

**AMENDMENT OF BYLAWS  
OF  
TRINITY LUTHERAN CHURCH OF STILLWATER, MINNESOTA**

A. Trinity Lutheran Church of Stillwater, Minnesota ("Trinity Lutheran Church") is a Minnesota nonprofit corporation incorporated under Chapter 317A of Minnesota Statutes.

B. Trinity Lutheran Church has adopted and is governed by the following organizational documents:

Constitution as amended November 20, 2016;

Bylaws as amended November 20, 2017; and,

Articles of Amendment Restating the Articles of Incorporation dated December 27, 2017.

C. Pursuant to Chapter 17 of the Constitution, the Bylaws may be amended at any legally called meeting of the congregation with a quorum present by a two-thirds vote of those Voting Members present and voting.

D. At a special meeting of the congregation held on August 30, 2020, the congregation by a two-thirds vote of those Voting Members present and voting, amended the Bylaws as follows, effective retroactive to March 16, 2020.

**AMENDMENT 1.**

The following additional Article is added to the Bylaws:

**REMOTE COMMUNICATION**

1. Any annual or special meeting of the congregation may be held solely by one or more means of remote communication, if notice of the meeting is given to all Voting Member, the number of Voting Members participating in the meeting is sufficient to constitute a quorum at a meeting, and all Voting Members may participate in the meeting.

2. Any meeting of the Congregational Council may be conducted solely by one or more means of remote communication through which all of the Council Members may participate in the meeting.

3. "Remote communication" means communication via electronic communication, conference telephone, video conference, the Internet, or such other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis.

4. Notice of all congregation meetings shall be given to the Voting Members by one of the following methods, as determined by the Congregational Council:

4A. Orally at the services of worship on the two consecutive Sundays that immediately precede the date of the meeting.

4B. By mailing notice to the Voting Members by first class United States mail to the last known address of the Voting Member at least 10 days in advance of the date of the meeting.

4C. By electronic communication to the Voting Members at least 10 days in advance of the date of the meeting, if the Voting Member has consented in writing or by authenticated electronic communication to receive notice by electronic communication.

5. Notice to Council Members may be given by electronic communication if the Council Member has consented in writing or by authenticated electronic communication to receive notice by electronic communication.

6. Notice by mail is deemed given when deposited in the United States mail with sufficient postage. Notice by electronic communication is deemed given upon the completion of the electronic transmission.

7. "Authenticated" means, with respect to an electronic communication, that the communication is delivered to an officer or agent of Trinity Lutheran Church authorized by Trinity Lutheran Church to receive the communication, and that the communication sets forth information from which Trinity Lutheran Church can reasonably conclude that the communication was sent by the purported sender.

8. The decision whether to conduct a congregational meeting in person, by remote communication, or by ballot without a meeting as set forth below, shall be determined by the Congregational Council, and the notice of meeting shall specify the manner in which the congregational meeting will be conducted. If the congregational meeting is held in person or by remote communication, voting may be conducted by voice, raising of hands, written ballot, electronic polling, or other reliable means of casting votes, as determined by the Congregational Council.

9. The decision whether to conduct council meeting in person or by remote communication shall be determined by the Congregational Council, and the notice of council meeting shall specify the manner in which the council meeting will be conducted.

## **AMENDMENT 2:**

The following additional Article is added to the Bylaws:

### **ACTION BY BALLOT WITHOUT MEETING**

An action that may be taken at an annual or special meeting of the congregation may be taken by ballot without a meeting if Trinity Lutheran Church mails a written ballot to every Voting Member by first class United States mail to the last known address of the Voting Member, or delivers a ballot to every Voting Member by electronic communication, if the Voting Member has consented in writing or by authenticated electronic communication to receive notice by electronic communication. The ballot must (1) set forth each proposed action; and (2) 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 quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

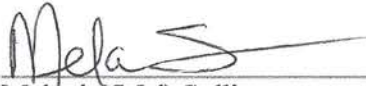
Solicitations for votes by ballot must: 1) indicate the number of responses needed to meet the quorum requirements; (2) state the percentage of approvals necessary to approve each matter; and (3) specify the time by which a ballot must be received by Trinity Lutheran Church in order to be counted.

### **RATIFICATION OF BYLAWS**

The Bylaws of Trinity Lutheran Church with the foregoing amendments are ratified and confirmed.

**IN WITNESS WHEREOF**, the undersigned certify that the foregoing were adopted by a two-thirds vote of those Voting Members present and voting at a special meeting of the congregation held on August 30, 2020, effective retroactive to March 16, 2020.

  
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Doug Johnson  
Council President of Trinity Lutheran Church  
of Stillwater, Minnesota

  
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Melanie (Mel) Sullivan  
Council Secretary of Trinity Lutheran Church  
of Stillwater, Minnesota