

BYLAWS OF THE MOUNT OLIVE LUTHERAN CHURCH FOUNDATION

Article I. – NAME, PURPOSE, RELATIONSHIPS

Section 1- *Name*: The name of the organization shall be Mount Olive Lutheran Church Foundation (hereafter referred to as “Foundation”). It shall be a nonprofit organization incorporated under the laws of the State of Minnesota.

Section 2- *Purpose*: The Foundation is organized exclusively for charitable purposes. It exists to fund-raise and oversee endowment funds that provide Mount Olive Lutheran Church (hereafter referred to as “the Congregation”) with additional means to sustain programs and initiatives for the good of the Congregation’s ministry.

Section 3-*Relationship and Decision-making*: In addition to various intersections with the Congregation described in the Articles below, the following guidelines describe actions between the Foundation and the Congregation.

1. The Foundation board of directors (hereafter referred to as “Board”) shall make decisions on investment strategies for the assets under management. The asset investment strategy will be refreshed yearly given the economic climate and will prioritize the protection and growth of assets for the long-term benefit of the Congregation.
2. The Foundation board of directors shall maintain confidentiality of its donors and work to ensure the donors wishes are respected and are in alignment with the ministries of the Congregation.
3. The Foundation board of directors does not have decision rights on the programs and ministries enacted by the Congregation but may be consulted by the Vestry (the governing body of the Congregation) as needed.
4. The Foundation will distribute an annual gift to the Congregation based on a percentage of the interest earned on assets each year, which may fluctuate. The annual gift communication to the Congregation will also outline what portions of the disbursement are unrestricted, and outline any restrictions of the funds, based on the wishes of the donors of the original gifts.
5. The Board will decide the total dollar value of the annual gift and the disbursement timing of the funds and communicate this to the Treasurer of the Congregation annually.
6. The Board may approve, from time to time, upon written request by the Vestry, loans to the Congregation where there is a predictable source of income to repay the loan.
7. The Board may approve, from time to time, special disbursements to the Congregation for extraordinary needs as requested by the Vestry. The Board shall only consider a proposal for a one-time disbursement if the interest earned and market value of the assets has appreciated considerably over time as to not degrade the overall principal assets of the Foundation.
8. The Congregation, through the actions of its Vestry, shall make all decisions about the specific use of funds that it has received in its disbursements or loans.
9. The default and preference of the Foundation is to accept unrestricted gifts or bequests. When donors wish to create a new restricted fund for the Foundation, Foundation leaders

will consult with the Congregation president, pastor, or other appropriate Vestry directors on the suitability and usability of the proposed fund. Before final creation of the fund, the Board will bring the proposal to its membership for approval in a timely way while respecting the privacy of the donor(s). This process may also be used for proposed changes in terms of previously restricted funds.

10. At least once a year, the Treasurer of the Congregation shall provide a report to the Foundation regarding the use of Foundation disbursements in the previous year. Likewise, at least once a year the Treasurer of the Foundation shall provide a report to the Congregation about the status of Foundation funds.

Article II. – MEMBERSHIP

Section 1- *Eligibility for membership*: Membership shall consist of all voting members of the Congregation. Members shall elect the Board of Directors of the Foundation, approve new or revised restricted funds, and advise on the general direction of the Foundation's affairs.

Article III. – BOARD OF DIRECTORS

Section 1 - *Board role, size, and compensation*: The Board is responsible for overall policy and direction of the foundation and execution of the bylaws herein. The Board shall have up to eleven, but not fewer than five members. The Board receives no compensation for board duties but may set up procedures for reimbursement of reasonable and documented expenses.

Section 2 – *Qualifications for board membership*: Individuals may serve as Directors on the Board if they are a voting member of Mount Olive Lutheran Church. The Pastor of Mount Olive Lutheran Church and the President of the Mount Olive Lutheran Church Vestry or their designees are *ex-officio* members of the board of directors.

Section 2. 1 – *Board leadership roles* are defined as follows:

Director - full voting board member, required for quorum.

Officer, also a *Director*, but with additional responsibilities as outlined in Section 9

Ex-officio Board Member - may participate with voting rights in meetings and Board activities but does not contribute to creating quorum.

Emeritus/Emerita Board Member - Former Directors may be elected by the Directors in honor of past service and for ongoing assistance with Foundation activities. If created, they shall not contribute to quorum or hold voting rights.

Consultant - a person not holding any Board roles or title but providing specific services to the Board on a paid or volunteer basis for a specific

purpose. Consultants may or may not belong to the membership and are approved by the Board.

Section 3 – *Terms*: All board members shall serve three-year terms and are eligible for re-election for up to three consecutive terms.

1. To the extent possible, the term of directors shall be staggered.
2. After a break of two years, eligible former directors may be elected to a new term of office.

Section 4 – *Meetings*: The Board shall meet at least quarterly, with the regularly scheduled meetings set at the beginning of each year. An official board meeting requires that each board member have written notice at least two weeks in advance. The Foundation shall hold an annual meeting of the full membership, usually in alignment with a Congregational semi-annual meeting.

Section 5 – *Duties*: A simple majority of the Board shall, at its first meeting of the year, approve an investment strategy for its assets for the coming year. It shall reserve the right to modify and change this strategy depending on the needs and requests of Mount Olive Lutheran Church. A simple majority of the Board shall, at its first meeting of the year, approve a fund-raising strategy for the coming year. It shall reserve the right to modify and change this strategy depending on the needs and requests of Mount Olive Lutheran Church.

Section 6 – *Confidentiality*: All board members must keep confidential any Foundation-related financial or personal information regarding donors, donations, fund-raising, and contributions that are not legally considered public information.

Section 7 – *Board elections*: Directors shall be nominated by the currently seated members of the Foundation board and then elected or re-elected by a simple majority of members present at the annual meeting of the Foundation. If necessary, the Board may fill vacancies in between annual meetings of the membership, but such appointments shall only be in effect until the subsequent annual meeting.

Section 8 – *A quorum*: A quorum must be attended by at least fifty percent of board members for business transactions to take place and motions to pass.

Section 9 – *Officers and Duties*: There shall be four officers of the Board, consisting of a President, Vice-president, Secretary, and Treasurer. Their duties are as follows:

1. The President shall convene and preside at regularly scheduled board meetings or arrange for other members of the Executive Committee to preside at each meeting they cannot be present in the following order: vice-president, secretary, treasurer. The President also has signatory authority for all business of the organization and shall ensure that the bylaws are followed.
2. The Vice-president shall chair committees on special subjects as designated by the Board and shall substitute for the president when the latter is not available to fulfill their duties.

3. The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, proposing the annual board meeting calendar, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained. The Secretary also maintains the board roster.
4. The Treasurer shall administer endowed funds as directed by the Board, make financial information available to Board members and the public, and ensure that appropriate financial records are maintained. They execute financial transactions within the parameters of a budget approved by the Board and may from time to time suggest changes in the budget for approval by the Board. The fiscal year shall be the calendar year and direct the following duties of the Treasurer: annual reports submitted to the Board showing income, expenditures, and pending income; appropriate or necessary sharing of financial records of the organization for public; formal reports including tax filing.
5. Officers shall be elected for 1-year terms by the Board at its first meeting of the year.

Section 10 –*Resignation, termination, and absences*: Resignation from the board must be in writing and received by the secretary. A board member shall be terminated from the board due to excess absences, defined as more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 11 –*Special meetings*: Special meetings of the Board shall be called upon the request of the chair or one-third of the Board. Notices of special meetings shall be sent out by the secretary to all board members at least three weeks in advance.

Section 12 –*Remote communication for meetings*: Any meeting of directors may be conducted solely by one or more means of remote communication through which all directors may participate in the meeting, if notice of the meeting is given as described in Section 3 and if the number participating is sufficient to constitute a quorum as described in Section 6. Remote communication includes but is not limited to telephone, video (via the internet), or such other means by which people may communicate with each other in a substantially simultaneous basis. Participation in a meeting by any of the above-mentioned means constitutes attendance at a meeting.

Section 13 –*Action without a meeting*: Upon initiative of the board president or Executive Committee, any action normally taken at a regular or special meeting may be taken without a meeting if the secretary remotely polls every director entitled to vote on the action. The communication must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by ballot is valid only if the number of votes cast by ballot equals or exceeds the number of votes that would be required to approve the action at a meeting.

Article IV – COMMITTEES

Section 1 – *Committee formation*: The Board may create ad hoc committees as needed. The board chair appoints all committee chairs.

Section 2 – *Executive Committee*: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors and is subject to the direction and control of the full board. A quorum of the Executive Committee shall be 75 percent of the officers.

ARTICLE V – AMENDMENTS

Section 1 – *Amendments*: These bylaws may be amended when necessary by a two-thirds majority of the full board of directors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

CERTIFICATION

These revised bylaws were approved at a meeting of the board of directors by a 71% majority vote on January 31, 2026.

Secretary: Sue Browender

Date: February 3, 2026