

AMENDED AND RESTATED BYLAWS KING OF KINGS LUTHERAN CHURCH

A Nebraska Non-profit Religious 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 ATERMINATION 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:
 - a. Self-excluded him/herself from all Church ministry events for a period of one year or more;

- b. Ceased making a financial contribution to the Church for one year or more; and/or
- c. 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 Voters' 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 Voters' 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 as stated in Article VI.
14. Act upon recommendations from the Lead Pastor for the dismissal of any non-called ministry staff member of the Church.
15. Dismiss called ministry staff members for one or more of the following reasons: teaching false doctrine, a scandalous life, dereliction in official duties, or protracted inability to perform his/her duties.
16. 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' Meeting 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.
17. Call a special meeting of the Church to deal with any appropriate business requiring a vote of the Members of the Church.
18. Act upon a strategic long-term ministry plan for King of Kings, based upon the Lead Pastor's recommendation.
19. Receive and review, on a quarterly basis, a report from the Lead Pastor concerning the admission, release and transfer of Members of the Congregation.
20. 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.
21. Conduct all business (resolutions, actions, overtures, etc.) with the Synod.
22. Cause the Church to indemnify Directors, Officers, Members and Employees to the maximum extent allowed by law and as provided in the Constitution.
23. 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 recommendation of 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 Voters' Meeting and upon receiving the affirmative vote of a two-thirds (2/3) majority of the Members present at the Voters' Meeting.

BYLAWS ARTICLE XIIV EFFECTIVE DATE

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