

AMENDED AND RESTATED BY-LAWS
OF
FOUNTAIN OF LIFE EVANGELICAL
LUTHERAN CHURCH

Amended _____, 2021

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AMENDED AND RESTATED BY-LAWS
OF
Fountain of Life Evangelical Lutheran Church

Introduction

Fountain Of Life Evangelical Lutheran Church, an Arizona nonprofit corporation (the “Congregation”), was created by its Articles of Incorporation dated November 15, 1970 which were filed with the Arizona Corporation Commission on December 16, 1970, as the same have been modified or amended from time to time (the “Articles”). The Articles provide the Congregation shall be governed in the manner prescribed in the Constitution and Bylaws. The Constitution of the Congregation was adopted in 2012 and was last amended on January 31, 2016 and is hereinafter referred to as the “Constitution.” The Bylaws of the Congregation were adopted on November 24, 2013 and were last amended on January 31, 2016. Upon the final adoption of these Amended and Restated Bylaws by the Congregation in a form approved by the District of The Lutheran Church - Missouri Synod (“LCMS”) in which the Congregation is a member, these Amended and Restated Bylaws shall constitute the formal and governing “Bylaws” (as referred to herein) of the Congregation and shall be effective from and after the date of their adoption. These Bylaws shall at all times be subject and subordinate to the terms and provisions of the Articles and the Constitution. In the event of any conflict between the terms and provisions of these Bylaws and the terms and provisions of the Articles, the terms and provisions of the Articles shall at all times be governing and shall control. In the event of any conflict between the terms and provisions of these Bylaws and the terms and provisions of the Constitution, the terms and provisions of the Constitution shall be governing and shall control. These Bylaws supersede and replace any other bylaws or instrument of similar import and effect of the Congregation so these Bylaws shall constitute the governing Bylaws of the Congregation. These Bylaws are intended to supplement the Articles and Constitution and provide further authority and direction with respect to the governance and operation of the Congregation without in any way impairing the Articles and the Constitution and the provisions thereof. All capitalized words and phrases used in these Bylaws not specifically defined herein shall be as defined as set forth in the Constitution.

ARTICLE 1 - MEMBERS

1.1 Voting Members. The Congregation shall operate through the members consisting of the classes of members set forth in the Constitution (the “Members”) acting through the vote of its “Voting Members.” The Voting Members shall have supreme power to administer and manage all its external and internal affairs of the Congregation. The Congregation, acting through its Members, however, shall not be empowered to decide anything contrary to the Word of God and the Confessions of LCMS and any such decision shall be null and void. The Members of the Congregation hereby empower and authorize the Board of Directors (the “Board”) to act on behalf of the Congregation, upon specified matters in accordance with the provisions of these Bylaws. In addition to the provisions of Section 5.1.4 of the Constitution, a Voting Member shall be required to be a Confirmed Member having attained the age of 18 years of age or older, has received and read the Articles,

Constitution and these By-Laws, has attended at least one (1) Voter's Assembly meeting other than as a Voting Member of the Congregation, and has signed the Constitution and By-Laws prior to participating in his or her first meeting as a Voting Member.

1.2 Baptized Member. A person who has been baptized into the Christian Faith in the name of the Triune God and desires to associate with the Congregation, including the children of Baptized Members who have not been confirmed as a Confirmed Member.

1.3 Confirmed Member. A person who presents a Letter of Transfer from a sister congregation who has been instructed and is familiar with the contents of Luther's Small Catechism or is confirmed in the Lutheran faith, and accepts the Confessional Basis of the Congregation set forth in Article 2 of the Constitution (the "Confessional Basis"). A Baptized Member who has been instructed in the Lutheran faith and accepts the Confessional Basis shall be a Confirmed Member. Confirmed Members shall strive to accept all Canonical Books of the Old and New Testaments as the only divine rule and standard of the Christian faith and life, familiarize themselves with the doctrines of the Church, as they are set forth in Martin Luther's Small Catechism and publicly declare acceptance of them, receive the Lord's Supper regularly, and provide for the Christian training of their children by making use of the educational resources of the Congregation.

1.4 Associate Member. A person who is an active member at another LCMS congregation (especially any seasonal visitors to the community) or a past member of a LCMS congregation who has been baptized and can establish some information concerning their confirmation in a LCMS congregation and desires to be under the spiritual care of the Congregation. An Associate Member may not vote or hold elected office in the Congregation.

1.5 Duties. The duties of Members include the following:

1.5.1 Strive to live in peace and harmony with fellow Members and, should conflict arise, seek out and participate in a course of Christian conflict reconciliation (as prescribed in Matthew 18:15-20; Galatians 6:1-5; and 1 Corinthians 6:1-4).

1.5.2 Submit willingly and faithfully to the policies established for Members, provided such policies do not conflict with the Word of God.

1.5.3 Out of Christian love, submit to brotherly admonition, according to Matthew 18, when having erred or offended.

1.6 Excommunication. The provisions of Section 5.4.4 of the Constitution regarding excommunication of Members shall be administered by the Pastor acting with the formal approval of the Board.

ARTICLE 2 - CALLED STAFF

2.1 The Pastor. The Congregation may employ Called Staff, in accordance with the provisions of Constitution Section 6.2.1. The Congregation shall employ an individual as Called Staff in the capacity of "Pastor" who shall serve in the lead executive, supervisory, managerial and executive capacity in the ministry functions of the Congregation and provide

constructive support, counsel and input in the administrative functions of the Congregation, with the ultimate responsibility to the Congregation for:

2.1.1 Preaching, public administration of the sacraments, and administration of church discipline (collectively, the “Pastoral Office Functions”) as an ordained minister of LCMS, with all Pastoral Office Functions undertaken by the Pastor or his designees under the supervision of the Pastor, all in accordance with the doctrine and teachings of LCMS.

2.1.2 Supervising, directing, leading, and organizing the ministry function of the Congregation including the entire Ministry Team of the Congregation and the staff members thereof, including, without limitation, selecting and designating the Ministry Team Leader (as hereinafter defined).

2.1.3 Cooperating, participating, motivating, and collaborating with the Board to fulfill God's mission and purposes for the Congregation.

2.1.4 Providing the Board with all information requested or required to meet its responsibilities.

2.1.5 Participating and attending all meetings of the Board in an advisory capacity without the power to vote.

2.1.6 Demonstrate Christian character and meet other expectations as established from time to time by the Board.

2.1.7 Motivating and coordinating effort and evangelical spirit by all Members.

2.2 Other Called Staff. The Congregation may employ Other Called Staff who may be ordained ministers within LCMS to be designated in various capacities but shall not constitute the Pastor of the Congregation, or who may be other professionals qualified for their assigned positions, all of whom shall be subject to the supervision, direction, leadership and organization of the Pastor, and shall be responsible for:

2.2.1 Assisting the Pastor and Ministry Team in achieving the purposes of the Congregation.

2.2.2 Be accountable to the Pastor and Ministry Team Leader for activities and effort on behalf of the Congregation.

2.2.3 Recruit, train, and equip Members to volunteer to achieve the purposes of the Congregation.

2.2.4 Adhere to the policies of the Congregation.

2.2.5 Demonstrate Christian character and meet other expectations as established, from time to time, by the Board.

ARTICLE 3 - THE CALL PROCESS

3.1 Call Committee. Any extension of a Divine Call by the Congregation shall be subject to Constitution Section 6.2 through a process in accordance with these Bylaws. A "Call Committee" shall be appointed by the Board from the Members excluding any Pastor (of any designation) to oversee the process of each specific extension of a Divine Call. The Call Committee shall enlist the Circuit Visitor as designated by the District of LCMS in which the Congregation participates to serve as advisor and/or facilitator to the Call Committee. The District President shall provide the Call Committee a list of candidates for each Called Staff position to be filled. Members of the Congregation may also make nominations for Called Staff positions to the Call Committee and all such nominations shall be forwarded to the District President for review and approval. The Call Committee shall consider only the nominations as approved by the District President and make recommendations to the Voter's Assembly from the list of nominations received from the District President. The Call Committee shall submit no less than three (3) qualified candidates to the Voter's Assembly (to the extent provided by the District President) with recommendations and comments on each candidate. The Voter's Assembly shall consider the names, qualifications and recommendations received from the Call Committee and shall vote on the candidates. The candidate selected by the Voter's Assembly by at least a two-thirds (2/3rds) vote shall be issued a Divine Call by the Congregation to the vacant Called Staff position. If no candidate receives a two-thirds (2/3rds) vote, the candidate with the fewest votes shall be dropped and another vote taken until a candidate receives a two-thirds (2/3rds) vote of the Voter's Assembly. The process of issuing a Divine Call shall be an act of the Congregation ultimately acting through the Voting Members and shall be afforded corresponding respect and seriousness.

3.2 Non-Pastor Call. In addition, with respect to the extension of a Divine Call to any position other than the position of Pastor (of whatever designation - Senior, Sole, Associate or otherwise). The Pastor shall be asked to consult with the Call Committee with respect to the list of candidates provided by the District President in an ex-officio capacity. Such capacity may include consultation with the District President with respect to the Call Committee's request for a list of candidates for any Called Staff position other than any position of Pastor of whatever designation (Senior, Sole, Associate or otherwise). The Pastor shall be asked to participate with the Call Committee to consider the list of candidates provided by the District President and shall together interview no less than three (3) individuals for each such Called Staff position. The Pastor shall be requested to provide the Call Committee an evaluation of each candidate which was interviewed in writing. The Call Committee shall consider the evaluation of the candidates by the Pastor and then shall meet in a confidential manner without participation by the Pastor to formally and finally consider the qualifications of the various candidates and decide upon a list of no less than three (3) candidates to submit to the Voter's Assembly for vote in accordance with these Bylaws.

3.3 Removal. Subject to the provisions Constitution Section 6.2.1.4, Called Staff (including any Pastor, however designated) may only be removed from their position by the Voter's Assembly following a process guided by the District President. The Board must initiate the process and shall contact the District president to consult and assist in the process. After consulting the District President with respect to such removal, the Board shall submit the proposed removal of Called Staff to the Voter's Assembly for consideration. Removal shall take

place only upon a two-thirds (2/3rds) vote at a regular or properly called meeting of the Voter's Assembly.

ARTICLE 4 - NON-CALLED STAFF

4.1 Employment. Subject to the provisions of Constitution Section 6, the Congregation may employ or designate at various times and for various needs, individuals who provide administrative, facility, pastoral and ministry support to the Congregation. These positions may be paid by periodic salary or an hourly wage. Arizona is an at-will state and Non-Called Staff may be released from their duties and employment with or without cause as determined by the Board. At all times, subject to budgetary restraints, the Congregation, acting through the Board, shall employ or designate individuals to serve as the Business Manager (as hereinafter defined) and Ministry Team Leader (as hereinafter defined) together with other positions as approved by the Board from time to time upon such terms as approved by the Board.

4.2 Business Manager. The "Business Manager" shall participate in and attend all meetings of the Board in an advisory capacity without the power to vote. The duties of the Business Manager shall include:

4.2.1. Maintenance or oversight of payroll for the Congregation.

4.2.2 Development, maintenance and supervision of a business plan for the administrative functions of the Congregation.

4.2.3 Act as purchasing agent in conformance with written procurement policies and procedures established by the Board from time to time.

4.2.4 Oversight, direction and supervision of all Congregation staff other than staff overseen by the Pastor or Ministry Team Leader.

4.2.5 Management and implementation of all leases of Congregation property and other contractual obligations of the Congregation.

4.2.6 Establishment, maintenance and accessing effective and appropriate document and records management.

4.2.7 Develop facility and resource plans and otherwise manage or oversee use, assignments of and maintenance of all facilities, inventory and physical resources including specific room assignments and events.

4.2.8 Develop, maintain and manage appropriate insurance policies.

4.2.9 Manage all employment practices, wages, salaries, benefits provided by the Congregation to employees and contracted labor providers as well as maintaining appropriate employee records.

4.2.10 Prepare annual budget for the Congregation with appropriate input from various departments.

4.2.11 Develop and propose to the Board written Policies and Procedures for the implementation of the administrative function of the Congregation, subject to the formal approval by the Board.

4.3 Ministry Team Leader. The “Ministry Team Leader” may be a volunteer or employee (including Called Staff) of the Congregation to assist the Pastor in developing, coordinating and administering an effective ministry program of the Congregation monitoring performance of staff and volunteers responsible for the ministry activity of the Congregation subject to the supervision, direction, leadership and organization of and by the Pastor. The Ministry Team Leader shall directly report to the Pastor. At the request of the Board, the Ministry Team Leader shall account for the status of ongoing efforts of the Ministry Team who report to the Ministry Team Leader in meeting the goals of the Congregation and the Ministry efforts and address administrative tasks with respect to employees of the Congregation assigned to the Ministry Team. The Ministry Team Leader shall not be responsible or accountable for the execution of the Pastoral Office Functions as that responsibility shall reside in the Pastor. The Ministry Team Leader shall be a member of the Congregation with organization and leadership skills and a passion for ministry by the Congregation. Specific duties and responsibilities shall include:

4.3.1 Assist Pastor in developing and maintaining a comprehensive database of volunteers, skills and interests to be called upon as needed.

4.3.2 Assist the Pastor and the entire Ministry Team in developing creative and complete ministry goals and plans.

4.3.3 Recruit, train and motivate staff and volunteers to carry out ministry activities of the Congregation.

4.3.4 Work with appropriate committees, officers and leaders to carry out ministry activities of the Congregation.

4.3.5 Attend regular staff meetings as needed.

4.3.6 Attend Board meetings as needed.

4.3.7 Perform other duties as assigned by Pastor.

ARTICLE 5 -BOARD OF DIRECTORS

5.1 Qualifications. The Board shall be comprised of no fewer than seven (7) Voting Members who have attained the age of at least twenty-one (21) years who possess leadership skills and who participate in various Congregation activities including, worship, bible study and stewardship with reasonable knowledge of issues of importance to Members. The Pastor and Business Manager shall not serve as official members of the Board with the power to vote but shall be entitled to participate in, and shall be provided advance notice of, all meetings of the Board, in the same manner as official members of the Board.

5.2 Selection. Each year the Board shall appoint a “Nominating Committee” consisting of at least one (1) member of the Board and at least two Members of the Congregation who are not then serving on the Board. Prior to the initial meeting of the Nominating Committee requests for nominations by Members of the Congregation shall be communicated to Members in writing and by general announcements after worship services with instructions to contact the Nominating Committee with recommendations. The Pastor will be invited to participate in the meetings of the Nominating Committee in an advisory capacity without the power to vote. The

Nominating Committee shall thereafter meet to consider candidates to the Board in light of vacant seats on the Board, the needs of the Congregation, recommendations received from Members, and the make-up of the ongoing Board. The Nominating Committee shall make recommendations of candidates which shall be provided to the Board for presentation to the Voter's Assembly. The Voter's Assembly shall vote solely from the names recommended by the Nominating Committee by a majority vote of those present at a Voter's Assembly meeting called with notice of voting on candidates to serve on the Board. Nominations from the floor of the Voter's Assembly shall not be subject to vote. Newly elected members of the Board shall serve for a term of three (3) years unless they are elected to fill an unexpired term of a member previously elected to serve. Any member of the Board may serve up to two (2) consecutive full terms and may not be again elected or appointed to the Board until the passage of at least one (1) year since such individual ceased serving on the Board.

5.3 Officers. Four (4) members of the Board shall also serve as "Officers" of the Congregation. No Officer may hold more than one office. No Officer may be an employee of the Congregation or a spouse or child of an employee of the Congregation. The Board shall elect the Officers of the Congregation annually at the first meeting of the Board following their election. The Officers and their duties are as follows:

5.3.1 Chair. The "Chair" shall serve as the chief executive officer of the Congregation with the responsibility to organize and preside at all meetings of the Board and Voter's Assembly. The Chair, subject to the direction of the Board shall possess the authority to sign all documents, appoint agents, engage employees and to delegate duties of the Congregation. The Chair shall also inform the Members of the Congregation of the time, place, and agenda of all Voter's Assembly meetings.

5.3.2 Vice-Chair. The "Vice-Chair" shall preside over meetings of the Board when the Chair is absent. The Vice-Chairperson shall not have the authority to sign legal documents unless the Chair is deceased, unavailable or refuses to act.

5.3.3 Secretary. The "Secretary" shall be responsible for keeping accurate minutes of official proceedings of the Voter's Assembly and Board. The minutes of the Voter's Assembly meeting shall be approved by the Voter's Assembly and the minutes of the Board meetings shall be approved by the Board. Upon approval, these minutes become the property of the Congregation and shall be made available or published for the Members. The Secretary shall also distribute to the Members the agenda for the Voter's Assembly meeting which has been prepared by the Chair. The Secretary shall also keep and maintain a list of all Voting Members and record their Voter's Assembly attendance. The Secretary shall perform such other duties as may be directed by the Board.

5.3.4 Treasurer. The "Treasurer" shall be responsible for reporting to the Board and the Members the revenue and expenses of the Congregation and all variances from the annual budget. On a monthly basis, a report of worship attendance, revenue and expenses for the prior month with a comparison of the same month of the prior year shall be submitted to the Members in writing. On a quarterly basis, a report of year to date and comparison to prior year results with respect to attendance, revenue, expense and budget variance shall be submitted to the Members in writing. On an annual basis, an annual report to include an income statement, balance sheet, budget comparison and attendance

trends including comparisons of each to prior year results shall be prepared in writing (the “Annual Financial Report”) and made available to Members on request after a written submission to the Members such annual report is available. The resources of the Congregation shall be available to the Treasurer in developing all reports as set forth herein in cooperation with the Board.

5.3.5 Executive Committee. The Board shall designate two (2) or more Officers to serve as the “Executive Committee”. The Executive Committee shall attend to the administrative matters and support of the Business Manager in order to afford the Board to enhance its focus on policy and vision. The Executive Committee shall be entitled to act in accordance with policies established by the Board in a timely manner working with the Business Manager as representatives of the Board.

5.4 Conduct of Meetings. Regular or special meetings of the Board may be held at any location, within budget constraints, determined by the Chair or its designee. Any meeting, regular or special, may be held via telephone conference or similar communication equipment, provided all participants in the meeting are fully able to communicate. The Pastor or any member of the Board may call a meeting of the Board for any purpose and at any time. Special Meetings shall require at least five (5) days advance written notice to the Board unless notice of such meeting is waived in writing in writing by the entire Board. The participation of two-thirds (2/3rds) of current Board at a meeting duly called and noticed shall constitute a quorum for the transaction of business. Every action taken or decision made by a majority of the Board present at a meeting duly held at which a quorum is present shall be the valid act of the Board, subject to the provisions of Arizona law. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of participants from the meeting. Two-thirds (2/3rds) of current Board must be present at a special meeting and shall constitute a quorum for the transaction of business. Every action taken or decision made by two-thirds (2/3rds) of the Board present at such special meetings shall be valid acts of the Board, subject to the provision of Arizona law.

5.5 Removal. The Board may remove Members of the Board and Officers by a two-thirds (2/3rds) vote at a meeting called for that purpose, and for which a two-week notice has been provided to the entire Board. A member of the Board may be removed by a majority vote at a regular Voter’s Assembly or Special Voter’s Assembly meeting called for the purpose of removing a Board Member, and for which a two (2) week notification has been provided to the Members.

5.6 Vacancies. A vacancy on the Board due to death, resignation, removal, disqualification, or if a vacancy exists by any other cause for the lesser of (a) ninety consecutive days or (b) three (3) consecutive regularly called Board meetings shall be filled by a vote of the Board. Efforts shall be made to fill such vacancies as soon as possible. The vacancy shall be filled temporarily until the appointment is approved by the Voter’s Assembly at a Regular or special called meeting. This temporary term shall expire at the original term of office of the vacated position

5.7 Committees; Financial Review Committee. The Board may appoint specialized sub-committees. They will report to the Board to assist it in the execution of its responsibilities. The Board shall at all times maintain and appoint a Financial Review Committee to review

and assist the Treasurer in preparation of financial reports and at least annually conduct a review of the finances of the Congregation in accordance with generally accepted accounting principles. At least every other year, the Financial Review Committee shall cause the Financial Statements of the Congregation to be audited by an independent Certified Public Accountant. The Financial Review Committee shall be comprised of at least three (3) Members with no more than one (1) current member of the Board serving on the Financial Review Committee.

ARTICLE 6 – VOTER’S ASSEMBLY AND CONGREGATIONAL MEETINGS

6.1 Frequency. Subject to the provisions of Constitution Section 8.1, meetings of the Voting Members (the “Voter’s Assembly”) shall take place at least annually (the “Annual Meeting”) with respect to specified activities. In addition to the Annual Meeting, the Congregation shall hold at least one (1) meeting of all Members of the Congregation (the “Annual All Member Meeting”) at which time the Annual Financial Report shall be presented to and discussed with Members. Members in all categories shall be encouraged to attend the Annual All Member Meeting. In addition to the Annual Financial Report, at the Annual All Member Meeting the following additional written reports shall be presented to all Members:

6.1.1 Report from the Ministry Team on the plan for ministry activities for the Congregation for the upcoming year.

6.1.2 Presentation of a written calendar of all Congregation services, activities and events for the upcoming year including service times and dates for all Festival Services.

6.1.3 Presentation of the stewardship plan for the Congregation at which time the priorities for the utilization of Congregation resources for the coming year shall be announced and discussed in order to obtain Member input for the development of the Annual Budget of the Congregation.

The All Member Meeting shall be conducted as soon as possible each year but in no event later than the end of March each year. The focus of the Annual All Member Meeting shall be upon future activity of the Congregation for the year and a formal Voter’s Assembly meeting need not be included unless the circumstances so require.

6.2 Voter’s Assembly Reserved Powers. Voter’s Assembly meetings shall be conducted with each Voting Member entitled to cast one (1) vote on any matter coming before the Voter’s Assembly. Voting by proxy is prohibited. The following matters shall be acted upon solely at meetings of the Voter’s Assembly and shall not be implemented by the Congregation absent a majority vote of the Voting Members present at a duly called meeting of the Voter’s Assembly:

6.2.1 The approval of the annual budget of the Congregation.

6.2.2 The election and removal of the Board.

6.2.3 The affirmation of the Officers appointed by the Board.

6.2.4 The Calling or removing of Called Staff in accordance with these By-Laws.

6.2.5 Amendments to the Articles, the Constitution, and these By-Laws.

6.2.6 The purchase, lease, mortgage, sale, encumbrance or other disposition of real estate with a value of \$100,000 or more or the disposition of personal property with a value of \$50,000 or more.

6.2.7 The approval of the incurrence of long-term debt (more than 12 months) and for any debt which causes total debt of the Congregation to exceed ten percent (10%) of the budgeted annual revenue of the Congregation.

6.2.8 The merger or dissolution of the Congregation.

6.2.8 Matters pertaining to excommunication of a Member (as prescribed in Matthew 18:17) if requested by the Board pursuant to Section 1.6 above.

6.3 Scheduling. The Board shall determine the precise date, time and location of the Voter's Assembly meetings, with at least two (2) weeks advance notice to Members.

6.4 Special Meetings. In addition to the power of the Board to call special meetings of the Voter's Assembly as provided by the Constitution, a special meeting of the Voter's Assembly shall be called by the Board (a) by written request from the Pastor to the Board setting forth the purpose of the special meeting or (b) by a petition to the Board signed by Voting Members in a number equal to or in excess of fifteen percent (15%) of the average attendance of the Voter's Assembly for the previous one (1) year. The Board shall, promptly following its receipt of such request or petition, issue notice of any special meeting to be held no sooner than two (2) weeks following the date of such notice and no later than four (4) weeks after its receipt of such request or petition.

6.5 Notice Requirements. Any Notice of a Voter's Assembly meeting shall include all items on the agenda. Notification of a Voter's Assembly meeting shall be given in all of the following manners which shall be deemed reasonable: An oral announcement at all worship services during the week, a written announcement by either letter or regular newsletter distributed at all worship services, and an electronic announcement by email or the like.

ARTICLE 7 - MISCELLANEOUS

7.1 Congregation Records. The Congregation shall at all times maintain the following records and reports:

7.1.1 Adequate and correct books and records of accounts (financial records).

7.1.2 Written minutes of all meetings of the Voter's Assembly and the Board.

7.1.3 A record of the Members of the Congregation, setting forth their names, addresses, telephone numbers and email addresses.

7.1.4 Contribution statements for Members to comply with applicable law which are maintained in a confidential manner.

7.1.5 All policies, procedures, operational manuals, covenants, Articles, Constitution, and By-Laws, etc.

7.2 Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions of Arizona law shall govern the construction of these By-Laws.

7.3 Amendments. Subject to Arizona law, and the provisions of the Articles and the Constitution, these By-Laws or any provision of any of them, may be altered, amended, or repealed, and new By-Laws may be adopted, by a majority vote of the Voting Members present at any special or regular Voter's Assembly. Any changes shall not be effective absent the written consent District for approval by the District of LCMS in which the Congregation is a member.

7.4 Conflict Reconciliation. Should a conflict arise in the Congregation which cannot be resolved internally, which God may mercifully prevent, the Dispute Resolution resources of the District in which the Congregation participates shall be utilized.

ARTICLE 8 - INDEMNIFICATION

8.1 Mandatory Indemnification. The Congregation shall, to the fullest extent permitted or required by Arizona Revised Statutes, Sections 10-3850 to 10-3858, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the corporation to provide broader indemnification rights than prior to such amendment), indemnify the members of the Board, Officers or other representatives of the Congregation acting in their official capacities on behalf of the Congregation (collectively, an "Indemnified Party") against any and all liabilities, and advance any and all reasonable expenses, incurred thereby in any proceeding to which any Indemnified Party is a party because of their service to the Congregation. The Congregation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as such Indemnified Parties who shall thereupon constitute an Indemnified Party hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against liabilities or the advancement of expenses which such person may be entitled under any written agreement, resolution, vote of the Voting Members, the Arizona Revised Statutes or otherwise.

8.2 Exceptions to Indemnification. The Congregation shall not indemnify an Indemnified Party in connection with claims or liability arising from the breach or failure of such Indemnified Party to perform duties owed to the Congregation with respect to:

8.2.1 A willful failure to deal fairly with the Congregation or Members in connection with a matter in which the person has a material conflict of interest.

8.2.2 A violation of criminal law, unless such person had reasonable cause to believe its conduct was lawful or no reasonable cause to believe its conduct was unlawful.

8.2.3 A transaction from which such person derived an improper personal benefit.

8.2.4 Willful misconduct.

CERTIFICATE OF SECRETARY

The foregoing Amended and Restated By-Laws of Fountain of Life Evangelical Lutheran Church were duly approved at a meeting of the Voter’s Assembly on _____, 2021.

Secretary