

RESTATED BY-LAWS OF LUTHER PARK, INC.

Adopted March 17, 1996

Revised November 2, 2000

ARTICLE I
CORPORATION MEMBERSHIP

Section 1: The members of Luther Park, Inc. are a consortium of Evangelical Lutheran Church of America (ELCA) and other Lutheran Congregations. Members of Luther Park, Inc. shall be incorporated Lutheran congregations that apply for corporate membership and are approved by an affirmative vote by a majority of the entire Board of Directors. Membership in the Corporation shall be limited to eligible congregations that support the work of the Corporation by annual monetary contributions, established annually by a mutual agreement between the Corporation and the corporate member congregation. However, any corporate member of the Corporation which for financial reasons does not pay its allocation and wishes to remain a member of the Corporation, may appeal to the Board for deferment of that allocation on an annual basis. The Board of Directors has the right to remove any member at any time with or without cause. Members must submit in writing to the Board any request to leave the Corporation.

Section 2: Associate members of the Corporation shall be defined as such by the Board from time to time and shall have no voting rights at any meeting of the Corporation.

ARTICLE II
DELEGATE REPRESENTATION

One (1) regularly installed pastor from each corporate member congregation shall be a delegate member at Annual General Meetings and any Special Meetings of the members. There shall be one (1) lay delegate for each corporate member congregation. There shall be no more than two (2) delegates per corporate member congregation. Each delegate shall have only one (1) vote at Annual and Special Meetings of the members.

ARTICLE III
MEETINGS OF THE CORPORATE MEMBERS

Section 1: Annual Meetings The annual general meeting of the corporate members of Luther Park, Inc., shall be held during the month of March at a time and place prescribed by the Board of Directors. Written notice to each corporate member shall be provided no less than 10 days prior to such meeting. At the annual meeting, the officers shall present reports of the activities of the Corporation to the members, Directors shall be elected and other Luther Park, Inc. business transacted.

Section 2: Special Meetings A special general meeting of the corporate members of Luther Park, Inc. may be convened by the Board of Directors upon no less than ten (10) days prior written notice to each corporate member. Ten percent (10%) of the corporate

members of the Corporation may require the Board of Directors to call a duly organized special meeting.

Section 3: Open Meetings All meetings shall be open to all congregational members of Luther Park, Inc. corporate and associate member churches.

Section 4: Procedure to Bring Business Before the Membership All persons who are members of congregations which are corporate members of Luther Park, Inc., are entitled to present business at any annual or special meeting of the members. When timely, an officer of the Board shall be notified of the issue to have it placed on the agenda of the meeting.

Section 5: Notification Notice of any general meetings of the corporate members, including an agenda, shall be given in writing to all corporate and associate members no less than five days prior to and no more than 30 days prior to meeting date. Such notice will specify the time, place and purpose of the meeting. Notice of the Annual Meeting shall include notice that elections of directors shall occur at the meeting.

Section 6: Quorum A quorum at any general meeting shall consist of ten percent (10%) of delegates as defined by Article II of these by-laws. "Robert's Rules of Order, Newly Revised" shall apply at all times during meetings.

Section 7: Voting Passage of a motion or resolution shall require the vote of a majority of the delegates present at the meeting unless otherwise required by law. All corporate members are entitled to vote by means of delegates as defined in Article II. No delegate may vote by proxy or cumulatively.

ARTICLE IV **BOARD OF DIRECTORS**

Section 1: General Powers The business and property of the Luther Park, Inc. shall be managed and controlled by its Board of Directors. The Directors may exercise all such powers and do all such things as may be exercised or done by the Corporation, subject to the provisions of the Articles of Incorporation, these By-laws and all applicable laws. Directors shall receive no compensation for their services as Directors, but this shall not restrict the reimbursement, by resolution of the Board, for reasonable expenses incurred by a Director when he or she renders administrative, professional or other bona fide services to the Corporation in a capacity other than as a Director or member of the Corporation.

Section 2: Number The Board shall consist of fourteen (14) Directors with no more than one Director from each corporate member church unless approved by the Board of Directors as outlined in Article IV, Sections 6 & 7.

Section 3: Tenure Directors shall serve for a term of two years beginning with the first meeting of the Board following the annual meeting of the Corporation and no Director

may serve more than three consecutive terms. Reasonable attempts shall be made to stagger the terms of Directors.

Section 4: Qualifications Each Director must be a current congregational member in good standing of a corporate member of Luther Park, Inc. as defined in Article I, Section 1 of these by-laws. Reasonable attempts shall be made to have a board reflecting a cross-section of the congregational members of the corporate member churches.

Section 5: Selections Directors shall be elected at the Luther Park Inc. annual meeting by majority vote of the delegates present and voting. The council and/or the congregation of the corporate member church must approve director candidates. Candidates shall provide information as to name, address and the corporate member church to which they belong.

Section 6: Vacancies Any seat left vacant due to lack of a candidate at the annual election, shall be filled for the unexpired term by appointment of the Board of Directors. Vacancies occurring between annual meetings of the membership shall be filled for the unexpired term by appointment of the Board of Directors. Vacancies shall be filled from corporate member churches without current Board representation whenever possible. Notification of a meeting at which a vacancy will be filled shall be provided to the corporate members no less than ten (10) days in advance of the meeting.

Section 7: Additional Board Members The Board of Directors shall have the power to appoint no more than six additional Directors, above and beyond the prescribed fourteen (14) member Board, and appointees shall serve until the next annual meeting of Luther Park, Inc.

Section 8: Removal of a Director Any Director may be removed from office, with or without cause, by a two-thirds (2/3) vote of the entire Board of Directors at a regular or special meeting of the Board called for the purpose. The Director shall receive due notification of such action (pursuant to Article V, Sections 2 and 3) and shall have the right to be heard at that meeting. Three (3) consecutive unexcused absences from duly called Board meetings shall be cause for removal by majority vote of the Board without prior notification.

Section 9: Resignation of a Director Any Director may resign at any time by giving written notice to the Board or to the Chair. The resignation shall take effect when it is delivered unless the written notice states otherwise.

ARTICLE V **MEETINGS OF THE BOARD OF DIRECTORS**

Section 1: Regular Meetings The Board of Directors shall meet at a time and place fixed by resolution of the Board. The Board shall meet no less often than once every six-(6) calendar months.

Section 2: Special Meetings Special meetings of the Board of Directors may be called by the Chair or by twenty-five percent (25%) of the Directors then in office. Notice of special meetings shall be given at least twenty-four (24) hours in advance of the meeting either by mail, telephone or personal contacts and notice shall include time, place and agenda.

Section 3: Notice Written notice of regular meetings of the Board of Directors shall be distributed at least five (5) days prior to the meeting to all Directors, along with a written agenda whenever possible. No notice shall be given more than thirty (30) days before any meeting of the Board.

Section 4: Open Meetings All meetings of the Board of Directors and any committees shall be open to any Directors and the Executive Director (as defined in Article VIII, Section 4). The only exception to this rule is that during the performance review of the Executive Director by the Luther Park Personnel Committee, the Executive Director may be excluded from conferences of the committee. Only current Directors shall be allowed to vote at Board meetings. Board and committee meetings are open to any congregational member of a corporate or associate member of Luther Park, Inc.

Section 5: Quorum Except as otherwise provided for by these By-laws, a quorum for the transaction of business shall consist of one-half (1/2) of the Directors.

Section 6: Voting Passage of a motion or resolution shall require a vote of a majority of the Directors present at the meeting. Robert's Rules of Order, Newly Revised shall apply at all times during meetings

Section 7: Procedure by Directors and Committees to Present Motions and Action Items for Consideration of Board Approval All motions and action items shall be presented in writing to the Luther Park Board's Executive Committee, prior to the Executive Committee meeting and these items shall be distributed in writing to the Luther Park Board of Directors prior to the Board Meeting. Emergency items shall be presented to the Chair of the Board (or Vice-Chair if the Chair is unavailable) 48 hours prior to the Board's meeting. The Chair of the Board may recognize motions and actions deemed appropriate during board meetings.

Section 8: Procedure to Bring Business Before The Board by Non-members of The Board Individuals or groups with issues to bring before the Board shall arrange to be on the agenda by contacting the Chair or Vice-Chair directly. Placement on the agenda will be granted dependent on time available and issues shall be non-political in nature.

ARTICLE VI **OFFICERS OF THE CORPORATION**

Section 1: Officers of The Corporation and Duties Officers shall consist of a Chair, a Vice-Chair, a Secretary, a Treasurer, and such other officers as may be elected by the Board from time to time. No person shall hold two (2) offices at one time; however, the

offices of Secretary and Treasurer may be combined if the Board so desires. Except as provided for in these By-laws, the Board of Directors shall fix the powers and duties of all officers.

Section 2: Election, Term of Office and Qualifications Officers shall be elected by the Board from among its members at the first meeting following the yearly election of Directors. The officers shall serve until the next election of officers or until their successors shall have been elected or until their earlier resignation, removal from office or death.

Section 3: Removal and Vacancies Any officer may be removed from office at any time by the vote of two-thirds (2/3) of the entire Board of Directors, with or without cause. The officer shall receive due notification of such action and the right to be heard thereon. If there is a vacancy among the officers by reason of death, resignation or otherwise, such vacancy shall be filled for the unexpired term by the Board at a regular meeting or a special meeting called for that purpose.

Section 4: Chair The Chair shall have the power of general management of the business of Luther Park, Inc. The Chair shall preside or delegate such authority at all meetings of the Board of Directors. The Chair shall be a member ex-officio of all committees. The Chair shall be considered "President" of the Corporation for the sole purpose of carrying out the duties of signatory agent and may execute documents on behalf of the Corporation under that title. The Chair shall be entitled to vote on all matters before the Board in the same manner as any other delegate to those bodies. In general, the Chair shall perform all duties usually incident to that office and such other duties as the Board may prescribe.

Section 5: Vice-Chair The Vice-Chair shall have such powers and perform such duties as may be specified in these By-laws or prescribed by the Board of Directors or by the Chair. In the event of absence or disability of the Chair, the Vice-Chair shall succeed to the Chair's power and duties.

Section 6: Secretary The Secretary shall be secretary of the meetings of the Board of Directors and shall record all proceedings of the meetings in the appropriate minute book of the organization. The Secretary shall give proper notice of meetings to Directors. The Secretary shall sign and execute such documents as may be necessary to the transaction of business by the Corporation. The Secretary shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the Chair.

Section 7: Treasurer The Treasurer shall cause to be kept accurate accounts of all moneys and assets of the Corporation received or disbursed and liabilities incurred, and shall render to the Board of Directors or the Chair, whenever required, an account of the financial condition of the Corporation and shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the Chair. The Treasurer shall be responsible for supervising the receipt, deposit and disbursement of the funds and non-monetary items, including tangible personal or real property, or intangible property of the Corporation in accordance with the policies established by the Board of Directors.

Section 8: Responsibilities No officer shall in any way bind the Corporation to do or not to do any certain things unless expressly authorized by the board; and no such action shall in any way be recognized by the Corporation unless expressly ratified or approved by the Board of Directors. Officers and Directors shall conduct themselves prudently, honestly and decently while representing the Board and Luther Park, Inc.

ARTICLE VII **COMMITTEES**

The Board of Directors may appoint such other committees and delegate to these committees such powers and responsibilities as it may deem appropriate from time to time. Any congregational member of a corporate or associate member church is eligible to serve on and participate in these committees. Members of standing committees and special committees shall be recruited from the corporate and associate member church congregations. The Board may allow members of congregations that are not voting members of the Corporation, to serve as members, but not as Chairs, of all committees. All actions taken by a committee shall be forwarded to the Board, which shall have the right to alter, accept or reject these actions. The Board may delegate to a committee from time to time, the authority to act on behalf of the Corporation.

At the time that a committee is formed, the Board will identify the committee as either standing or temporary and shall identify the major purpose and tasks of that committee. Committees are subject at all times to the direction and control of the Board.

ARTICLE VIII **BOOKS & RECORDS, FISCAL YEAR, OFFICES & EXECUTIVE DIRECTOR**

Section 1: Books and Records The Board shall keep or cause to be kept complete books of account and minutes of meetings of the Board of Directors and all committees, including such additional records and books of account as the Board deems necessary for the conduct of the activities of the Corporation.

Section 2: Fiscal Year The fiscal year of the Corporation shall be from January 1 to December 31.

Section 3: Principal Office Until otherwise fixed by the Board of Directors, the principal office of the Corporation shall be at: 30376 Lakes Drive, Danbury, Wisconsin 54830.

Section 4: Executive Director The Executive Director position and duties shall be defined by the Board of Directors from time to time. The Executive Director shall be the staff person responsible for the daily operations of the Luther Park, Inc. programs and the Executive Director shall in no way be considered to be a Director of Luther Park, Inc. The Executive Director shall at all times be under the direct control and supervision of the Luther Park, Inc. Board of Directors.

ARTICLE IX
CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1: Contracts The Board of Directors may authorize any officer(s) or agent(s) to enter into any contract or execute and deliver any instruments in the name of and on behalf of Luther Park, Inc., and such authority may be general or confined to specific instances.

Section 2: Loans No secured loans shall be contracted on behalf of Luther Park, Inc. and no secured indebtedness shall be issued in its name unless authorized by a resolution approved by a two-thirds (2/3) majority vote at a duly called Board of Directors meeting.

Section 3: Checks and Drafts All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of Luther Park, Inc. shall be signed by such officer(s) or agent(s) of the Corporation and in such manner as shall be determined from time to time by resolution of the Board of Directors.

Section 4: Deposits All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of Luther Park Inc. in such banks, trust companies, other depositories or investments as the Board of Directors may select.

ARTICLE X
AFFIRMATIVE ACTION

No person shall be discriminated against by this corporation in its hiring policies, delivery of services, or other business on the basis of race, color, creed, ancestry, national origin, sex, affectional preference, disability, age, marital status or source of income, or criminal record where the offense is not validly related to the job, services or Corporation business.

Affirmative action is not mere passive non-discrimination. It is action, including procedures, methods and practices that will equalize opportunities relating to all means of participating in this corporation's activities. This corporation encourages people and other organizations to make recommendations about how the Corporation can act affirmatively to increase participation in the activities of the Corporation.

ARTICLE XI
CONFLICT OF INTEREST

A person who receives any direct or indirect financial benefit from, or serves on the board of directors of any organization, project or development that is being considered by Luther Park, Inc., or by any of the Corporation's task forces or committees, its Board of Directors, or membership, must declare that affiliation and shall abstain from voting on any related issues. A conflict of interest shall be deemed to exist if that person is a member of the same immediate family (spouse, child, parent, sibling or in-law) of the beneficiary of any action of Luther Park, Inc.

ARTICLE XII
GRIEVANCE RESOLUTION

Any grievance against Luther Park, Inc., or any of its activities, shall be communicated first to the Executive Director. If a satisfactory outcome is not obtained, the grievance shall be submitted in writing to the Chair of the Board. The Board shall address the grievance at the next regularly scheduled meeting and by majority vote will decide if there is merit and propose specific resolutions. The Board shall respond in writing regarding a decision on the merit and proposed resolution of the grievance, within thirty (30) days of the meeting at which the grievance was addressed. Employee grievance procedures are described in the Luther Park Employee Handbook and will not be addressed by the Board.

ARTICLE XIII
AMENDMENTS TO BY-LAWS

Section 1: Notification Notice of any corporate member or Board of Directors meeting at which proposed amendments will be considered, shall be given to each corporate member and Director. Notice shall include the proposed amendment and shall be given no less than five (5) days in advance of such meeting.

Section 2: Process for Amendment of the By-laws These By-laws may be amended as follows:

(A) Any five-(5) corporate members may set forth a proposed amendment to the By-laws by petition by them subscribed. Such petition shall be filed with the Chair of the Board and the proposed amendment shall be acted upon at a duly called meeting of the corporate members. The proposed amendment may be adopted by a two-thirds (2/3) vote of the delegates present and voting; or

(B) The Board of Directors by majority vote may propose an amendment to the By-laws. Such proposed amendment shall be considered at a duly called meeting of the corporate members. The proposed amendment may be adopted by a two-thirds (2/3) vote of the delegates present and voting; or

(C) The Board of Directors, by a two-thirds (2/3) vote of the Directors who are present and entitled to vote on the proposed amendment, may amend these By-laws at any meeting of the Board.

Section 3: Annual Notification of Amendments to By-laws Any and all amendments to the Luther Park, Inc. By-laws enacted since the previous Annual Meeting of the Corporation, shall be read at the first Annual Meeting following the approved amendment.