

AMENDED AND RESTATED BYLAWS

OF

PRINCE OF PEACE LUTHERAN CHURCH FOUNDATION

ARTICLE I

OFFICES

The offices of the corporation shall be located at Prince of Peace Lutheran Church of Phoenix, Arizona, an Arizona nonprofit corporation (hereinafter referred to as "Prince of Peace"), 3641 North 56th Street, Phoenix, Arizona 85018.

ARTICLE II

CORPORATE MEETINGS

A. ANNUAL MEETING OF THE CORPORATION. The annual meeting of the corporation to elect directors, to present financial reports to members, and to transact such other business as may come before the meeting, shall be held within 45 days **before or** after the annual corporation meeting of Prince of Peace, on a date designated by the board of directors.

B. SPECIAL MEETINGS OF THE CORPORATION. Special meetings of the corporation may be called by the board of directors, or 15 percent of the membership by written petition may require the board of directors to call such special meeting. Special meetings shall be held at Prince of Peace, 3641 North 56th Street, Phoenix, Arizona.

C. NOTICE OF ANNUAL OR SPECIAL MEETINGS OF THE CORPORATION. Every annual or special meeting of the corporation shall be announced at all services of Prince of Peace on two consecutive Sundays immediately prior to each meeting, either orally or in the church bulletin, ~~and by a written notice to all voting members' homes mailed a minimum of ten (10) days prior to such meeting.~~ Prince of Peace "Messenger" (or its equivalent) may be used to give this written notification. Exceptions to this rule shall be made only in case of emergency, when notification shall be made to the voting members in a manner decided upon by the board of directors.

D. QUORUM. Five percent of the membership shall constitute a quorum.

E. PROCEDURE. Corporation meetings shall be conducted in substantial accordance with Robert's Rules of Order.

F. VOTING. At every meeting of members, each member of the corporation shall be entitled to cast one vote for each director to be elected and one vote on each issue presented to the membership. The vote for directors and, upon the demand of any member, the vote upon any question presented to the membership, shall be by ballot. All elections and questions shall be decided by a majority vote of the members present and voting, unless a larger number is required by the articles of incorporation or by these bylaws.

ARTICLE III

BOARD OF DIRECTORS

A. GENERAL POWERS AND DUTIES. The day-to-day business and affairs of the corporation shall be managed by its board of directors.

B. NUMBER, TENURE AND QUALIFICATIONS. The board of directors shall consist of five (5) members of the corporation who are at least twenty-one (21) years old, provided, however, that no director shall serve concurrently as a pastor, church council member, or paid staff member ~~or member of the Stewardship Committee, of Prince of Peace.~~ The term of each director shall be for three (3) years. ~~except that the five (5) directors elected at the first annual meeting of the corporation shall be elected as follows: one (1) director for one (1) year, two (2) directors for two (2) years and two (2) directors for three (3) years. Thereafter, newly elected directors shall hold office for three (3) years.~~ A board member may serve any number of terms, provided, however, that no more than two (2) terms shall be consecutive. Any director who ceases to be a member of the corporation shall cease being a director of the corporation. Directors shall hold office until they become disqualified to continue holding office, or until their successors have been duly elected and qualified.

C. EX-OFFICIO MEMBERS. The church council of Prince of Peace may select one of the pastors, and one other member of the council, to be nonvoting, ex-officio members of the board of directors.

D. VACANCIES. Vacancies on the board of directors shall be filled by a majority vote of the remaining directors. The appointment shall be temporary and shall run until the next annual meeting of the corporation, at which time a permanent replacement shall be elected by separate ballot by the membership of the corporation to fill the unexpired term. In case the unexpired term of the elected replacement is greater than one-half (1/2) of the term, it shall be considered a full term.

E. NOMINATION AND ELECTION OF DIRECTORS.

1. Directors shall be elected at the annual meeting of the corporation and shall assume office immediately.

2. At least ~~three (3) months~~ **one (1) month** prior to the annual meeting of the corporation, the board shall appoint a nominating committee consisting of ~~five (5)~~ **three (3)** persons, at least ~~four (4)~~ **two (2)** of whom shall be nonboard members. The nominating committee shall nominate candidates to replace directors whose terms are expiring and to serve as permanent replacements for vacancies which have occurred since the last annual meeting. The names of the ~~proposed candidates~~ **nominated candidates** shall be presented by the ~~nominating committee~~ **board** at the annual meeting of the membership with the consent of each candidate. Additional nominations from the floor may be presented with the candidate's consent. ~~No member of the nominating committee shall be eligible to be a candidate.~~

3. Election shall be by written ballot **if more candidates than vacancies exist**. Candidates receiving the largest number of votes shall be elected. In case of a tie, the outgoing board of directors shall decide by majority vote.

F. DUTIES.

1. The board of directors shall be charged with and be responsible for the accomplishment of the purposes and objectives of the corporation as specified in the articles of incorporation. The board shall cause to be selected and/or appointed such personnel as in its sound judgment and discretion appear necessary for the proper operation and management of the corporation and the accomplishment of its purposes and objectives, and shall define their duties. ~~and fix their compensation, if any.~~

2. At the close of each fiscal year the board shall engage a ~~certified public accountant, or a firm of certified public accountants,~~ **qualified person or persons** to conduct an examination of the financial statements of the corporation. The financial statements and ~~auditor's opinion~~ **reviewer's assessment** thereon shall be filed with the secretary of the corporation and shall be available for inspection by any member of the corporation at any reasonable time.

3. Regular meetings of the board of directors shall be held at least quarterly, and at such other times as may be determined from time to time by the board. Special meetings of the board may be called at any time by the chairman, and shall be called by the secretary of the corporation upon the written request of any two (2) members of the board. Notice of a regular meeting of the board shall be made to the members in the Prince of Peace bulletin or "Messenger" (or their equivalents) prior to said meeting or may be orally announced at all services of Prince of Peace on the preceding Sunday. Notice of special meetings of the board shall be made, if reasonably possible, in the same manner as regular meetings. **Notice to directors may be given by electronic mail as long as the e-mail is filed with the minutes.**

G. ADDITIONAL POWERS AND RESTRICTIONS.

1. Unless provided otherwise by these bylaws, the board of directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to a specific instance, and unless so authorized in writing by the board of directors, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement, or pledge its credit, or render it liable pecuniarily for any purpose in any amount. All checks, drafts, or other orders for payment of money **in amounts of \$2500 or less** shall be signed by any ~~two (2)~~ **one (1)** of the following: the president, vice president or treasurer. **All checks, drafts, or other orders for payment of money in amounts of more than \$2500 shall be signed by any two (2) of the following: president, vice president or treasurer.** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

2. The board of directors may appoint agents and representatives of the corporation with such powers, and to perform such acts or duties, on behalf of the corporation, as the board of directors may see fit, to the extent authorized or permitted by the laws of the State of Arizona and so far as may be consistent with these bylaws.

3. Unless otherwise ordered by the board of directors, the president shall have full power and authority on behalf of the corporation to vote either in person or by proxy at any meeting of any stockholders of any corporation in which this corporation may hold stock, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such stock which, as the owner thereof, this corporation might have possessed and exercised if present. The board of directors may confer a like power upon any other person and may revoke any such power as granted, at its pleasure.

4. The corporation may invest and reinvest the assets of the corporation in such financial institutions, common or preferred stocks, bonds, debentures, real estate, mortgages or such other property as the board of directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and its regulations as they now exist or as they may hereafter be amended, or with the provisions of the Arizona Revised Statutes. All funds available for investment shall be invested in such manner as the board of directors shall from time to time determine to be in the best interests of the corporation and consistent with its program and purposes.

5. Notwithstanding any other provision of these bylaws, no member, director, officer, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and its regulations as they now exist or hereafter may be amended, or do any act which would render contributions to the corporation non-deductible under Section 170(c)(2) of the Code or under the regulations as they now exist or as they may hereafter be amended.

H. REMOVAL OF A DIRECTOR. A director may be removed from the board by a two-thirds (2/3) majority vote of the members present and voting at either a regular or special meeting of the membership of the corporation, if prior notice to the membership that a director's removal will be placed before the corporation for consideration has been given in accordance with Article II Paragraph C of these bylaws.

I. RESIGNATION OF A DIRECTOR. Any director may resign by giving written notice to the president or secretary of the corporation. Such resignation shall take effect at the time specified therein and without further acceptance unless otherwise specified therein.

J. QUORUM. A majority of the number of directors at the time of any meeting must be present in person at such meeting in order to constitute a quorum for the transaction of business, unless business is being conducted electronically pursuant to paragraph L.

K. VOTING. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the board of directors, unless a greater number is required by law or by the articles of incorporation.

L. ACTIONS BY THE BOARD OF DIRECTORS BY WRITTEN OR ELECTRONIC MAIL. Consent for actions taken by the Board of Directors may be obtained without a scheduled meeting of the Board of Directors by either written or electronic mail provided all of the Board of Directors consent to the proposed action or actions.

ARTICLE IV

OFFICERS

A. OFFICERS. The officers of the corporation shall be as follows: president, vice president, secretary, and treasurer; and such other officers as may be determined from time to time by the board of directors to be necessary for the proper and efficient conduct and operation of the business affairs of the corporation. The president, vice president, secretary and treasurer shall be members of the board of directors; a non-director may be selected and employed by the board to serve in the capacity of any other officer. The president, vice president, secretary and treasurer shall be elected by the board of directors at a board meeting to be held immediately following the regular annual meeting of the corporation. Those officers shall hold office for a period of one (1) year following their election and until the first meeting of the board following the annual meeting of the corporation. Any officer may be removed from his office at any time, with or without cause, by a majority vote of the board, if the meeting notices stated that such removal action was to be considered.

B. PRESIDENT. The president shall be the principal executive officer of the corporation and, subject to the control of the board of directors, shall in general supervise and control all of the business and affairs of the corporation. He shall be the chairman of the board of directors, shall call and preside at all meetings of the board, and shall be ex-officio a member of all committees. He shall be responsible for the coordination and supervision of the work of the corporation's other officers and any employees, agents, professional advisors or consultants. He may sign, execute, and deliver in the name of the corporation all deeds, mortgages, bonds, contracts and other instruments when specifically authorized to do so by the board of directors, except in cases where those powers are expressly delegated by these bylaws or by the board of directors to some other officer or agent or where the items are required by law to be signed or executed by some other officer or agent. He may cause the seal of the corporation to be affixed to any instrument, and perform such other duties as may be assigned to him by the board of directors.

C. VICE PRESIDENT. A vice president shall be elected to perform such duties as may be assigned to him by the board of directors. In the absence of the president, or in the event of his death or inability to act, as determined by a majority of the board of directors, the vice president shall perform all the duties of the president, and when so acting, shall have all of the powers of and be subject to all of the restrictions of the president as set forth in these bylaws.

D. SECRETARY. The secretary shall keep the minutes of all meetings in a book provided for that purpose, see that notices are duly given as required by law or these bylaws, be custodian of the corporate records and seal and see that the latter is affixed to all documents to which it is required. He shall see that the books, reports, statements, and all other documents and records required by law are properly kept and filed. The secretary shall maintain a book recording memorials and gifts and showing the nature of the gift and by whom it was given. ~~He shall see that such information is included in the annual report of the corporation, except to the extent that the donor has requested anonymity.~~

E. TREASURER. The treasurer shall have charge and custody of and be responsible for all funds, securities, notes, contracts, deeds, and all other indicia of title and valuable effects of the corporation. He shall receive and deposit all monies paid to the corporation in such depositories as shall be selected by the board of directors. He shall cause such funds to be disbursed by check or draft, signed in accordance with Article III(G)(1) of these bylaws, and cause to be preserved proper supporting documents for all monies disbursed. He shall keep or cause to be kept at such place as the board of directors shall designate, a correct record of the monies, business and transactions of the corporation and, upon request, shall exhibit them to any director at such place at reasonable times.

He shall render to the board or president, at least quarterly, an account of the financial condition of the corporation and of all his transactions as treasurer and, as soon as may be reasonably possible after the close of the fiscal year, shall submit to the board of directors a like report for such fiscal year and shall present to the membership at each annual meeting the ~~audited~~ financial statement of the corporation.

F. SURETY. Unless specifically waived by the board of directors, all officers of the corporation shall give corporate surety, in amounts determined by the board of directors, the cost thereof to be borne by the corporation.

ARTICLE V

COMMITTEES

A. EXECUTIVE COMMITTEE. There shall be an executive committee, which shall consist of the president, secretary and treasurer of the corporation, and which shall be empowered to exercise such powers as may be delegated to it by the board of directors. The secretary of the corporation shall act as secretary of the executive committee and shall record all business transacted at meetings of the committee. The presence of two members of the executive committee shall

constitute a quorum for the transaction of business.

B. FINANCE COMMITTEE. The board of directors may appoint a finance committee, membership of which shall consist of board members and/or corporation members, to recommend investments to the board of directors.

C. OTHER COMMITTEES. The board of directors may appoint such special committees, membership of which shall consist of board members and/or corporation members, as in its discretion may be deemed necessary and proper.

ARTICLE VI

MANAGEMENT AND DISTRIBUTION OF FUNDS

A. DESIGNATED GIFTS. Donations to the corporation may be designated for, but not limited to, the following purposes: ministry to youth, ministry to the aged, promotion of worship services, outreach, evangelism, local missions, American missions, foreign missions, Prince of Peace property improvement, upkeep and repair and other causes which fall within Article III (A) of the articles of incorporation. These purposes are intended merely as examples. The written designation of any special use or purpose of any gift, devise or bequest by a donor shall be complied with to the best of the ability of the board of directors. In the event the use or purpose so designated has ceased to exist, or for other reasons cannot reasonably be fulfilled, the board of directors may elect to treat such designated funds as a part of the ~~permanent~~ **restricted accounts**, using and expending only the income derived therefrom in the manner as hereinafter provided.

B. UNDESIGNATED GIFTS. Gifts, bequests and devises made to the corporation which do not bear a written designation for any specific use or purpose shall be held by the board of directors in the ~~permanent~~ **unrestricted account** and ~~only the income derived therefrom~~ shall be used to accomplish the objectives and purposes of the corporation, as set forth in the articles of incorporation.

C. DISTRIBUTION OF ~~PERMANENT FUND~~ **RESTRICTED ACCOUNTS**. There shall be no distribution of any principal of the **restricted accounts** of the corporation unless approval is given by two-thirds (2/3) of the quorum present at a regular or special meeting of the corporation and unless the meeting notices specified that such approval was to be considered.

ARTICLE VII

TRANSFER OF FUNDS

Upon adoption of these bylaws, all funds in the custody of Prince of Peace which have been received by Prince of Peace as a result of special gifts or memorials, both designated and undesignated, shall be immediately transferred to the care, custody and control of this corporation. All funds received in the future by Prince of Peace as a result of special gifts or memorials, both designated and undesignated, shall be handled in the same manner. This transfer of funds shall not be construed to be applicable to contributions received by Prince of Peace as a result of regular weekly offerings or offerings received at any other special service of Prince of Peace or any donations received at the church office by

means of the envelope contribution system, or any receipts received by Prince of Peace which are normally deposited in Prince of Peace operating accounts.

ARTICLE VIII

AMENDMENTS

These bylaws may be amended, or added to, or repealed and superseded by new bylaws, at any duly called and constituted meeting of the corporation, the notices for which stated the intention: to consider such change, by an affirmative vote of ~~two third (2/3) of~~, all of the members of the corporation present and voting.

ARTICLE IX

~~CORPORATE SEAL~~

~~The board of directors shall provide a corporate seal which shall be in the form of a circle and shall bear the full name of the corporation and the word "Seal".~~

ARTICLE IX

FISCAL YEAR

The fiscal year of the corporation shall end on the last day of October of each year.

ARTICLE XI X

TITLES AND GENDER

Titles and paragraph headings in these bylaws are for convenience only and are not to be construed as in any way defining, limiting or amplifying the provisions hereof. References herein to the masculine gender are for convenience only, and shall be deemed to include the feminine gender.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that I am the duly elected and acting secretary of this corporation and that the foregoing bylaws, consisting of eight (8) pages, constitute the Bylaws of PRINCE OF PEACE LUTHERAN CHURCH FOUNDATION, An Arizona nonprofit corporation, as duly adopted by the Board of Directors of the corporation on December 16, 1986.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this ~~16th day~~
~~of December, 1986~~ th day of , 2007

 /s/ ~~Mark A. Nesvig~~ Patricia R. Linderman

Original: 10/29/1986
Amended: 10/22/1989
Amended: 6/08/1997
Amended and Restated: