shall be set forth at the time of call and from time to time thereafter may be reviewed and revised by the Vision Board to see that Hosanna carries out its mission in the best possible manner. The Lead Pastor's relationship with Hosanna may be dissolved by resignation, or by action of the Vision Board by a two-thirds (2/3) vote recommending dissolution of the relationship followed by a two-thirds (2/3) of all Members present and voting at a special meeting of the Members called for that purpose. The President, Vice President, and Secretary shall perform an annual review of the Lead Pastor.

6.2) Church Staff. The Lead Pastor shall have the authority to define church staff positions and coordinate all hiring, resignations, and terminations of church staff according to policies and procedures established by the Vision Board.

6.3) Licensing and Commissioning. The Vision Board shall have the authority to train, license, and commission men and women for pastoral ministry at Hosanna. The Vision Board may revoke licensing or commissioning which has been granted by this congregation for just cause. The Lead Pastor shall have the authority to hire church staff who are ordained or commissioned by another church body. The Vision Board does not have the authority to revoke such ordination, licensing or commissioning by another church body, but does have the authority with just cause to restrict use of the title of pastor and the authority to restrict a church staff member from conducting pastoral acts at Hosanna.

ARTICLE 7.
TEAMS

7.1) Executive Team. The Vision Board may, by action of a majority of the entire Vision Board, designate two or more of its members as an Executive Team which, to the extent determined by the resolution of the Vision Board, shall have and exercise the authority of the Vision Board in the management of the business of Hosanna. The Executive Team shall at all times be subject to the control and direction of the Vision Board. The Executive Team shall maintain minutes of each meeting. Unless otherwise changed by the Vision Board, the Executive Team shall be composed of the President, Vice-President, Secretary and Lead Pastor. For purposes of these Bylaws, a Team shall have the same meaning as the term "Committee" contemplated in Minnesota Statutes, 317A.241.

7.2) Nominating Team. The Members of Hosanna shall elect at the annual meeting of Hosanna a Nominating Team composed of four (4) to six (6) Members who shall be charged with submitting nominations to the Members for election to the Vision Board. The Lead Pastor shall be an advisor to the Nominating Team

7.3) Other Teams. The Vision Board may also, from time to time, appoint such other teams as it may deem proper, and may prescribe the functions and membership of such other teams. Members of such teams need not be members of Hosanna unless otherwise required by these Bylaws, but if such teams are composed of people other than Vision Board members, such teams do not have the authority to take an action that requires Vision Board approval.

ARTICLE 8. ENDOWMENT FUND

8.1) Establishment of Endowment Fund. Hosanna shall establish and maintain an Endowment Fund to receive special gifts and bequests which are to be distributed in accordance with the directions of the donor, or in the absence of a specific direction, in accordance with the Operating Procedures of the Hosanna Endowment Fund.

8.2) Disposition. In the event Hosanna ceases to exist, disposition or transfer of the Endowment Fund shall be at the discretion of the Vision Board.

ARTICLE 9. INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS; STANDARD OF CONDUCT

9.1) General. Hosanna shall indemnify its officers, Directors, or team members, employees, and agents in the manner set forth in Minnesota Statutes Section 317A.521, provided Hosanna has made such determination or determinations, if any, as it may reasonably require to establish that the standards set forth in Minnesota Statutes Section 317A.521, subd. 2, have been met. In addition, Hosanna may, in the sole discretion of its Vision Board, indemnify such persons or any other person under such circumstances or different circumstances as the Vision Board shall deem appropriate as long as the Vision Board reasonably believes such indemnification to be in the best interests of Hosanna.

9.2) Advancement of Expenses. If a person is made or threatened to be made a party to a civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of Hosanna, the person is entitled, upon written request to the Corporation, to payment or reimbursement by Hosanna of reasonable expenses, including attorneys' fees and disbursements, incurred by the person in advance of the final disposition of the proceeding upon receipt by Hosanna of a written affirmation by the person of a good faith belief that the criteria for indemnification described in Section 9.1 above have been satisfied and a written undertaking by the person to repay the amounts paid or reimbursed by Hosanna if it is determined that the criteria for indemnification have not been satisfied; and after a determination that the facts then known to those making the determination would not preclude indemnification under this section. The written undertaking is an unlimited general obligation of the person making it but need not be secured and must be accepted without reference to a financial ability to make the repayment.

9.3) Rights Not Exclusive. The indemnification provided by this article shall continue as to a person who has ceased to be a Director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. Nothing contained in this

article shall affect any rights to indemnification to which Hosanna's personnel, other than Directors and officers, may be entitled by contract or otherwise under law.

9.4) Insurance. Hosanna may buy and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of Hosanna or who is or was serving at the request of Hosanna as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity.

9.5) Standard of Conduct. Each Director and officer shall discharge his or her duties as a Director or officer in good faith, in a manner which the Director or officer reasonably believes to be in the best interests of Hosanna, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

ARTICLE 10. AMENDMENTS

10.1) Amendments. The Members of Hosanna shall have the authority to amend, repeal, or adopt new Bylaws by the affirmative vote of two-thirds (2/3) of the Members present at an annual or special meeting of the Members. Amendments to these Bylaws may be proposed by any Member; provided however that any proposed amendment shall be submitted in writing to the Vision Board at least sixty (60) days before the annual or special meeting of the Members at which the proposed amendment is to be voted upon. The notice of the meeting of the Members at which action related to a proposed amendment of these Bylaws is to be taken shall include the recommendations of the Vision Board related to the proposed amendment.

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The undersigned, _____, Secretary of the Hosanna, hereby certifies that the foregoing Bylaws were adopted as the complete Bylaws of Hosanna by its Members on the ___ day of _____, 2018.

Secretary

ATTEST:

President