

**AMENDED AND RESTATED**  
**CONSTITUTION**  
**KING OF KINGS LUTHERAN CHURCH**

*Omaha, Nebraska*  
*A Nebraska Non-profit Religious Corporation*

**PREAMBLE**

It is the command of our Lord Jesus Christ that His disciples should preach the Gospel to the whole world (Mark 16:16, Matthew 28:18-20, Acts 1:8). That Christ's command for His church might be carried out according to His will, He has also commanded that Christians unite in worship, preach the Word, study His word, witness to all people, encourage one another in prayer, practice fellowship with one another, help each other grow in the Word, serve the needs of all people in Christian love, and administer the Office of the Keys as His church through the local gathering of His people.

Since the Word of God requires that the church shall conform to His Word in doctrine and practice and that all things be done decently and in order, we, therefore, the members of King of Kings Lutheran Church (formerly, King of Kings Lutheran Church, U.A.C. (Unaltered Augsburg Confession)), accept and subscribe to the following Constitution and Bylaws, in accordance with which all spiritual and material affairs of our congregation shall be governed.

**ARTICLE I**

The name of this corporation is King of Kings Lutheran Church (formerly, King of Kings Lutheran Church, U.A.C.). This corporation and all of its affiliated legal entities will be further referred to as the "Church." The Church maintains its principal office at 11615 I Street, Omaha, Nebraska. The members of the Church may change the principal office from one location to another. Any change of this location shall be recorded by the secretary on these Constitution and Bylaws.

**ARTICLE II**  
**THE PURPOSE**

The purpose of this Church shall be to give honor and glory to the Triune God, to carry out His will, to proclaim the Gospel of Jesus Christ to all the world, to manifest the unity of our faith in Jesus Christ as God and Savior, to foster Christian fellowship and love, to extend a helping hand in human need, and to achieve our objectives by the preaching of the Word of God, by the administration of the sacraments, and by the religious instruction of all its members according to the confessional standard of the Evangelical Lutheran Church. Notwithstanding anything herein to the contrary, the Church is organized and operated exclusively for charitable and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE III**  
**CONFESSIONAL STANDARD**

This Church acknowledges and accepts all the canonical books of the Old and New Testament as the revealed Word of God, verbally inspired, and acknowledges and accepts all the confessional writings of the Evangelical Lutheran Church contained in the Book of Concord of the year 1580 to be the true and genuine exposition of the doctrines of the Bible. These confessional writings are the three ecumenical creeds (Apostles', Nicene, Athanasian), the Unaltered Augsburg Confession, The Apology of the Augsburg Confession, the Smalcald Articles, Luther's Large and Small Catechisms and the Formula of Concord.

## **ARTICLE IV AFFILIATION**

This Church is autonomous and maintains the right to govern its own affairs. Recognizing the benefit of cooperation with other churches in faith and life, this Church joyfully affiliates itself with The Lutheran Church-Missouri Synod.

## **ARTICLE V MEMBERSHIP**

**Section A: Baptized Members** - Baptized Members in this Church are those persons who have been baptized in the name of the Father, Son, and Holy Spirit, and who have been placed under the spiritual care of this Church through the baptism itself, by transfer from another Lutheran congregation, or by joining the congregation from another Christian church.

**Section B: Adult Confirmed Members** - Adult Confirmed Members are those persons in this Church who are at least 18 years old, who trust Jesus Christ as their personal Savior, and who have met the qualifications for membership as listed in Section C of this Article.

### **Section C: Qualifications for Adult Confirmed Membership**

1. A personal faith in Jesus Christ for salvation
2. Christian baptism
3. Completion of a junior or adult confirmation class, transfer from another Lutheran congregation, or a personal profession of faith
4. Agreement with the Church's Confessional standard as stated in Article III.

**Section D: Privileges and Responsibilities of Adult Confirmed Members** - Adult Confirmed Members accept the privilege of membership in this Church and submit themselves to its leadership and discipline. Adult Confirmed Members are expected to live a life which is in agreement with the Holy Scriptures (leading a Christian life and not manifesting works of the flesh...Galatians 5:19-21), and--within the context of a vital relationship with Jesus Christ--agree to be growing through Word and Sacrament in living out the following discipleship goals for members of the Church as they are able and enabled by the Holy Spirit:

1. Acceptance of Jesus Christ as Savior and Lord
2. Bible study attendance
3. Faithful church attendance and participation in Holy Communion
4. Daily prayer and devotional life
5. Evangelistic attitude and action
6. Faithful use of personal spiritual gifts and treasures
7. Godly love expressed through Christian fellowship

Adult Confirmed Members of This Church may not belong to any secret, oath-bound organizations that are in conflict with the Word of God. (Romans 16:17; I Corinthians 5:11-13; I Corinthians 10:19-20; I John 5:21; I Thessalonians 1:9; Acts 14:15; Numbers 25:1-6; Exodus 20:3-5a)

## **ARTICLE VI CALLED CHURCH WORKERS**

The pastoral office of this Church, as well as that of a called teacher or other and Commissioned minister, shall be conferred upon such ministers, teachers, and candidates only as they profess and adhere to the Confessional Standards set forth in Article III of this Constitution and are well qualified for their work. Pastors and teachers shall, in the call extended to and accepted by them, be pledged to this Confessional Standard.

## **ARTICLE VII OFFICERS**

The officers of this Church shall be such officers, boards, and committees as the Bylaws of this Church may prescribe.

## **ARTICLE VIII INDEMNIFICATION**

To the extent permitted by law, except as otherwise provided herein, the Church shall indemnify any individual who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that they are or were a Director, officer, pastor, teacher, employee or agent of the Church, or are or were serving at the request of the Church as a director, officer, trustee, employee or agent of another corporation, partnership, joint venture or other enterprise or as a trustee, officer, employee or agent of an employee benefit plan, against expenses, including attorney fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit or proceeding if: (i) the individual conducted themselves in good faith; (ii) the individual reasonably believed (a) in the case of conduct in such person's official capacity, that such person's conduct was in the Church's best interests, and (b) in all other cases, that such person's conduct was at least not opposed to the Church's best interests; and, (iii) with respect to any criminal action or proceeding, the individual had no reasonable cause to believe their conduct was unlawful.

Notwithstanding the foregoing, the Church shall not indemnify any individual (i) in connection with any proceeding by or in the right of the Church in which the individual was adjudged liable to the Church, or (ii) in connection with any other proceeding charging improper personal benefit to the individual, whether or not acting in an official capacity with respect to the Church, in which the individual was adjudged liable on the basis that personal benefit was improperly received.

The indemnity provided for by this Article shall not be deemed to be exclusive of any other rights to which those indemnified may be otherwise entitled, nor shall the provisions of this Article be deemed to prohibit the Church from extending its indemnification to cover other persons or activities to the extent permitted by law or pursuant to any provision in the Articles.

~~Each Board of Lay Ministry Member (as defined in the Church's Bylaws), pastor, staff worker or teacher of this Church (referred to in this Article as "church workers") now or hereafter serving as such shall be indemnified by the Church against any and all claims and liabilities to which he/she has or shall become subject by reason of serving or having served as such church worker, or by reason of any action alleged to have been taken, omitted or neglected by him/her as such church worker, and the Church shall reimburse each such church worker for all legal expenses reasonably incurred by him/her in connection with any such claim or liability; provided, however, that no such church worker shall be indemnified against or be reimbursed for any expense incurred in connection with any claim or liability arising out of his/her own willful misconduct or gross negligence.~~

~~The amount paid to any church worker by way of indemnification shall not exceed his/her actual, reasonable, and necessary expenses incurred in connection with the matter involved. The right of indemnification provided in this Article shall not be exclusive of any rights to which any member of the church may otherwise be entitled by law.~~

## **ARTICLE IX PROPERTY**

The property of this Church is irrevocably dedicated to religious and charitable purposes and no part of net income or assets of this Church shall ever inure to the benefit of any director, officer, Baptized Member, Adult Confirmed Member, church worker, or to the benefit of any private individual.

## **ARTICLE X DOCTRINAL LITERATURE**

Only such hymns, prayers, and liturgies shall be used in the public services of the Church and in all ministerial acts as conform to the Confessional Standard of Article III. Likewise, in all classes for instruction in Christian doctrine only such books shall be used as conform to this standard.

## **ARTICLE XI AMENDMENTS TO THE CONSTITUTION**

Amendments to Articles III, VI, X shall not be altered so as to destroy their original meaning.

Amendments to this Constitution and the Bylaws may be adopted at a Voter's meeting provided:

1. They do not conflict with the provisions laid down of Article III or with any other article that pertains to scriptural doctrine and practice;
2. The proposed amendment has been approved by the Board of Lay Ministry;
- 2.3. The proposed amendment has been submitted in writing and presented to the Church at a previous Voter's meeting; and
4. The affirmative vote of a two-thirds (2/3) majority of the voting membership present at the Voter's meeting shall be required for the adoption of an amendment.

## **ARTICLE X INTERPRETATION**

This Constitution and the Bylaws of the Church shall be interpreted as a single document governing the affairs of the Church. Notwithstanding the foregoing, to the extent of any inconsistency between this Constitution and the Bylaws of the Church, this Constitution shall control.

6311815.26341845.4

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A Nebraska Non-profit Religious Corporation*

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The indemnity provided for by this Article shall not be deemed to be exclusive of any other rights to which those indemnified may be otherwise entitled, nor shall the provisions of this Article be deemed to prohibit the Church from extending its indemnification to cover other persons or activities to the extent permitted by law or pursuant to any provision in the Articles.

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The property of this Church is irrevocably dedicated to religious and charitable purposes and no part of net income or assets of this Church shall ever inure to the benefit of any director, officer, Baptized Member, Adult Confirmed Member, church worker, or to the benefit of any private individual.

## **ARTICLE X DOCTRINAL LITERATURE**

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**ARTICLE XI  
AMENDMENTS TO THE CONSTITUTION**

Amendments to Articles III, VI, X shall not be altered so as to destroy their original meaning.

Amendments to this Constitution and the Bylaws may be adopted at a Voter's meeting provided:

1. They do not conflict with the provisions laid down of Article III or with any other article that pertains to scriptural doctrine and practice;
2. The proposed amendment has been approved by the Board of Lay Ministry;
3. The proposed amendment has been submitted in writing and presented to the Church at a previous Voter's meeting; and
4. The affirmative vote of a two-thirds (2/3) majority of the voting membership present at the Voter's meeting shall be required for the adoption of an amendment.

**ARTICLE XII  
INTERPRETATION**

This Constitution and the Bylaws of the Church shall be interpreted as a single document governing the affairs of the Church. Notwithstanding the foregoing, to the extent of any inconsistency between this Constitution and the Bylaws of the Church, this Constitution shall control.



**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**KING OF KINGS LUTHERAN CHURCH**  
**(formerly, King of Kings Lutheran Church, U.A.C. (as amended), Unaltered Augsburg Confession))**

**A NONPROFIT ORGANIZATION**

~~\_\_\_\_\_The undersigned, acting as incorporators of a corporation under \_\_\_\_\_ Pursuant to the authority and provisions of the Nebraska Non-Profit/Nonprofit Corporation Act, R.R.S. Nebr., 1945, Sec. 21-1901 to 1991, adopt (the "Act"), the following Amended and Restated Articles of Incorporation: supersede and take the place of the existing Articles of Incorporation of the afore-named corporation filed with the Nebraska Secretary of State on December 19, 1962, as amended by Articles of Amendment filed on December 23, 2004:~~

**ARTICLE I      NAME**

The name of ~~this~~the corporation ~~shall be:~~is KING OF KINGS LUTHERAN CHURCH, ~~U.A.C. (Unaltered Augsburg Confession).~~

**ARTICLE II      CORPORATE DESIGNATION**

The corporation is a religious corporation.

**ARTICLE III      PERIOD OF DURATION**

The ~~time of the commencement of this~~ corporation shall ~~be as soon as these Articles are filed and it shall~~ have perpetual existence unless dissolved by positive action of the voting members.

**ARTICLE ~~III~~IV      PURPOSES**

The purposes of this corporation shall be the fostering and promotion of religion; more specifically, the dissemination of the Christian religion in conformity with the confessional standards of the Lutheran Church-Missouri Synod, as found in the Book of Concord of 1580, and as provided for and expressed in its Constitution and Bylaws, by which it shall be governed.

~~\_\_\_\_\_ARTICLE IV \_\_\_\_\_ Notwithstanding anything hereon to the contrary, the corporation is organized and operated exclusively for charitable and religious purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (the "Code"), or the corresponding section of any future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Code.~~

~~\_\_\_\_\_ Subject to the express limitation that the corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status (a) as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code, or (b) as a corporation contributions to which are deductible under Section 170(c)(2) of the Code, the corporation shall have and possess all powers and rights conferred upon~~

corporations by the Act and any enlargement of such powers conferred by subsequent legislative acts; and, in addition thereto, the corporation shall have and exercise all powers and rights not otherwise denied nonprofit corporations by the laws of Nebraska, as are necessary, suitable, proper, convenient, or expedient to the attainment of the purposes of the corporation.

No substantial part of the activities of the corporation shall be to carry on propaganda or otherwise attempting to influence legislation (except as is otherwise provided by Section 501(h) of the Code), and the corporation shall not participate in or intervene in (including the publishing and distributing of statements) any political campaign on behalf of any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable federal, state or local laws.

No part of the net earnings or principal of the corporation shall inure to the benefit of or be distributed to any director, trustee, or officer of the corporation, or to any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation in connection with one or more of its purposes), and no director, trustee, or officer of the corporation, or any affiliated organizations, or any private individual, shall be entitled to share in the distribution of any of the corporation's assets on dissolution of the corporation.

#### **ARTICLE V BUSINESS; MEMBER VOTING**

The business of the corporation shall be conducted in the manner determined by its directors. Voting members of the corporation shall be members of the corporation who have reached the age of eighteen years and who have indicated the willingness to become such voting members and who otherwise satisfy the requirements for membership set forth in the Constitution and Bylaws.

#### **ARTICLE ~~V~~ VI DIRECTORS; OFFICERS**

The voting members shall elect the directors of the corporation from their membership at an annual meeting of the corporation. The directors of the corporation shall select from their members the following officers: President and Vice President. The directors of the corporation shall also select from the voting members of the corporation the following officers: Treasurer and Secretary.

#### **ARTICLE ~~VI~~ ~~DISTRIBUTION OF ASSETS~~**

~~———— If at any time a separation should take place on account of doctrine, the property of the corporation and all benefits therewith connected shall remain with those voting members who adhere in confession and practice to the standards of the Book of Concord of 1580. In the event the corporation should totally disband, the property and all rights connected therewith shall be transferred to the Lutheran Church Missouri Synod, Northern Nebraska District.~~

#### **ARTICLE ~~VII~~ ARTICLE VII DISSOLUTION OF THE CORPORATION**

Upon the dissolution of the corporation, after paying or making provision for the payment of all liabilities of the corporation, the corporation's remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of Code, or shall be distributed to

the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, to another organization to be used in such manner as in the judgment of the court will best accomplish the general purposes for which the corporation was organized.

### **ARTICLE VIII LIABILITY OF MEMBERS**

The private property of the members of the corporation and of the voting members shall not be subject to the payment of corporation debts nor shall its members be subject to assessments. All income of the corporation shall be used exclusively for accomplishing the purposes of the corporation.

### **ARTICLE VIII—INITIAL IX REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the ~~initial~~ registered office of this corporation shall be: ~~3111 S. 126 St., 11615 I Street, Suite 3, Omaha, Nebraska, NE 68137.~~ The name of the ~~initial~~ registered agent of this corporation shall be ~~Jack Rohrberg~~ Heather Ruhter at that address.

### ~~ARTICLE IX INITIAL BOARD OF DIRECTORS~~

~~There shall be four Directors as provided in ARTICLE V., constituting the initial Board of Directors. The names and street addresses of the persons who are to serve as the initial Directors are:~~

- ~~President — Jack Rohrberg, 3111 S. 126 St., Omaha, Nebraska~~
- ~~Vice President — Warren Barth, 522 S. 52 St., Omaha, Nebraska~~
- ~~Secretary — Frank Hayworth, 3224 S. 126 St., Omaha, Nebraska~~
- ~~Treasurer — Burwell Beaman, 3449 S. 126 St., Omaha, Nebraska~~

### **ARTICLE X INCORPORATORS**

The name and street address of each incorporator are as follows:

- ~~Warren Barth, 522 S. 52 St., Omaha, Nebraska~~
- ~~Burwell Beaman, 3449 S. 126 St., Omaha, Nebraska~~
- ~~Willis Bengston, 12013 Pedersen Dr., Omaha, Nebraska~~
- ~~Warren Bierman, 3010 S. 108 St., Omaha, Nebraska~~
- ~~James Buller, 3333 S. 126 St., Omaha, Nebraska~~
- ~~Richard Conrad, 12113 Pedersen Dr., Omaha, Nebraska~~
- ~~Ralph Forke, 3110 S. 122 Ave., Omaha, Nebraska~~
- ~~Jack Fortner, 3218 S. 117 St., Omaha, Nebraska~~
- ~~Leonard Frecks, Box 55, Millard, Nebraska~~
- ~~Frank Hayworth, 3224 S. 126 St., Omaha, Nebraska~~
- ~~Milford Heller, 12017 Pedersen Dr., Omaha, Nebraska~~

- ~~\_\_\_\_\_ Roger Holmes, 3105 S. 122 St., Omaha, Nebraska~~
- ~~\_\_\_\_\_ Bart Hoemann, 3324 S. 105 Ave., Omaha, Nebraska~~
- ~~\_\_\_\_\_ Manfred Judernatz, 3206 Pedersen Dr., Omaha, Nebraska~~
- ~~\_\_\_\_\_ Paul Karr, 12505 C St., Omaha, Nebraska~~
- ~~\_\_\_\_\_ E. J. Kemnitz, 2323 S. 123 St., Omaha Nebraska~~
- ~~\_\_\_\_\_ Bruce LeGrande, 410 S. Walnut, Millard, Nebraska~~
- ~~\_\_\_\_\_ Gene Mackey, 319 S. 4 St., Millard, Nebraska~~
- ~~\_\_\_\_\_ George Maul, 3105 S. 122 Ave., Omaha, Nebraska~~
- ~~\_\_\_\_\_ Jack Rohrberg, 3311 S. 126 St., Omaha, Nebraska~~
- ~~\_\_\_\_\_ Melvin Tarr, 1219 Jackson, Millard, Nebraska~~
- ~~\_\_\_\_\_ Donald Tatreau, 3229 S. 90 Ave., Omaha, Nebraska~~
- ~~\_\_\_\_\_ ...~~

~~\_\_\_\_\_~~ **ARTICLE XII** ~~\_\_\_\_\_~~ **CONSTITUTION AND BY LAWS**

This corporate body may adopt such Constitution and such Bylaws as may appear necessary to accomplish the purposes of ~~this association~~the organization. A change in the number of ~~Directors~~directors may be made by amendment to the ~~By laws~~Bylaws.

~~\_\_\_\_\_~~ **ARTICLE XIII** ~~\_\_\_\_\_~~ **SIGNATURES OF INCORPORATORS**

~~\_\_\_\_\_~~ The following are the signatures of the incorporators:

~~\_\_\_\_\_~~ ...

~~\_\_\_\_\_~~ IN WITNESS WHEREOF, the undersigned corporation has caused these Amended and Restated Articles of Incorporation to be executed in its name by its President and Secretary, on May xx, 2024.

**KING OF KINGS LUTHERAN CHURCH (formerly,  
King of Kings Lutheran Church, U.A.C. (Unaltered  
Augsburg Confession))**

\_\_\_\_\_  
By: Dave Reddel  
Its: President

\_\_\_\_\_  
By: Heather Ruhter  
Its: Secretary

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
KING OF KINGS LUTHERAN CHURCH  
(formerly, King of Kings Lutheran Church, U.A.C. (Unaltered Augsburg Confession))**

Pursuant to the authority and provisions of the Nebraska Nonprofit Corporation Act (the "Act"), the following Amended and Restated Articles of Incorporation supersede and take the place of the existing Articles of Incorporation of the afore-named corporation filed with the Nebraska Secretary of State on December 19, 1962, as amended by Articles of Amendment filed on December 23, 2004:

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The corporation shall have perpetual existence unless dissolved by positive action of the voting members.

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Notwithstanding anything hereon to the contrary, the corporation is organized and operated exclusively for charitable and religious purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (the "Code"), or the corresponding section of any future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Code.

Subject to the express limitation that the corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status (a) as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code, or (b) as a corporation contributions to which are deductible under Section 170(c)(2) of the Code, the corporation shall have and possess all powers and rights conferred upon corporations by the Act and any enlargement of such powers conferred by subsequent legislative acts; and, in addition thereto, the corporation shall have and exercise all powers and rights not

otherwise denied nonprofit corporations by the laws of Nebraska, as are necessary, suitable, proper, convenient, or expedient to the attainment of the purposes of the corporation.

No substantial part of the activities of the corporation shall be to carry on propaganda or otherwise attempting to influence legislation (except as is otherwise provided by Section 501(h) of the Code), and the corporation shall not participate in or intervene in (including the publishing and distributing of statements) any political campaign on behalf of any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable federal, state or local laws.

No part of the net earnings or principal of the corporation shall inure to the benefit of or be distributed to any director, trustee, or officer of the corporation, or to any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation in connection with one or more of its purposes), and no director, trustee, or officer of the corporation, or any affiliated organizations, or any private individual, shall be entitled to share in the distribution of any of the corporation's assets on dissolution of the corporation.

#### **ARTICLE V BUSINESS; MEMBER VOTING**

The business of the corporation shall be conducted in the manner determined by its directors. Voting members of the corporation shall be members of the corporation who have reached the age of eighteen years and who have indicated the willingness to become such voting members and who otherwise satisfy the requirements for membership set forth in the Constitution and Bylaws.

#### **ARTICLE VI DIRECTORS; OFFICERS**

The voting members shall elect the directors of the corporation from their membership at an annual meeting of the corporation. The directors of the corporation shall select from their members the following officers: President and Vice President. The directors of the corporation shall also select from the voting members of the corporation the following officers: Treasurer and Secretary.

#### **ARTICLE VII DISSOLUTION OF THE CORPORATION**

Upon the dissolution of the corporation, after paying or making provision for the payment of all liabilities of the corporation, the corporation's remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, to another organization to be used in such manner as in the judgment of the court will best accomplish the general purposes for which the corporation was organized.

**ARTICLE VIII LIABILITY OF MEMBERS**

The private property of the members of the corporation and of the voting members shall not be subject to the payment of corporation debts nor shall its members be subject to assessments. All income of the corporation shall be used exclusively for accomplishing the purposes of the corporation.

**ARTICLE IX REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered office of this corporation shall be 11615 I Street, Suite 3, Omaha, NE 68137. The name of the registered agent of this corporation shall be Heather Ruhter at that address.

**ARTICLE X CONSTITUTION AND BYLAWS**

This corporate body may adopt such Constitution and such Bylaws as may appear necessary to accomplish the purposes of the organization. A change in the number of directors may be made by amendment to the Bylaws.

IN WITNESS WHEREOF, the undersigned corporation has caused these Amended and Restated Articles of Incorporation to be executed in its name by its President and Secretary, on May xx, 2024.

**KING OF KINGS LUTHERAN CHURCH (formerly,  
King of Kings Lutheran Church, U.A.C. (Unaltered  
Augsburg Confession))**

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By: Dave Reddel  
Its: President

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By: Heather Ruhter  
Its: Secretary

# **AMENDED AND RESTATED BYLAWS OF KING OF KINGS LUTHERAN CHURCH**

*A Nebraska Non-profit Religious and Charitable Corporatio*

## **ARTICLE I NAME**

The name of this non-profit Corporation shall be: King of Kings Lutheran Church (formerly, King of Kings Lutheran Church, U.A.C. (Unaltered Augsburg Confession)).

## **ARTICLE II PURPOSES**

The purposes of the Church shall be exclusively religious and charitable as described in the Constitution.

## **ARTICLE III FISCAL YEAR**

The fiscal year of the Church shall be the calendar year.

## **ARTICLE IV MEMBERSHIP**

A member is any person who ~~has~~ is an Adult Confirmed Member (hereinafter, "Member") as described in the Constitution of the Church.

## **ARTICLE V TERMINATION OF MEMBERSHIP**

A Member shall be removed from the Church's Membership roll as determined by the Spiritual Advisory Committee (as defined in Article IX) for one of the following reasons only:

1. Death
2. Personal request of the Member for transfer of membership to another church
3. Personal request of the Member for release from membership
4. "Whereabouts Unknown" for the period of one year or longer
5. Admonishment and Excommunication
  - An erring Member shall be admonished in accordance with the various steps prescribed in Matthew 18:15-17, whenever that procedure is possible.
  - If the Member refused to submit to Church discipline, the Spiritual Advisory Committee and/or Lead Pastor may recommend to the Church that such member ought to be excommunicated. The Church shall require a 2/3 vote to excommunicate a Member. If the Member refused to submit to Church discipline, the Spiritual Advisory Committee and/or Lead Pastor may recommend to the Church that such member ought to be excommunicated. The Church shall require a 2/3 vote to excommunicate a Member.
  - After sincere repentance, an excommunicated person shall receive absolution and be reinstated into membership upon the recommendation of the Lead Pastor and subsequent approval by a majority vote of the Spiritual Advisory Committee.
6. Self Exclusion.
  - A Member may be removed from membership by the unanimous vote of the Spiritual



Advisory Committee if that person has self-excluded him/herself from:

- a. That person has self-excluded him/herself from all Church ministry events for a period of one year or more;
  - b. That person has ceased making a financial contribution to the Church for one year or more; and/or
  - c. That person has declined to respond to any communication from the Church seeking to encourage his/her return
- A person whose membership has been terminated has forfeited all rights of a Member of the Church and all claims upon the property of the Church as such, or upon any part thereof, so long as he/she is not reinstated into membership.

## **ARTICLE VI VOTING PRIVILEGES OF MEMBERSHIP**

Every Member who is 18 years of age or older shall have the right to vote on the following matters:

1. The election and/or removal of members to the Board of Lay Ministry (as defined in Article VIII). Removal of a member of the Board of Lay Ministry may occur for one or more of the following reasons: teaching of false doctrine, a scandalous life, dereliction in official duties, or protracted inability to perform his/her duties.
2. The official call or removal of the Lead Pastor. Removal of the Lead Pastor may occur for one or more of the following reasons: teaching of false doctrine, a scandalous life, dereliction of official duties, or protracted inability to perform his duties.
3. Borrowing of money by the Church, which is 1) backed by unencumbered Church cash and/or security assets and 2) exceeds, or would cause to exceed, an amount equal to or greater than fifty percent (50%) of the then existing value of unencumbered Church cash and/or security assets.
4. The amending of the Articles of Incorporation, Constitution and Bylaws of the Church.
5. Changing the Church's Synodical Membership.
6. The sale of substantially all of the assets, merger, consolidation or dissolution of the Church.

## **ARTICLE VII MEMBERSHIP MEETINGS**

Two types of membership meetings may be held at any time for any purpose:

1. **VOTERS' MEETINGS.** Voters' meetings are open to all Members 18 years of age or older.

The purpose of Voters' meetings is for Members to vote on matters contained in Article VI of these Bylaws.

At least one Voters' meeting must be held on or before May 31 each year. This shall be the Annual Meeting. Its purpose shall be to elect members to the Board of Lay Ministry and to hear ministry reports, including an annual financial report, and to conduct such other business as may properly come before the meeting.

The method of voting (voting in person, online voting, absentee voting or proxy voting) shall be determined by the Board of Lay Ministry and announced in the Call of the Meeting. The

date, place and purpose of Voters' meetings shall be established by the Board of Lay Ministry or Lead Pastor.

Required Member notification shall include: a written notice sent to all Members at least 10 but not more than 60 calendar days preceding the meeting and a verbal announcement during the two preceding weekend worship services. The notification shall include the date, time, place and purpose of the meeting and voting procedures. Written notice shall include notice sent via an electronic medium, including, but not limited to, electronic mail.

Any Member can present any proposed action for Voters' meeting or special Voters' meeting consideration. Such proposed action(s) must be in writing and presented to the Church President before the Call of the meeting in order to be considered and acted upon at the first Voters' meeting following the presentation of the action(s) to the President. Any Member, upon being recognized by the person chairing the Voter's Meeting, can present any proposed action during a duly called Voters' meeting. Such proposed action(s) must be in writing with a copy provided to the Secretary. An action(s) presented during a duly called Voters' meeting can not be acted upon at the meeting when proposed. Such proposed action(s) must be presented to a subsequent Voters' meeting to be called by the Board of Lay Ministry for the purpose of acting upon the proposed action(s). The Board of Lay Ministry shall provide a written recommendation to the Members concerning all member- proposed action(s).

Special meetings of the Voters may be called at any time to address specific topics within Article VI, providing that the Member meeting notification requirements of this Bylaw section have been complied with.

The following parties may call a special meeting of the Voters:

- The Board of Lay Ministry, with a majority vote
- The President of the Church together with the Lead Pastor
- Any twenty-five (25) Members by petition with half (50%) of a quorum of Board of Lay Ministry members
- 10% of voting Members

Whenever a Voters' meeting has been properly called, the number of the voting Members present shall constitute a quorum. All decisions shall be by majority vote with the exception of the sale of substantially all of the assets, merger, consolidation or dissolution of the church as a corporation, or the amendment of the Church's Articles of Incorporation or Bylaws, which shall be by two-thirds majority vote of Members present as required by Nebraska non-profit corporation law. Minutes shall be kept of all Voters' meetings.

2. MEMBER INFORMATIONAL MEETINGS. Member Informational Meetings can be held at any time for any purpose. Member Informational Meetings are open to Members and regular guests of the Church. The purpose of Member Informational Meetings is to present information to the attendees and receive feedback. No official decision-making can occur during a Member Informational Meeting. Minutes are not required to be maintained at these meetings.

## **ARTICLE VIII THE BOARD OF LAY MINISTRY**

The Board of Lay Ministry of the Church shall be composed of the Lead Pastor and ten (10) Members of the Church elected at the annual Voters' meeting of the Church (hereinafter "Board

Members"). The Board Members shall be people who 1) have proven faithful to the Lord and His Church, 2) have been Members of the Church for at least 2 years prior to sitting on the Board of Lay Ministry, 3) are not ministry staff members or employees of the Church, and 4) attend worship faithfully and are involved in ongoing Bible study and a committed life of growing discipleship.

Board Members shall serve three-year terms established on a staggered basis, and may not serve more than two consecutive terms. The Lead Pastor shall be a voting Member, but not an officer, of the Board of Lay Ministry.

Minutes shall be kept of all meetings of the Board of Lay Ministry.

Six (6) members shall constitute a quorum, and all actions of the Board of Lay Ministry shall require an affirmative vote of at least six (6) members in order to be enacted.

Annually the Board of Lay Ministry shall select from among its Board Members a President and Vice-President who shall serve as the President and Vice President of the Church.

Nomination Committee. The Board of Lay Ministry shall serve as the Nomination Committee for the Church. The Vice President of the Board of Lay Ministry shall chair the Nomination Committee. At least Sixty (60) days prior to the Annual Voters' Meeting, the Nomination Committee shall ask the Lead Pastor, Church staff, and Members for proposed names of individuals for consideration to serve as Board Members of the Board of Lay Ministry. (Note: All candidates submitted for consideration must meet the established criteria listed in the first paragraph of this article). The Lead Pastor may veto any name(s) submitted at his discretion and discernment given information of disqualification that only he may be privy to. The Board of Lay Ministry, the Lead Pastor and any staff members he may designate shall meet together to propose names for consideration at the annual voter's meeting. The number of candidates on the ballot will be the number of open positions plus at least one additional name.

These names shall be published in the two successive written announcements preceding the annual meeting. These announcements shall also accord Members another chance to submit in writing names of individuals for consideration by the Board of Lay Ministry. Nominations "from the floor" of any Voters' meeting will not be accepted.

Board vacancies. In cases of a vacancy on the Board of Lay Ministry, the President of the Board of Lay Ministry, after consulting with the Lead Pastor, shall select a qualified individual to serve in the position until the next annual Voters' Meeting, at which time the congregation shall select an individual to complete the remaining portion of the unexpired term which shall count as a complete term for that individual if the unexpired term to which he/she is selected exceeds 1 year at the time of his/her election.

Electronic meetings. Members of the Board of Lay Ministry may participate in a regular or special meeting of the Board of Lay Ministry through the use of conference telephone or similar electronic communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting pursuant to this paragraph constitutes presence in person at such meeting, including for quorum purposes.

For the sake of good order, effective ministry and accountability, the Church authorizes the Board of Lay Ministry to:

1. Meet at least quarterly with the Lead Pastor and any staff member(s) he may designate.

2. Receive a quarterly report from the Lead Pastor on the ministries and activities of the Church and offer evaluation, additional counsel, and input concerning the overall ministry of the Church. Quarterly, at the direction of the President of the Board of Lay Ministry, the Board of Lay Ministry shall provide the Congregation a status update report concerning ministry activities, ministry plans and a financial status report.
3. Act upon the annual budget recommended by the Lead Pastor. The Board of Lay Ministry shall adopt only a balanced budget.
4. Act upon and adopt an annual Human Resource plan for the Church. The Human Resource plan shall include a salary program, which, in the judgment of the Board of Lay Ministry, contains prudent stewardship, fairness, equity and competitiveness to both the Church and employees. The Board of Lay Ministry may delegate, with accountability, administration of the salary program to the Lead Pastor. The Spiritual Advisory Committee is responsible for approving the annual salary of the Lead Pastor.
5. Receive and review, on a monthly basis, a financial report including the receipts and expenditures of the Church for the previous month.
6. Negotiate the borrowing of short-term funds (less than 12 months) for operating needs if necessary for cash flow purposes. Any funds outstanding at any time so borrowed shall not exceed ten percent (10%) of the previous year's donor contributions.
7. Approve the disposal of personal property of the Church
8. Approve the disposition of all undesignated gifts, bequests and estates given to the Church.
9. Select annually from among themselves a President and Vice-President who shall serve as the President and Vice President of the Church. The President of the Church shall have the responsibility to chair the meetings of the Church, with the Vice President serving in their absence. In cases where both the President and Vice President are unable to attend a meeting of the Church, the President shall arrange for a member of the Board of Lay Ministry to chair the meeting in their absence.
10. Appoint from the Members (excluding staff) of the Church a Treasurer who shall perform the duties as set forth in Article X.
11. Appoint from the Members or staff of the Church a Secretary who shall keep or maintain, or cause to be kept or maintained, all minutes from Board of Lay Ministry and meetings of the Church as required by these Bylaws. The Secretary's term of office shall continue at the discretion of the Board of Lay Ministry.
12. Establish the Spiritual Advisory Committee or any other committee in the manner and for the purposes as set forth in Article IX.
13. Act upon needed ministry staff positions as recommended by the Lead Pastor. Call and commission appropriate people for those positions with the exception of the Lead Pastor-Director of Ministries as stated in Article VI.
14. Act upon recommendations from the Lead Pastor for the dismissal of any ministry staff member of the Church.
15. Meet jointly with a Pastor (an Associate Pastor, in the case of a vacancy in the position of Lead Pastor) in order to provide for an acting Lead Pastor, who shall temporarily exercise the

functions of Lead Pastor. The Board of Lay Ministry shall establish a search process, which shall include a Call Committee for the purpose of submitting a call recommendation to the Voters' Assembly for filling the position. Call Committee members shall be composed of the Church's President, Vice-President, and at least three (3) other Members. The President of the Church shall appoint one member of the ministry staff to serve as an ex-officio, non-voting member of the Call Committee. Appropriate District officials shall be consulted in establishing a search process.

16. Call a special meeting of the Church to deal with any appropriate business requiring a vote of the Members of the Church.
17. Act upon a strategic long-term ministry plan for King of Kings, based upon the Lead Pastor's recommendation.
18. Receive and review, on a quarterly basis, a report from the Lead Pastor concerning the admission, release and transfer of Members of the Congregation.
19. Establish corporations, partnerships, limited liability companies and other entities, transfer assets thereto and conduct business therewith, for the purpose of operating an appropriate and accountable ministry based on prudent and God-pleasing principles of stewardship.
20. Conduct all business (resolutions, actions, overtures, etc.) with the Synod.
21. ~~Cause the Church to~~ indemnify Directors, Officers, Members ~~and/or~~ Employees to the maximum extent allowed by law and as provided in the Constitution.
22. Bring before the Members any matter the Board of Lay Ministry, in its sole discretion, may determine.

## **ARTICLE IX THE SPIRITUAL ADVISORY COMMITTEE**

The Spiritual Advisory Committee shall be made up of the Lead Pastor, the President, the Vice-President and three other Members of the Board of Lay Ministry appointed and designated by the President of the Board of Lay Ministry. The purpose of this committee is to a) support the Lead Pastor in his carrying out the pastoral ministry (i.e.: carrying out the pastoral functions, matters dealing with spiritual authority and discipline), b) serve as spiritual advisors and encouragers to the Lead Pastor, c) annually set the Lead Pastor's salary, d) manage the Lead Pastor's performance, including, but not limited to, providing regular performance reviews, identifying areas for growth and course correction, and recognizing and rewarding performance, and e) hear, discuss, and decide membership.

The Spiritual Advisory Committee will meet as needed. Minutes shall be kept at all meetings. Four members shall constitute a quorum, and all actions, except for the excommunication of Members of the Church, which shall require a unanimous affirmative vote, shall require an affirmative vote of at least four Members.

## **ARTICLE X TREASURER**

The Treasurer of the Church shall be chosen by a vote of the Board of Lay Ministry. This person shall be one who a) has proven faithful to the Lord and His Church, b) has been a Member of the Church for at least two years prior to being chosen as the Treasurer, and c) attends worship faithfully and is involved in ongoing Bible study and a committed life of growing discipleship.

The Treasurer shall serve a term of three (3) years and may not serve more than two (2)

consecutive terms. The Treasurer may be removed by a vote of the Board of Lay Ministry.

For the sake of good order and accountability, the Board of Lay Ministry authorizes the Treasurer to:

1. Oversee all efforts of any Church staff position managing financial resources or accounting functions;
2. Prepare or cause to be prepared, on a monthly basis, a financial report including the receipts, expenditures, assets and liabilities of the Church for the previous month and submit such reporting to the Board of Lay Ministry;
3. Recommend annually to the Board of Lay Ministry a professionally qualified public accounting firm to conduct an independent audit of all receipts, expenditures and financial transaction records, present it to the Board, and make it available to the Members of the Church; provided, however, notwithstanding the foregoing, an annual independent audit is not required unless expressly authorized by the Board of Lay Ministry; and
4. Assume other duties as the Board of Lay Ministry may define from time to time.

## **ARTICLE XI MINISTRY STAFF**

The Ministry staff shall be composed of:

1. A Lead Pastor called by the Members of the Church. (See Article VI)
2. Other ordained men, men and women commissioned as “Ministers of the Gospel”, and non-commissioned men and women.

The duties of the ordained pastors shall include, but not be limited to, preaching and teaching the Word of God, performing marriages and funerals and administering the sacraments. The duties of all other ministry staff shall be in accord with their job descriptions as approved at the discretion of the Lead Pastor.

Office of the Keys. While the Office of the Keys and the public ministry are given to the local congregation by Christ and His Holy Word, the spiritual leadership, under the direction of the Holy Spirit, the ministry planning and the operating philosophies are vested in the Lead Pastor.

The Ministry staff is accountable to the Lead Pastor. The Lead Pastor is accountable to the Board of Lay Ministry. The Board of Lay Ministry is accountable to the Members of the Church.

## **ARTICLE XII SYNODICAL MEMBERSHIP**

“Endeavoring to keep the unity of the Spirit in the bond of Peace” as written in Ephesians 4:1-3, this Church shall join with fellow Christians in other congregations in promoting the unity of faith, providing for the proper training of pastors and teachers, and conducting mission work beyond our parochial limits. In accord with these principles, the Church shall:

1. Hold membership in a confessionally faithful Lutheran Synod;
2. Send the required delegates to the conferences and conventions of the Synod; and
3. Support the work of the Synod.

## **BYLAWS ARTICLE XIII AMENDMENT TO THESE BYLAWS**

These Bylaws of the Church may be amended provided the proposed amendment(s) has been

(i) approved by the Board and (ii) submitted in writing and presented to the Congregation at a previous Congregational Voters' Assembly and upon receiving the affirmative vote of a two-thirds (2/3) majority of the Members present at the Voter's meeting.

#### **ARTICLE XIV EFFECTIVE DATE**

The effective date of these Bylaws is the date approved by the Board and the Voting Members of the Church.

# **AMENDED AND RESTATED BYLAWS OF KING OF KINGS LUTHERAN CHURCH**

*A Nebraska Non-profit Religious and Charitable Corporation*

## **ARTICLE I NAME**

The name of this non-profit Corporation shall be: King of Kings Lutheran Church (formerly, King of Kings Lutheran Church, U.A.C. (Unaltered Augsburg Confession)).

## **ARTICLE II PURPOSES**

The purposes of the Church shall be exclusively religious and charitable as described in the Constitution.

## **ARTICLE III FISCAL YEAR**

The fiscal year of the Church shall be the calendar year.

## **ARTICLE IV MEMBERSHIP**

A member is any person who is an Adult Confirmed Member (hereinafter, "Member") as described in the Constitution of the Church.

## **ARTICLE V TERMINATION OF MEMBERSHIP**

A Member shall be removed from the Church's Membership roll as determined by the Spiritual Advisory Committee (as defined in Article IX) for one of the following reasons only:

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5. Admonishment and Excommunication
  - An erring Member shall be admonished in accordance with the various steps prescribed in Matthew 18:15-17, whenever that procedure is possible.
  - If the Member refused to submit to Church discipline, the Spiritual Advisory Committee and/or Lead Pastor may recommend to the Church that such member ought to be excommunicated. The Church shall require a 2/3 vote to excommunicate a Member. If the Member refused to submit to Church discipline, the Spiritual Advisory Committee and/or Lead Pastor may recommend to the Church that such member ought to be excommunicated. The Church shall require a 2/3 vote to excommunicate a Member.
  - After sincere repentance, an excommunicated person shall receive absolution and be reinstated into membership upon the recommendation of the Lead Pastor and subsequent approval by a majority vote of the Spiritual Advisory Committee.
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Advisory Committee if that person has self-excluded him/herself from:

- a. That person has self-excluded him/herself from all Church ministry events for a period of one year or more;
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- A person whose membership has been terminated has forfeited all rights of a Member of the Church and all claims upon the property of the Church as such, or upon any part thereof, so long as he/she is not reinstated into membership.

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1. The election and/or removal of members to the Board of Lay Ministry (as defined in Article VIII). Removal of a member of the Board of Lay Ministry may occur for one or more of the following reasons: teaching of false doctrine, a scandalous life, dereliction in official duties, or protracted inability to perform his/her duties.
2. The official call or removal of the Lead Pastor. Removal of the Lead Pastor may occur for one or more of the following reasons: teaching of false doctrine, a scandalous life, dereliction of official duties, or protracted inability to perform his duties.
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4. The amending of the Articles of Incorporation, Constitution and Bylaws of the Church.
5. Changing the Church's Synodical Membership.
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## **ARTICLE VII MEMBERSHIP MEETINGS**

Two types of membership meetings may be held at any time for any purpose:

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The purpose of Voters' meetings is for Members to vote on matters contained in Article VI of these Bylaws.

At least one Voters' meeting must be held on or before May 31 each year. This shall be the Annual Meeting. Its purpose shall be to elect members to the Board of Lay Ministry and to hear ministry reports, including an annual financial report, and to conduct such other business as may properly come before the meeting.

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date, place and purpose of Voters' meetings shall be established by the Board of Lay Ministry or Lead Pastor.

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The following parties may call a special meeting of the Voters:

- The Board of Lay Ministry, with a majority vote
- The President of the Church together with the Lead Pastor
- Any twenty-five (25) Members by petition with half (50%) of a quorum of Board of Lay Ministry members
- 10% of voting Members

Whenever a Voters' meeting has been properly called, the number of the voting Members present shall constitute a quorum. All decisions shall be by majority vote with the exception of the sale of substantially all of the assets, merger, consolidation or dissolution of the church as a corporation, or the amendment of the Church's Articles of Incorporation or Bylaws, which shall be by two- thirds majority vote of Members present as required by Nebraska non- profit corporation law. Minutes shall be kept of all Voters' meetings.

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## **ARTICLE VIII THE BOARD OF LAY MINISTRY**

The Board of Lay Ministry of the Church shall be composed of the Lead Pastor and ten (10) Members of the Church elected at the annual Voters' meeting of the Church (hereinafter "Board

Members"). The Board Members shall be people who 1) have proven faithful to the Lord and His Church, 2) have been Members of the Church for at least 2 years prior to sitting on the Board of Lay Ministry, 3) are not ministry staff members or employees of the Church, and 4) attend worship faithfully and are involved in ongoing Bible study and a committed life of growing discipleship.

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Annually the Board of Lay Ministry shall select from among its Board Members a President and Vice-President who shall serve as the President and Vice President of the Church.

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2. Receive a quarterly report from the Lead Pastor on the ministries and activities of the Church and offer evaluation, additional counsel, and input concerning the overall ministry of the Church. Quarterly, at the direction of the President of the Board of Lay Ministry, the Board of Lay Ministry shall provide the Congregation a status update report concerning ministry activities, ministry plans and a financial status report.
3. Act upon the annual budget recommended by the Lead Pastor. The Board of Lay Ministry shall adopt only a balanced budget.
4. Act upon and adopt an annual Human Resource plan for the Church. The Human Resource plan shall include a salary program, which, in the judgment of the Board of Lay Ministry, contains prudent stewardship, fairness, equity and competitiveness to both the Church and employees. The Board of Lay Ministry may delegate, with accountability, administration of the salary program to the Lead Pastor. The Spiritual Advisory Committee is responsible for approving the annual salary of the Lead Pastor.
5. Receive and review, on a monthly basis, a financial report including the receipts and expenditures of the Church for the previous month.
6. Negotiate the borrowing of short-term funds (less than 12 months) for operating needs if necessary for cash flow purposes. Any funds outstanding at any time so borrowed shall not exceed ten percent (10%) of the previous year's donor contributions.
7. Approve the disposal of personal property of the Church
8. Approve the disposition of all undesignated gifts, bequests and estates given to the Church.
9. Select annually from among themselves a President and Vice-President who shall serve as the President and Vice President of the Church. The President of the Church shall have the responsibility to chair the meetings of the Church, with the Vice President serving in their absence. In cases where both the President and Vice President are unable to attend a meeting of the Church, the President shall arrange for a member of the Board of Lay Ministry to chair the meeting in their absence.
10. Appoint from the Members (excluding staff) of the Church a Treasurer who shall perform the duties as set forth in Article X.
11. Appoint from the Members or staff of the Church a Secretary who shall keep or maintain, or cause to be kept or maintained, all minutes from Board of Lay Ministry and meetings of the Church as required by these Bylaws. The Secretary's term of office shall continue at the discretion of the Board of Lay Ministry.
12. Establish the Spiritual Advisory Committee or any other committee in the manner and for the purposes as set forth in Article IX.
13. Act upon needed ministry staff positions as recommended by the Lead Pastor. Call and commission appropriate people for those positions with the exception of the Lead Pastor-Director of Ministries as stated in Article VI.
14. Act upon recommendations from the Lead Pastor for the dismissal of any ministry staff member of the Church.
15. Meet jointly with a Pastor (an Associate Pastor, in the case of a vacancy in the position of Lead Pastor) in order to provide for an acting Lead Pastor, who shall temporarily exercise the

functions of Lead Pastor. The Board of Lay Ministry shall establish a search process, which shall include a Call Committee for the purpose of submitting a call recommendation to the Voters' Assembly for filling the position. Call Committee members shall be composed of the Church's President, Vice-President, and at least three (3) other Members. The President of the Church shall appoint one member of the ministry staff to serve as an ex-officio, non-voting member of the Call Committee. Appropriate District officials shall be consulted in establishing a search process.

16. Call a special meeting of the Church to deal with any appropriate business requiring a vote of the Members of the Church.
17. Act upon a strategic long-term ministry plan for King of Kings, based upon the Lead Pastor's recommendation.
18. Receive and review, on a quarterly basis, a report from the Lead Pastor concerning the admission, release and transfer of Members of the Congregation.
19. Establish corporations, partnerships, limited liability companies and other entities, transfer assets thereto and conduct business therewith, for the purpose of operating an appropriate and accountable ministry based on prudent and God-pleasing principles of stewardship.
20. Conduct all business (resolutions, actions, overtures, etc.) with the Synod.
21. Cause the Church to indemnify Directors, Officers, Members and Employees to the maximum extent allowed by law and as provided in the Constitution.
22. Bring before the Members any matter the Board of Lay Ministry, in its sole discretion, may determine.

## **ARTICLE IX THE SPIRITUAL ADVISORY COMMITTEE**

The Spiritual Advisory Committee shall be made up of the Lead Pastor, the President, the Vice-President and three other Members of the Board of Lay Ministry appointed and designated by the President of the Board of Lay Ministry. The purpose of this committee is to a) support the Lead Pastor in his carrying out the pastoral ministry (i.e.: carrying out the pastoral functions, matters dealing with spiritual authority and discipline), b) serve as spiritual advisors and encouragers to the Lead Pastor, c) annually set the Lead Pastor's salary, d) manage the Lead Pastor's performance, including, but not limited to, providing regular performance reviews, identifying areas for growth and course correction, and recognizing and rewarding performance, and e) hear, discuss, and decide membership.

The Spiritual Advisory Committee will meet as needed. Minutes shall be kept at all meetings. Four members shall constitute a quorum, and all actions, except for the excommunication of Members of the Church, which shall require a unanimous affirmative vote, shall require an affirmative vote of at least four Members.

## **ARTICLE X TREASURER**

The Treasurer of the Church shall be chosen by a vote of the Board of Lay Ministry. This person shall be one who a) has proven faithful to the Lord and His Church, b) has been a Member of the Church for at least two years prior to being chosen as the Treasurer, and c) attends worship faithfully and is involved in ongoing Bible study and a committed life of growing discipleship.

The Treasurer shall serve a term of three (3) years and may not serve more than two (2)

consecutive terms. The Treasurer may be removed by a vote of the Board of Lay Ministry.

For the sake of good order and accountability, the Board of Lay Ministry authorizes the Treasurer to:

1. Oversee all efforts of any Church staff position managing financial resources or accounting functions;
2. Prepare or cause to be prepared, on a monthly basis, a financial report including the receipts, expenditures, assets and liabilities of the Church for the previous month and submit such reporting to the Board of Lay Ministry;
3. Recommend annually to the Board of Lay Ministry a professionally qualified public accounting firm to conduct an independent audit of all receipts, expenditures and financial transaction records, present it to the Board, and make it available to the Members of the Church; provided, however, notwithstanding the foregoing, an annual independent audit is not required unless expressly authorized by the Board of Lay Ministry; and
4. Assume other duties as the Board of Lay Ministry may define from time to time.

## **ARTICLE XI MINISTRY STAFF**

The Ministry staff shall be composed of:

1. A Lead Pastor called by the Members of the Church. (See Article VI)
2. Other ordained men, men and women commissioned as “Ministers of the Gospel”, and non-commissioned men and women.

The duties of the ordained pastors shall include, but not be limited to, preaching and teaching the Word of God, performing marriages and funerals and administering the sacraments. The duties of all other ministry staff shall be in accord with their job descriptions as approved at the discretion of the Lead Pastor.

Office of the Keys. While the Office of the Keys and the public ministry are given to the local congregation by Christ and His Holy Word, the spiritual leadership, under the direction of the Holy Spirit, the ministry planning and the operating philosophies are vested in the Lead Pastor.

The Ministry staff is accountable to the Lead Pastor. The Lead Pastor is accountable to the Board of Lay Ministry. The Board of Lay Ministry is accountable to the Members of the Church.


## **ARTICLE XII SYNODICAL MEMBERSHIP**

“Endeavoring to keep the unity of the Spirit in the bond of Peace” as written in Ephesians 4:1-3, this Church shall join with fellow Christians in other congregations in promoting the unity of faith, providing for the proper training of pastors and teachers, and conducting mission work beyond our parochial limits. In accord with these principles, the Church shall:

1. Hold membership in a confessionally faithful Lutheran Synod;
2. Send the required delegates to the conferences and conventions of the Synod; and
3. Support the work of the Synod.

## **BYLAWS ARTICLE XIII AMENDMENT TO THESE BYLAWS**

These Bylaws of the Church may be amended provided the proposed amendment(s) has been



(i) approved by the Board and (ii) submitted in writing and presented to the Congregation at a previous Congregational Voters' Assembly and upon receiving the affirmative vote of a two-thirds (2/3) majority of the Members present at the Voter's meeting.

**ARTICLE XIV EFFECTIVE DATE**

The effective date of these Bylaws is the date approved by the Board and the Voting Members of the Church.