

BY LAWS

OF

Tri-County Lutheran Parish

A Corporation Formed Under the Section 15 of the
New York Religious Corporations Law

ARTICLE I.

Name, Purpose and Offices

1.1 Name. The name of this corporation (the
"Corporation") is Tri-County Lutheran Parish.

1.2 Purpose. The purpose of the Corporation is to
establish a parish relationship among the Members who are each
separately incorporated New York religious corporations and part
of the Upstate New York Synod of the ELCA and the Evangelical
Lutheran Church in America ("ELCA"). The Corporation will
support and assist in the mission and ministries of the Members
pursuant to the terms of a Covenant Agreement for Sharing
Ministry dated May 24, 2017 among the Members, as amended from
time to time (the "Parish Agreement"). The Corporation is not
formed for pecuniary or financial gain and no part of the
assets, income or profit of the Corporation is distributable to,
or shall inure to the benefit of its directors or officers
except to the extent permitted under the Religious Corporations
Law of the State of New York. No substantial part of the

activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office. The Corporation shall operate as a subordinate organization of the ELCA for purposes of being part of the Group Tax Exemption granted by the Internal Revenue Service to the ELCA.

1.3 Mission. It is the joint mission of the Members and the Corporation to commit themselves and their congregations, gathered in faith and nurtured by Word and Sacrament, to share a hope for the future, to use the combined resources and talents of each Member, as guided by the Holy Spirit, to work together to expand their collective ministry to serve others in the name of Jesus Christ.

1.4 Office. The principal office of the Corporation shall be 1010 Kinderhook Street, P.O. Box 158, Valatie, New York 12184. The Corporation may also have offices at such other places as the Parish Board may designate from time to time or as the purposes of the Corporation require.

ARTICLE II.

Members

2.1 Members. The Members of the Corporation shall consist solely of congregations who are part of the Upstate New York Synod of the ELCA and shall consist initially of the following:

Zion Lutheran Church in Athens, NY
Trinity Lutheran Church in Castleton-on-Hudson, NY
Christ our Emmanuel Lutheran Church in Chatham, NY
St. Stephens Lutheran Church in East Schodack, NY
Emanuel-St. John's Lutheran Parish in Hudson, NY
St. Paul's Lutheran Church in Oak Hill, NY
Emanuel Lutheran Church in Stuyvesant Falls, NY
St. Luke's Lutheran Church in Valatie, NY

The Members are sometimes referred to in these By Laws as the "Member Congregations".

2.2 Matters Requiring Approval of Members. Those matters which require the vote or consent of the Members pursuant to these By-Laws, the Certificate of Incorporation or applicable law shall be approved in the following manner: Each Member Congregation shall submit the issue at a congregational meeting of its members, at a meeting duly called. The Member Congregation shall then vote or consent in accordance with resolutions adopted by its individual members. Except as otherwise set forth in these By Laws, all matters requiring the vote or consent of the Members of this Corporation shall require the vote or consent of all of the Members.

ARTICLE III.

Parish Board

3.1 Composition. The Parish Board of this Corporation shall consist of one director from each Member Congregation selected by the process set forth in the Constitution or By Laws of this Corporation. In addition each Member Congregation shall select one alternate by the process set forth in the Constitution or By Laws of this Corporation. Each director and alternate shall be a member in good standing of the Member Congregation which selected him or her. The Parish Board shall serve as the Board of Directors of the Corporation.

3.2 Responsibilities. The Parish Board of this Corporation shall manage its business, property, and affairs in conformance with the Certificate of Incorporation and the rules as set forth herein and shall further elect all officers of this Corporation.

3.3 Meetings. The annual meeting of the directors of the Parish Board of this Corporation shall be held within sixty (60) days after the end of this Corporation's fiscal year. Other regular meetings of the Parish Board may also be established by a majority vote of the Parish Board but shall be held at least quarterly. All meetings (annual, regular, or special) shall be held at the principal office of the Corporation or at any such

other place as a majority of the Parish Board shall determine.

3.4 Special Meetings. A special meeting of the Parish Board may be called at any time by the Chair or by the Recorder of the Corporation upon request of any one (1) Parish Boarddirector.

3.5 Notice. Except where notice is waived as hereinafter provided, written notice of every annual or special meeting of the Parish Board shall be given by the Chair of the Corporation to all Parish Board members at least fourteen (14) days prior to any annual meeting and at least seven (7) days prior to any special meeting of the Parish Board. Except as hereinafter provided with respect to the removal of any Parish Board member, the written notice of any annual or special meeting of the Parish Boardmay, but need not, specify the business to be transacted.

Notices to Parish Board members shall be in writing and may be delivered personally or by mail. Notice by mail shall be deemed to be given at the time when the same shall be deposited in the post office or a letter box, in a postpaid sealed wrapper, and shall be addressed to the Parish Board directors at their addresses appearing on the records of the Corporation, unless any such director shall have filed with the Recorder of the Corporation a written request that notices intended for him

or her be mailed to some other address, in which case the notice shall be mailed to the address designated in such request.

Notice to directors may also be given by telegram or by electronic mail to an address which has been designated for such purpose by the director and has not been revoked by written notice to the Recorder of the Corporation.

Any Parish Boarddirector may in writing, either before or after any meeting, waive notice to him or her thereof, and without notice, any Parish Boarddirector, by his or her attendance at and participation in any action taken at any such Parish Boardmeeting, shall be determined to have waived notice thereof.

3.6 Term. The Parish Board shall consist of directors and alternates appointed as follows: One director from each Member Congregation serving on the Parish Board shall serve for one three (3) year term, with the first Parish Boarddirectors serving staggered terms chosen by lot. Parish Board directors shall be limited to two consecutive three year terms unless such limitation is waived by vote of their appointingMember Congregation. Any director serving an initial term of less than three years shall be eligible to be reappointed for two additional consecutive three year terms. Alternates to the Parish Board shall be appointed by the congregational president

of each Member Congregation and shall serve for one year and shall be limited to two consecutive one year terms unless such limitation is waived by vote of his or her appointing Member Congregation. Meetings conducted by Member Congregations for the purpose of appointing their representatives to the Parish Board shall be held upon proper notice under the Constitutions and By Laws of such Member Congregation. The terms of the Parish Board members shall begin immediately following the annual meeting dates of their respective appointing Member Congregations.

3.7 Vacancies. When a vacancy is created by the death, resignation, or removal of a Parish Board director, the alternate shall fill that vacancy for the remainder of the vacant term. The congregational president of the Member Congregation represented by the vacating Parish Board member shall appoint a new alternate to the Parish Board within 45 days from the date the vacancy occurs.

3.8 Quorum and Vote. A majority of the Parish Board members in office shall constitute a quorum for the transaction of business at any meeting of the Parish Board. When a quorum of Parish Board members is present in person at any meeting, the vote of a majority of those Parish Board directors present shall decide any question brought before any such meeting except as to

any question upon which any different or greater vote is required by these By Laws or applicable New York State law. The act of a majority of the Parish Board members present in person at any meeting at which there is a quorum shall constitute the act of the entire Parish Board.

3.9 Action by Written Resolution. Any action that might be taken at a meeting of the Parish Board may be taken without a meeting if such action is taken by written resolution signed by all the Parish Board directors then in office.

3.10 Electronic Conferences. A conference among Parish Board members or among members of any committee designated by the Parish Board by any means of communication through which the participants may simultaneously hear each other constitutes a meeting of the Parish Board or of the committee, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at the meeting. Participation in a meeting by this means constitutes personal presence at the meeting.

3.11 Committees and/or Advisory Boards. The Parish Board may appoint such committees and/or advisory boards as the Parish Board may from time to time prescribe, and such committees and/or advisory boards shall perform such functions

and possess such powers and responsibilities as the Parish Board shall prescribe when creating such committees and/or advisory boards.

ARTICLE IV.

Officers

4.1 Composition. The officers of the Corporation shall include a Chair, a Vice Chair, Recorder, and Treasurer/Finance Manager. The Chair and Vice Chair shall be elected from the directors on the Parish Board. The Recorder shall be either a director or alternate director on the Parish Board. The Treasurer/Finance Manager is not required to be either a director or an alternate director. Except for the Treasurer/Finance Manager, such officers may hold office concurrently with a term of office on the Parish Board. The Chair may not serve more than two consecutive one year terms. One person may not hold more than one office. The Parish Board may also appoint other officers, as the Parish Board may from time to time deem appropriate.

4.2 Removal. The officers of the Corporation shall hold office at the pleasure of the Parish Board. Any officer may be removed from office at any time by the Parish Board with or without cause. Any vacancy in any office of the Corporation shall be filled by the Parish Board.

4.3 Chair. The Chair shall set the agenda and preside over all meetings of the Parish Board and shall be an ex-officio member of all committees and shall have such other powers and perform such other duties as the Parish Board may from time to time prescribe. The Chair shall conduct all meetings of the Parish Board and the annual meetings of the congregational members of the Corporation as guided by Roberts Rules of Order. The Chair shall be the Chief Executive Officer of the Corporation and shall have such duties and shall fulfill such responsibilities as are specified by the Parish Board and the rules set forth in the Certificate of Incorporation and these By Laws. The Chair shall not be a voting member of the Parish Board except the Chair may vote to break a tie vote. The person serving as the alternate director for the Chair shall also be entitled to vote on all matters presented to the Parish Board. The Chair shall also be responsible for assuring that appropriate advance notice of meetings of the Parish Board, as required by law and by these By Laws, is distributed to all members of the Parish Board.

4.4 Vice Chair. The Vice Chair shall have all of the powers and perform all the duties of the Chair in case of the death, disqualification, absence, or incapacity of the Chair. The Vice Chair shall possess such other powers and perform such other

duties as the Chair or the Parish Board may from time to time specify.

4.5 Recorder. The Recorder shall be responsible for assuring that the proceedings of all meetings of the Parish Board are accurately recorded and distributed to members of the Parish Board. The Recorder shall also perform such other duties as may be designated by the Parish Board.

4.6 Treasurer/Finance Manager. The Treasurer/Finance Manager shall be responsible for assuring the financial stability of the Corporation by overseeing all aspects of its monetary affairs. The Treasurer/Finance Manager shall monitor the monthly statement of income and expenses and shall present a quarterly financial report and balance sheet to the Parish Board. The Treasurer/Finance Manager shall also supply the Chair and Parish Board with such other periodic financial statements as the Chair or Parish Board may require and shall have such other powers and perform such other duties as the Chair or Parish Board may from time to time prescribe. The Treasurer/Finance Manager shall also present to the annual meeting of the Parish Board of the Corporation an annual audited financial statement, prepared by such certified public accountants as are retained by the Corporation. The Treasurer/Finance Manager, if not appointed or elected by a

Member Congregation as its representative to the Parish Board is not a voting member of the Parish Board and is not required to be an individual member of any Member Congregation of the Corporation.

4.7 Other Officers. Any other officers appointed by the Parish Board shall hold office for the term established by the Parish Board and shall have such powers, perform such duties, and be responsible for such other office as the Parish Board may from time to time prescribe.

4.8. Required Signatures. All checks, drafts, or other negotiable instruments of the Corporation shall be signed in the name of the Corporation by such officer or officers and in such manner as shall from time to time be determined by resolution of the Parish Board. All deeds, mortgages, bills of sale, conveyances, stock powers, or other instruments of transfer, contracts, and written agreements may be signed on behalf of the Corporation by either the Chair or any Vice Chair, and any one of the following officers: Recorder or Treasurer/Finance Manager. Any officer may, upon request, execute and deliver a certificate as to the identity of persons holding the foregoing offices of the Corporation and who are authorized so to act.

ARTICLE V.

Other Committees

The Chair, with the approval of the Parish Board, shall appoint such other committees as are deemed desirable.

ARTICLE VI.

Indemnification

The Corporation shall indemnify every Parish Board member or officer, his or her heirs, executors, and administrators, against expenses reasonably incurred by him or her in connection with any action, suit, or proceeding to which he or she may be made a party by reason of his or her being or having been a director or officer of the Corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit, or proceeding to be liable for gross negligence or misconduct; in the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Corporation is advised by counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not be exclusive of other rights to which he or she may be entitled.

ARTICLE VII.

Fiscal Year

The fiscal year of the Corporation shall be the calendar year beginning on the first day of January of each year and end

on the thirty-first day of December of each year.

ARTICLE VIII.

Amendments

These By Laws may only be amended by vote or consent of all of the Member Congregations. Each Member Congregation shall vote on such amendment at a meeting of its members, duly called pursuant to its constitution and by laws.

ARTICLE IX

RULES OF CONDUCT

The conduct of the affairs of the Corporation shall be according to the following rules and principles:

9.1 Pastoral Leadership. Any minister of Word and Sacrament and/or rostered minister called to serve by the Corporation shall be on the active minister of Word and Sacrament or minister of Word and serve rosters of ELCA, or the equivalent active rosters of the full-communion partners of the ELCA, and be approved by the Upstate New York Synod of the ELCA. The Corporation will be responsible for overseeing the call and employment of any such pastor or rostered leader subject to approval by two-thirds (2/3) of the individual voting members of each Member Congregation of this Corporation. No call shall be approved unless approved by all Member Congregations.

9.2 Worship. Pastoral staff will work with the Parish Worship Committee to determine the order of the worship services. Special services for holidays and special religious occasions will be done by Tri-County Lutheran Parish (the Corporation) in consultation with the pastoral staff. Each Member Congregation shall continue to use its own offering envelopes, collect the contributions at each service and retain said contributions at its own services for its own purpose. Any joint worship services shall designate loose offering for Tri-County Lutheran Parish (the Corporation) while any offering envelopes contributed at said joint worship service shall be collected by the Member Congregation issuing the contributed envelopes.

9.3 Shared Programming. Member Congregations may elect to continue to offer whatever individual program services they desire independent of Tri-County Lutheran Parish. However the Member Congregations agree to consider the future sharing of programming through Tri-County Lutheran Parish such as youth programs, Vacation Bible School, ministry to the elderly and hospital and other crisis visitations.

9.4 Administration. The Member Congregations shall continue to exist in their current form with their own councils. Each Member Congregation will continue to be responsible for its

own expenses and income. The responsibility of the Parish Board is to carry out the mission as set forth above, to identify other needs of the Member Congregations and to determine ways in which the Corporation can meet those identified needs. The Parish Board shall be responsible to establish a call committee for pastoral needs, to review at least annually the terms of any letters of call and the ministry expectations of the Corporation, to review collected data in order to keep a current total number of each Member Congregation's confirmed and contributing members; to draw up, monitor and administer the Corporation's budget; to establish such committees as necessary to carry out the work of the Parish Board including annual reviews of personnel and their salaries and expenses; to employ such support staff as the board deems necessary and to provide for an annual audit of the books and records of the Corporation.

9.5 Call Committee. Any call committee established by the Parish Board shall consist of one committee member in good standing from each Member Congregation. It is intended that the call committee members include representatives of the church councils of the Congregational Members, a youth representative and a member who is not on a church council of a Congregational Member. All call committee work shall be coordinated with the Synod office and the call committee shall make a recommendation

on candidates to the Parish Board.

9.6 Finances. Each Congregational Member agrees to share in all pastoral and support staff and administrative expenses as follows:

a. Each Member Congregation will contribute annually to the parish budget of the Corporation.

b. Each Member Congregation shall pay annually its percentage of the Corporation's expenses as provided by the Parish Agreement. This annual contribution shall be calculated and reported to each Member Congregation by the Parish Board by October 15 of each calendar year.

c. Upon determination of each Member Congregation's annual contribution, that contribution may be paid in equal monthly payments to the Corporation by the 10th of each month.

9.7 New Member Congregations. New Member Congregations may join the Corporation as members of the Tri-County Lutheran Parish upon application to the Parish Board which must then report on said application to each Member Congregation. The application must be approved by a two-thirds (2/3) majority of all voting individual members of the proposed new Member Congregation at a meeting duly called for that purpose pursuant to the constitution and by laws of that Member Congregation. All new Member Congregations will be subject to the terms and

conditions of the Certificate of Incorporation and the By Laws in effect at the time of application. Each new Member Congregation shall also become a party to the Parish Agreement and the Parish Agreement shall be amended to include the new Member Congregation and the new Member Congregation's contribution towards start up costs for the Corporation.

9.8 Withdrawal of a Member Congregation. A Member Congregation may withdraw as a member of this Corporation upon six months prior written notice to the Parish Board and the Member Congregations provided that the withdrawing member has paid in full all of its obligations to the Corporation and the withdrawal has been approved by a two-thirds (2/3) majority of all voting individual members of the Member Congregation desiring to withdraw at a meeting duly called for that purpose pursuant to the Constitution and By Laws of that Member Congregation.

ARTICLE X.

Dissolution

The Corporation may be dissolved by two-thirds (2/3) majority vote of the Member Congregations. Any vote for dissolution by a Congregational Member must have been approved by at least two-thirds (2/3) majority vote of the individual voting members of such Member Congregation at a meeting specifically called for that purpose pursuant to its

constitution and by laws. In the event of dissolution all
remaining funds will be redistributed to the Member
Congregations on the same basis as such funds were contributed.

Dated: _____, 2018

Doc #594763.13