

RESTATED BYLAWS

Effective Date: August 16, 2020

Last Amended pursuant to Congregation Vote: June 5, 2022



Shepherd of the Desert
Lutheran Church—Missouri Synod

9590 East Shea Boulevard
Scottsdale, AZ 85260

RESTATED BYLAWS
of
Shepherd of the Desert
An Arizona nonprofit Church
Scottsdale, Arizona

These Restated Bylaws (the “Bylaws”) were adopted to be legally binding as of the Effective Date, TBD by approval of the Board of Directors and approval of the Members of the Congregation of Shepherd of the Desert Evangelical Lutheran Church of Scottsdale, Arizona (the “Church”) to fully replace and supersede all prior versions of the bylaws adopted prior to the Effective Date. For convenience, we refer to this document as the Bylaws.

ARTICLE 1: NAME

- 1.1 Name.** The name of this congregation is Shepherd of the Desert Evangelical Lutheran Church of Scottsdale, Arizona.

ARTICLE 2: PURPOSE

- 2.1 Purpose.** The purpose of the congregation is to preach the gospel of Jesus Christ, to invite people to know Jesus Christ, to build them in Christian faith, and to equip them for life-long service to Christ by preaching of the Word of God, by administering the Sacraments, and by teaching its Members according to the Confessional Basis of the Evangelical Lutheran Church and as further defined in the “Constitution”, attached hereto as “Exhibit A” and incorporated by reference as a material part of these Bylaws.
- 2.2 Tax Exemption.** This Church is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), including making distributions to other organizations which qualify as tax exempt charitable organizations under Section 501(c)(3) of the Code. These Bylaws shall be interpreted as necessary to comply with the Arizona Revised Statutes for nonprofit corporations and federal law governing charitable organizations; provided, however, that the Church reserves the right in all cases to object to the application of civil law to the extent it violates its Constitutional rights.
- 2.3 Honoring the Freedom to Worship.** The Church seeks the greatest possible protection under the First Amendment to the Constitution of the United States of America and under similar provisions of the Arizona Constitution regarding the free exercise of religion as protected by the deference doctrine announced by the United States Supreme Court.

ARTICLE 3: CONGREGATIONAL ORGANIZATION AND POWERS

- 3.1** The congregation is organized as a religious corporation. Throughout the Bylaws the terms congregation and Church are used interchangeably.
- 3.2** The following powers are the expressly reserved enumerated powers of the congregation through the Voting Members and shall not be delegated:
- 3.2.1** Decision to issue a Divine Call to or to rescind a Divine Call of a minister of religion-ordained.
- 3.2.2** Election of and decision to remove a member of the Board of Directors – hereafter called the “Board”.

3.2.3 Purchase, lease, mortgage, encumbering, sale, or other disposition of real property, whether existing or to be constructed, if the price of the contract(s) exceed(s) 15% of the previous fiscal year's actual non-restricted operating revenue. Real property is defined as land and anything growing on land, structures, and fixed improvements to land and/or structures. Contracts for any single location or for any single project shall be aggregated for the purpose of determining the applicability of this provision.

3.2.4 Excommunication of a Member of the Church.

3.2.5 Decision for the Church to be acquired by another legal entity or to dissolve the Church.

3.2.6 Decisions requiring Voting Member approval by outside entities, including nomination of individuals to serve in Synodical or District positions as directed by or resulting from Synod or District bylaws.

3.2.7 Amendment of the Constitution or Bylaws.

3.3 Other than the above expressly reserved enumerated powers of the congregation through the Voting Members, the congregation delegates its authority to the Board as outlined in these Bylaws.

3.4 Any power delegated to the Board is subject to review, revision or revocation by the Voting Members through the amendment process provided in these Bylaws.

3.5 All doctrinal issues or controversies which may arise within the congregation shall be resolved on the basis of the Constitution.

ARTICLE 4: MEMBERSHIP

4.1 The "Membership" of this congregation includes:

4.1.1. Baptized Members: Those Members who have been baptized into the Name of the Triune God, including the children on the Membership rolls who have not yet confirmed their baptismal vows.

4.1.2 Communicant Members: Those who:

- ✚ are baptized into the Name of the Triune God;
- ✚ accept all canonical books of the Old and New Testament as the only Divine rule and standard of faith and life;
- ✚ are familiar with Luther's Small Catechism and declare their acceptance of it;
- ✚ are not members of any lodge, order, or secret society whose principles conflict with the Word of God;
- ✚ and have completed the process for membership as determined by the Church.

4.1.3 Associate Members: Those seasonal residents who comply with the requirements of Communicant Membership and are members of a church in altar and pulpit fellowship with The Lutheran Church—Missouri Synod and who express in writing their desire to be under direct spiritual care during their time away from their regular residence.

4.1.4 Voting Members: All Communicant Members and Associate Members who have reached their eighteenth year of age shall be entitled to vote except that Associate Members may not vote on matters where real property rights are involved (e.g. Article 13) or real property is at issue (e.g. Article 3.2.3).

4.2 Responsibilities of Communicant Members and Associate Members include:

- ✝ attending Divine services faithfully if physically able;
- ✝ partaking of the Lord's Supper frequently;
- ✝ striving to lead Christian lives and not living in manifest works of the flesh (Gal. 5:19-21);
- ✝ contributing regularly and faithfully, as God has prospered them, toward the building of Christ's Kingdom in the congregation and throughout the world;
- ✝ if they have the parental care of children who have not confirmed their baptismal vows, providing for their proper training in pure Christian doctrine;
- ✝ devoting their time, talents, and Spiritual gifts to the extension of the Kingdom of God;
- ✝ and permitting themselves to be fraternally admonished and corrected when they have erred, according to Matthew 18:15-20.

ARTICLE 5: MEMBERSHIP ACCEPTANCE, TERMINATION, AND RESTORATION

5.1 Acceptance into Communicant Membership

5.1.1. All those desiring to become Communicant Members of the congregation shall be instructed in a manner that qualifies them for Communicant Membership as defined by these Bylaws.

5.1.2. An applicant from another Lutheran Church—Missouri Synod (LCMS) church, or from another church in altar and pulpit fellowship with the LCMS, shall submit a letter of transfer from his or her former church.

5.1.3. After an applicant has given satisfactory evidence of his or her eligibility in accordance with this sub-section, the Senior Pastor shall approve such persons as a "Member" of the Church.

5.2 Termination of Membership

5.2.1 The Senior Pastor may terminate an individual's Membership for one of the following reasons:

- ✝ Death;
- ✝ Personal request of the Member for transfer of Membership to another LCMS church or to another church in altar and pulpit fellowship with the LCMS;
- ✝ Personal request of the Member for release from Membership;
- ✝ Location unknown for a period of one year or longer.

5.2.2 The Senior Pastor may terminate an individual's Membership for reasons of self-exclusion as follows:

5.2.2(a) When a Member of the congregation has not attended worship services or communed for at least twelve (12) consecutive months, after investigation or after admonition and encouragement to do so, the Member's name may be removed from Membership if no reason of pastoral care exists to retain the individual's Membership.

5.2.2(b) If the Member is removed from Membership, the individual shall be notified of such action by U.S. mail to the last known address on record at the Church and shall be declared to have excluded himself or herself from Membership in the Church.

5.2.2(c) Such self-exclusion releases the individual from all responsibilities to this congregation.

5.2.2(d) Such an individual may, however, at all times be cordially welcome to attend worship services and to seek restoration to Church Membership.

5.2.3 Excommunication is to be applied to any Member who conducts himself or herself in an un-Christian manner and is impenitent after proper admonition is given according to and in the spirit of Matthew 18:15-20. Such impenitent un-Christian conduct includes but is not limited to openly adhering to false doctrine, evidencing an immoral life while remaining impenitent, or willfully disparaging and despising the preaching of the Gospel and the Lord's Supper.

5.2.3(a) The Senior Pastor may administer Church discipline on behalf of the congregation, and if necessary, recommend to the Voting Members the excommunication of a Member.

5.3 Restoration of Membership

5.3.1 For a person who has been removed from Membership for reasons of self-exclusion or excommunication, the Senior Pastor may restore said person with all rights and privileges of Communicant Membership when said individual meets the requirements of Membership as defined in the Constitution and when the reasons for self-exclusion or excommunication no longer exist.

ARTICLE 6: MEETINGS OF THE CONGREGATION

6.1 Definitions: A meeting of the congregation where the agenda calls for voting to occur shall be referred to as a Voters' Meeting. Any meeting where the agenda does not call for voting to occur shall be referred to as an Information Meeting. A Special Meeting is any meeting of the congregation other than the Annual Voters' Meeting, and may be either a Voters' Meeting or an Information Meeting.

6.2 Annual Voters' Meeting

6.2.1 The congregation shall hold a Voters' Meeting at least once each calendar year.

6.2.1(a) The date, hour, and place of the meeting shall be set by the Board.

6.2.2 The date, hour, and place of the meeting will be publicized during all worship services and communicated through methods most commonly used to widely disseminate information to Voting Members, at least sixty (60) days in advance of the meeting.

6.2.2(a) The agenda shall be established by the Board and shall include, but is not limited to, reporting on the Ends Policies, reporting on the Church's financial condition by the Senior Pastor or his delegate, and Board elections.

6.2.2(b) Any 15% of Voting Members of the congregation, by written request to the Secretary of the Board at least thirty (30) days prior to the meeting, may request an item be included on the agenda.

6.3 Special Meetings

6.3.1 The Board, the Senior Pastor, or any 15% of Voting Members of the congregation; by written request to the Secretary of the Board; may call a Special Meeting of the congregation provided that proper notification is given.

6.3.2 The time and place of a Special Meeting shall be publicized during all worship services and

communicated through methods most commonly used to widely disseminate information to Voting Members at least ten (10) days prior to such meeting, and the notification shall contain an agenda of items to be considered.

6.3.3 No agenda items requiring a vote may be added once notification of any Special Meeting is publicized.

6.4 Quorum, Voting, and Minutes

6.4.1 Whenever a Voters' Meeting has been properly called, the number of Voting Members of the congregation present constitutes a quorum.

6.4.2 All Voters' Meetings' decisions shall be by majority vote of the Voting Members present with the exception of the following, which shall be decided by two-thirds vote of the Voting Members present and voting:

- ✚ amendment of the Constitution,
- ✚ the amendment of the Bylaws,
- ✚ the removal of a Divinely Called minister of religion-ordained,
- ✚ the removal of a member of the Board,
- ✚ excommunication of a Member,
- ✚ the decision for the Church to be acquired by another legal entity or to dissolve the Church,
- ✚ the conformity to the Confessional Basis in Constitution Article 1, if challenged.

6.4.3 Minutes of Voters' Meetings shall be retained by the Church in a manner chosen by the Senior Pastor or his delegate, subject to any legal requirements.

ARTICLE 7: BOARD OF DIRECTORS

7.1 The Board will be composed of no less than five and no more than twelve members who meet the qualifications below, elected at a Voters' Meeting. Per Arizona Revised Statute (A.R.S.) § 10-3805, a decrease in the number of Directors or Term of office does not shorten the Term of an incumbent Director. Nothing in this Article permits the Board to remove individual members of the Board as that falls within the power of the congregation's Voting Members (see Article 3.2.2).

7.1.1 The members of the Board must be Voting Members of the congregation.

7.1.2 Neither employees of this organization nor their spouses, children, parents, in-laws, or siblings are eligible for Board membership.

7.1.3 Neither spouses, children, parents, in-laws, nor siblings of current Board members are eligible for Board membership.

7.1.4 Associate Members are not eligible for Board membership.

7.1.5 Board policies may stipulate additional qualifications of Board members.

7.2 In order to preserve their status as a "Volunteer" under the Arizona and Federal Volunteer Protection Act (and thus maintain statutory protection against certain defined claims) Board members shall not receive remuneration for serving on the Board.

7.3 Directors should serve for the "Term" designated by the Board. If no specific Term is designated, then

the Director will usually serve a 3 year Term, renewable for two additional consecutive terms.

7.3.1 Vacancies on the Board shall be filled by Board appointment, with the appointed term lasting only until the next scheduled election for the term for which the person is being appointed to complete.

7.3.2 If appointed to fill a vacancy, such a Board member may not stand for a subsequent re-election if another term would extend that Board member's service to more than ten (10) consecutive years.

7.3.3 Board member terms will usually be staggered to assure continuity of service and experience on the Board.

7.3.4 The term of office of Board members will usually commence as of July 1, which is the beginning of the fiscal year, following such individual's election.

7.4 A quorum consists of a majority of the total number of Board members, including officers.

7.5 The Board shall meet at least four times each calendar year at a time and place determined by the Chairperson.

7.5.1 The time and place of each regular meeting of the Board for the upcoming calendar year shall be published by the Board, using the method most commonly used to communicate widely with the Membership, at least one (1) weekend prior to the first meeting of the calendar year.

7.5.2 The Chairperson, any three (3) other Board members, or the Senior Pastor, may call a special meeting of the Board by notifying Board members of the time and place of such meeting no less than two (2) days prior to such meeting, using the method most commonly used to communicate with the Board.

7.5.3. Minutes of all meetings of the Board shall be retained by the Church in a manner chosen by the Senior Pastor or his delegate, subject to any legal requirements.

7.5.4 A Board member may participate in a Board meeting through any means of communication by which all Board members participating may simultaneously hear each other during the meeting.

7.6 The Board shall exercise those powers and accomplish those responsibilities entrusted and delegated to it by the Voting Members in these Bylaws, endeavoring to govern in accordance with the Policy Governance system.

7.6.1 The Board shall make the decision to issue a Divine Call to or to rescind a Divine Call of a minister of religion-commissioned.

7.6.2 In order to ensure appropriate organizational performance, the Board shall develop, maintain, and enforce these written policies which shall be available to the congregation:

7.6.2(a) "Ends Policies" delineating the intended results to be achieved for the intended recipients for a certain value, worth, or priority;

7.6.2(b) "Board Governance Process Policies" specifying how the Board conceptualizes, executes, and monitors its own task. These policies include but are not limited to Board member responsibilities and qualifications and Board committee responsibilities;

7.6.2(c) "Senior Pastor Limitations Policies" which establish prudence and ethics limits

regarding the means the Senior Pastor may use to achieve the Ends Policies;

7.6.2(d) “Board-Senior Pastor Delegation Policies” which delineate the authority and roles of the Board and Senior Pastor and the relationship between the Board and the Senior Pastor. This set of policies shall include but is not limited to the Board’s manner of delegating to the Senior Pastor, the Senior Pastor’s accountability to the Board, and the process by which the Board monitors the Senior Pastor’s accomplishment of the Ends Policies and compliance with the Senior Pastor Limitations policies.

7.6.3 The Board shall seek input from the Members and communicate back to them regarding the Ends Policies.

7.6.4 The Board shall ensure organization performance on the Ends Policies and Senior Pastor Limitations by ensuring continuity in the Senior Pastor function and through the structured monitoring of the Senior Pastor as described in the Board-Senior Pastor Delegation policies.

7.7 Action without a Meeting. Per A.R.S. Section 10-3821, legally binding action by the Board may be taken without a meeting if the action is taken by unanimous written consent of all Board Members.

7.7.1 The action must be evidenced by one or more written consents describing the action taken, signed by each Board Member consenting to the action, and included in the minutes filed with the corporate records of the Church reflecting the action taken.

7.7.2 For the purposes of this section, “signature” includes an electronic signature as defined in A.R.S. Section 44-7002. Thus, consent may be given by mail, facsimile transmission, or by electronic mail and may be signed using an electronic signature. Such consents shall be treated for all purposes as a vote at a meeting. The consent signed under this section has the effect of a meeting vote and may be described as such in any document.

7.7.3 Action taken under this section is effective when the last Board Member signs the consent, unless the consent specifies a different effective date

ARTICLE 8: BOARD OFFICERS

8.1 The officers of the Board shall consist of a Chairperson, Vice Chairperson, and Secretary.

8.1.1 The officers may be elected by the Board from among the Board members, at the discretion of the Board.

8.1.2 The Chairperson is accountable for the integrity of the Board’s governance process as further provided in Board policies.

8.1.3 The Vice Chairperson may perform the duties of the Chairperson in the Chairperson’s absence, upon the Chairperson’s disability, at the Chairperson’s request, or in case of a vacancy in the office of Chairperson and will usually perform any other duties provided in Board policies.

8.1.4 The Secretary shall ensure the integrity of the Board’s documents as further provided in Board policies.

ARTICLE 9: BOARD COMMITTEES

9.1 In the event the congregation determines the need to Call a Senior Pastor, The Board shall establish a Senior

Pastor Call Committee to serve as a Board committee for the purpose of assisting the congregation in the process of selecting a candidate and issuing the Call. This committee shall include as committee voting members at least five (5) Board members and at least one (1) other congregation Voting Member appointed by the Board. The Senior Pastor Call Committee will usually consist of seven (7) voting committee members.

9.2 The Board annually shall appoint a Nominating Committee, which is considered a Board committee.

9.2.1 This committee shall be comprised of five (5) Voting Members of the congregation, including the Vice-Chairperson, at least two (2) other Board members, and at least one (1) Voting Member of the congregation not currently serving on the Board.

9.2.2 The Vice Chairperson will usually serve as the chair of this committee.

9.2.3 This committee shall nominate individuals to serve on the Board, consistent with any further Board policy.

9.2.4 The term of service of Nominating Committee members is usually twelve months or until the member is replaced.

9.3 The Board may appoint additional committees it considers necessary to assist it in fulfilling its governance responsibilities.

ARTICLE 10: ELDERS

10. Elders shall meet the primary Biblical qualifications as outlined in 1 Timothy 3:1-7 and Titus 1:5-9.

10.1 The Elders shall be appointed and removed at the discretion of the Senior Pastor.

10.2 The Elders shall assist the Senior Pastor in providing spiritual care, with specific responsibilities determined by the Senior Pastor.

ARTICLE 11: REMOVAL OF CALLED MINISTER OF RELIGION-ORDAINED, CALLED MINISTER OF RELIGION-COMMISSIONED, AND BOARD MEMBER

11.1 Sufficient grounds for rescinding the Divine Call of a minister of religion-ordained shall be any of the following:

- ✚ persistent adherence to false doctrine,
- ✚ scandalous life,
- ✚ willful neglect of official duties,
- ✚ evident and protracted incapacity, or
- ✚ evident and protracted incompetency to perform the functions of the office in which the individual has accepted a Divine Call to serve.

11.1.1 Charges on any of these counts above shall be investigated by the Board.

11.1.1(a) The Board may charge the Board Chairperson, Vice Chairperson, Secretary, and two Board members appointed by the Board to serve as the Board's investigative committee. This investigative committee may choose its Chairperson.

11.1.1(b) The Board may appoint other persons as needed to serve as non-voting advisors to this investigative committee.

11.1.1(c) Investigation of these matters shall be in consultation with the appropriate representative of the District of The Lutheran Church—Missouri Synod in which the congregation holds Membership.

11.1.2 If the investigation provides clear and substantiated evidence supporting a charge and after consultation with the District of The Lutheran Church—Missouri Synod in which the congregation holds Membership, the Board shall notify the congregation of the matter and submit the matter for action at a Voters' Meeting.

11.2 Sufficient grounds for rescinding the Divine Call for a minister of religion-commissioned or for the removal of any member of the Board shall be:

- ✚ persistent adherence to false doctrine,
- ✚ scandalous life,
- ✚ willful neglect of official duties,
- ✚ evident and protracted incapacity,
- ✚ evident and protracted incompetency to perform the functions of the office in which the minister of religion-commissioned has accepted a Divine Call to serve,
- ✚ evident and protracted incompetency to perform the functions of the office to which the Board member has been elected or appointed
- ✚ reduction or redeployment of staff.

11.2.1 Charges on any of these counts above shall be investigated by the Board.

11.2.1(a) The Board shall appoint five (5) Voting Members who may or may not be Board members to serve as the Board's investigative committee. This investigative committee shall choose its Chair.

11.2.1(b) The Board may appoint other persons as needed to serve as non-voting advisors to this investigative committee.

11.2.2 With respect to a minister of religion-commissioned, if such investigation provides clear and substantiated evidence supporting such a charge, the Board may rescind the Divine Call of that minister of religion-commissioned.

11.2.3 With respect to a Board member's removal, if such investigation provides clear and substantiated evidence supporting such a charge, the Board shall notify the congregation of the matter and submit the matter for action at a Voters' Meeting.

11.3 The Board may establish, in its written Governance Process policies, a Board Code of Conduct providing the grounds for disciplining one of its members, as well as the process by which such discipline, other than that of removal, may occur.

ARTICLE 12: INDEMNIFICATION

12.1 Statement of Intent. To the fullest extent of Arizona law, the Church intends to indemnify, protect, defend and hold harmless (i.e. "Protect Against Personal Loss") those Indemnified Parties (defined below) who serve the Church against personal liability for claims for monetary damages for acts or omissions in their representative capacity as an agent of the Church, including but not limited to, the costs of defending against

these claims. A.R.S. § 10-3850, et seq. provides for two types of protection, “mandatory” and “permissive” indemnification.

12.2 Indemnified Parties. For purposes of this Article, “Indemnified Party(ies)” means: (i) a “director” of the Church, (ii) each Officer (in their capacity as an “officer” of the Church), (iii) all persons who serve on a board, council, or committee of the Church to the extent they acted within the course and scope of their position, and (iv) all employees of the Church to the extent they were acting within the course and scope of the employment. To qualify as an “Indemnified Party” the person requesting coverage must reasonably cooperate with the Church in defending the claim and must advise the Church of the pending claim within a reasonable time to allow the Church to meet the reporting conditions of applicable insurance. To the extent the person’s failure to report causes a loss of, or reduction in, insurance coverage the Church shall have no obligation to cover the loss from its funds.

12.2.1 Mandatory Indemnification. The Church shall Protect Against Personal Loss all Indemnified Parties against reasonable expenses, including but not limited to, attorney’s fees, costs, and expert witness fees in connection with the proceeding if the Indemnified Party is adjudged as the prevailing party, on the merits or otherwise, in the defense of a proceeding to which the person was a party because the person acted as an authorized agent of the Church; provided, however, that:

12.2.1.1 Indemnity is prohibited by A.R.S. § 10-3852(C), to the extent that the person is adjudged liable on the basis that a personal benefit was improperly received by that person regardless of whether or not the action in question involved a director or employee’s official capacity; and,

12.2.1.2 Indemnity is prohibited for criminal conduct, for gross negligence and for acts of bad faith contrary to the best interests of the Church.

12.2.2. Permissive Indemnification. To the maximum extent provided by Arizona law and in compliance with the requirements for “permissive indemnification” under Arizona law, in consideration of those matters which do not qualify for mandatory indemnification as noted above, the Church may Protect Against Personal Loss Indemnified Parties for the reasonable expenses if the Board of Directors determines in its sole and absolute discretion by a simple majority vote that the proposed payment serves the interests of justice so long as the proposed payments are not otherwise prohibited by law.

12.3 Timely Payment. A Church shall not delay a payment which qualifies under Arizona law for Mandatory Indemnification for expenses for more than sixty days after a request is made unless ordered to do so by a court of competent jurisdiction. A.R.S. § 10-3852(C).

12.4. Repeal and Modification. Repeal or modification of this Article is prospective only and shall not adversely affect a limitation on the personal liability of an Indemnified Party of the Church existing at the time of repeal or modification.

12.5. Directors and Officers Insurance. The Church shall at all times maintain directors and officers liability insurance.

ARTICLE 13: PROPERTY RIGHTS

13.1 If, at any time, a separation should take place after consulting with the District in which the church is a member, and if the separation is on account of doctrine, the property of this congregation shall remain with those Communicant Members who continue to adhere in confession and practice to Articles 1 through 5 of the Constitution as determined by the adjudication procedures of the District in which the congregation holds membership at the time of separation.

13.2 If a separation should take place and no doctrinal issue is involved, after consulting with the District in which the congregation is a member, the property of the congregation shall remain with the majority of the Voting Communicant Members.

13.3 In the event this congregation should dissolve, all property shall be disposed of by the final voters assembly for the payment of debts and all just claims against the congregation, and any and all surplus and all rights connected therewith shall be conveyed to and become the property of the District in which the congregation is a member or other entity in altar and pulpit fellowship with the Lutheran Church—Missouri Synod.

ARTICLE 14: AMENDMENTS

14.1 An amendment to the Bylaws may be adopted at a meeting Voters' Meeting only under these conditions:

14.1.1 The proposed amendment:

- ✚ has been submitted in writing by the Board of Directors or by at least one hundred (100) Voting Members who have signed the petition for the proposed amendment, and
- ✚ has been communicated through methods most commonly used to widely disseminate information to Voting Members at least 60 days prior to the meeting at which action is taken
- ✚ is discussed prior to the vote on the proposed amendment
- ✚ requires a majority vote of the Voting Members present at the Voters' Meeting

14.2 A proposed amendment to Articles 13 (Property Rights) or 14 (Amendments) shall not be adopted if the proposed amendment would destroy its essential meaning.

14.3 Whether or not the essential meaning of the Article would be, or has been, destroyed by an amendment or a proposed amendment shall be decided, if challenged, by the Commission on Adjudication of the District of The Lutheran Church—Missouri Synod in which the congregation holds Membership at the time of the proposal.

ARTICLE 15: CONFORMITY WITH STATE AND FEDERAL STATUTES

15.1 Arizona Law. These Bylaws and the governance of the Church shall at all times conform to the Arizona Nonprofit Corporation Act, as amended from time to time, and to federal law governing nonprofit corporations, provided however, that the Constitution and Articles 13 and 14 of the Bylaws are intended to prevail as an exercise of the Church's rights to establish and freely exercise their religious liberties under the Arizona Constitution and the United States Constitution.

15.2 Non-Liability. Members are not partners for any purpose. No Member, Director, officer, agent, employee or volunteer ("Person") is liable for the acts or failure to act of any other Person. Nor shall any Person be liable for acts or failure to act under these Bylaws, excepting only acts or omissions arising out of willful misfeasance. An action taken by this Church shall not create personal legal liability on these Persons.

15.3 Employees. The Church may employ persons as the Senior Pastor deems necessary, and fix the title, salary and other considerations of employment. All employees report to the Senior Pastor or his delegate(s). The Board of Directors fixes the salary and other considerations of employment of the Senior Pastor. Unless otherwise specifically provided in writing, all employment is "at will," and is administered in accordance with the laws of the State of Arizona.

**CERTIFICATION OF ADOPTION
OF
BYLAWS**

The undersigned hereby certifies that:

- (i) The undersigned is the duly elected Secretary of the Church;
- (ii) These are the Bylaws of the Church which were adopted by the vote of the Board of Directors of the Church; and by the vote of the Church Members;
- (iii) These Bylaws supersede and replace the Constitution and Bylaws dated May 19, 2019;
- (iv) These Bylaws became effective August 16, 2020 (the "Effective Date"); and,
- (v) These Bylaws were amended per two-thirds majority vote of Church Members on June 5, 2022

IN WITNESS WHEREOF, I signed my name to be legally binding as of that date.

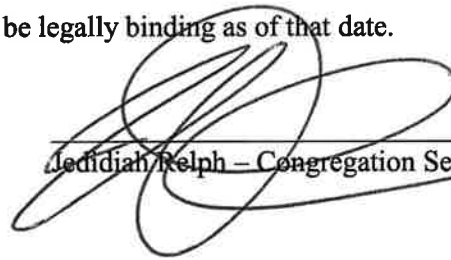

Jedidiah Relf – Congregation Secretary

EXHIBIT A TO RESTATED BYLAWS

CONSTITUTION **of** **Shepherd of the Desert** **An Arizona nonprofit Church** **Scottsdale, Arizona**

PREAMBLE

In response to the love of God the Father in Christ Jesus and empowered by the Holy Spirit, each Member of this congregation does the work of the Church. The vocation of every Christian is service. A believer serves the Lord by serving brothers and sisters in Christ and by serving a world of neighbors. Each Member, as a new creation in Christ, is endowed with the fruit of the Spirit. The Lord also gives to each Member natural talents and gifts of the Spirit as He sees fit for our specific time and place. Further, our Lord promises that, as a group, this congregation possesses all the natural talents and gifts of the Spirit necessary to fulfill His mission for this congregation.

The Word of God requires that a Christian congregation shall conform to this Divine Word in doctrine and practice (Ps. 119:105, Matt. 28:18-20, Gal. 1:6-8, 2 Tim. 4:1-5) and that all things be done decently and in order (1 Cor. 14:40, Col. 2:5).

Therefore we, a number of Lutheran Christians living in and near Scottsdale, Arizona, accept and subscribe to the following Constitution and Bylaws, in accordance with which all spiritual and material affairs of our congregation shall be governed.

ARTICLE I: CONFESSIONAL BASIS

I.1 This congregation as a body and all its individual Members accept without reservation:

- The Scriptures of the Old and New Testaments as the inspired, inerrant, written Word of God and as the only rule and norm of faith and practice.
- All the Symbolical books of the Evangelical Lutheran Church as a true and unadulterated statement and exposition of the Word of God, including:
 - ✚ The three Ecumenical Creeds (the Apostles' Creed, the Nicene Creed, the Athanasian Creed);
 - ✚ The Unaltered Augsburg Confession;
 - ✚ The Apology of the Augsburg Confession;
 - ✚ The Smalcald Articles;
 - ✚ The Large Catechism of Luther;
 - ✚ The Small Catechism of Luther; and

ARTICLE II: STATEMENT OF MARRIAGE, GENDER, AND SEXUALITY

II.I. This congregation believes that God wonderfully and immutably creates each person as male or female, and that these two distinct, complementary genders together reflect the image and nature of God.

II.II. This congregation believes that God created marriage to be exclusively the union of one man and one woman, (Genesis 2:18-25), whose gender identities were determined at birth, and that intimate sexual activity is to occur exclusively within that union (Corinthians 6:18; 7:2-5; Hebrews 13:4).

II.III. This congregation believes that any form of sexual immorality (including adultery, fornication, homosexual behavior, bisexual conduct, bestiality, incest, and use of pornography) is sinful and offensive to God.

II.IV. This congregation believes that God offers redemption and restoration to all who confess and forsake their sin, seeking His mercy and forgiveness through Jesus Christ.

II.V. We believe that every person must be afforded compassion, love, kindness, respect, and dignity. Hateful and harassing behavior or attitudes directed toward any individual are to be repudiated and are not in accord with Scripture nor the doctrines of this Church.

ARTICLE III: STATEMENT ON THE SANCTITY OF HUMAN LIFE

This congregation believes that all human life is sacred and created by God in His image. Human life is of inestimable worth in all its dimensions, including pre-born babies, the aged, the physically or mentally challenged, and every other state or condition from conception through natural death. We are therefore called to defend, protect, and value all human life.

ARTICLE IV: SYNODICAL AFFILIATION

This congregation shall be a Member of The Lutheran Church—Missouri Synod and shall exercise all rights associated with Membership as long as the Synod conforms to the congregation's Confessional Basis set forth above. Conformity to confessional basis shall be determined, if challenged, by a two-thirds vote of the Voters' Meeting, as defined in the Bylaws, at a meeting called for that purpose.

ARTICLE V: MINISTERS OF RELIGION (ORDAINED OR COMMISSIONED)

Only candidates who profess acceptance of, and pledge faithful adherence to, the confessions of this congregation as set forth in Article 1 of the Constitution and have been certified and endorsed by The Lutheran Church—Missouri Synod as eligible for a Divine Call as a minister of religion (ordained or commissioned) may be issued a "Divine Call".

ARTICLE VI: AMENDMENTS

VI.I An amendment to the Constitution may be adopted at a Voters' Meeting only under these conditions:

VI.I.I The proposed amendment:

- ✠ has been submitted in writing by the Board of Directors or by at least one hundred (100) Voting Members who have signed the petition for the proposed amendment, and
- ✠ has been communicated through methods most commonly used to widely disseminate

information to Voting Members at least 60 days prior to the meeting at which action is taken

- ✚ is discussed prior to the vote on the proposed amendment
- ✚ requires a two-thirds vote of the Voting Members present at the Voters' Meeting

VI.II A proposed amendment to Articles 1 (Confessional Basis), 4 (Synod Affiliation), or 5 (Divine Call) shall not be adopted if the proposed amendment would destroy its essential meaning.

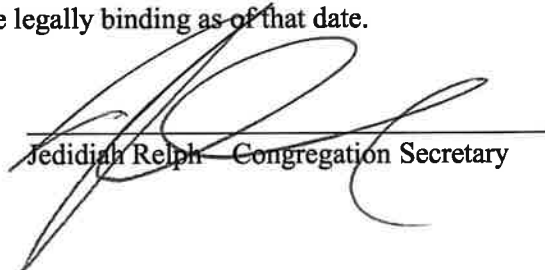
VI.III Whether or not the essential meaning of the Article would be, or has been, destroyed by an amendment or a proposed amendment shall be decided, if challenged, by the District of The Lutheran Church—Missouri Synod in which the congregation holds Membership at the time of the proposal.

CERTIFICATION OF ADOPTION OF CONSTITUTION

The undersigned hereby certifies that:

- (i) The undersigned is the duly elected Secretary of the Church;
- (ii) This is the Constitution of the Church which was adopted by the vote of the Board of Directors of the Church; and by the vote of the Church Members;
- (iii) This Constitution supersedes and replaces the Constitution and Bylaws dated May 19, 2019; and,
- (iv) This Constitution became effective August 16, 2020 (the "Effective Date").

IN WITNESS WHEREOF, I signed my name to be legally binding as of that date.


Jedidiah Relph — Congregation Secretary