

CORNERSTONE LUTHERAN CHURCH FOUNDATION BYLAWS

Article I General Information

I. Name and Authority

- a) Cornerstone Lutheran Church ("Cornerstone") established the Cornerstone Lutheran Church Foundation ("the Foundation") on May 22, 2001. It operates the Foundation as one of its funds.
- b) The Foundation may accept, hold, secure, manage, and administer investments, bonds, stocks, real estate (for eventual resale), monetary gifts, donations, and such other classes of property which may be donated to the Foundation for the work of the Lord, and subject to acceptance by the Foundation's Board of Trustees ("the Board").
- c) The Foundation will adhere to the 'General Gift Guide' to either accept or decline gifts.
- d) The Foundation must, to the maximum extent possible based on facts available at that time, invest all funds for the greatest combination of security and return on investment.
- e) The Board shall, to the best of its ability, carry out donor instructions when distributing and/or managing principal amounts, interest, and dividends on investments, trusts, life insurance benefits, real estate, and other properties donated to the Foundation.
- f) The Foundation shall not take any action which conflicts with Cornerstone's constitution or bylaws.
- g) The Foundation shall not compete with, infringe upon, or become involved with Cornerstone's regular contribution programs or budgeting process.
- h) The Foundation shall not offer legal advice. It may advise potential donors to consult the attorney of their choice to secure legal advice needed to plan future bequests.
- i) The Foundation shall not set up income plans or annuity agreements. Potential donors who are interested in these types of gifts must explore and create them at their own expense. The Foundation will only accept these types of gifts after careful review and with a positive recommendation from its professional advisor(s).
- j) The Board, in the best interest of the Foundation and as it deems appropriate, may:
 - 1) Request assistance from others.
 - 2) Ask advice from financial professionals at Cornerstone, the Lutheran Church-Missouri Synod Foundation, or from any other financial or legal organization.
 - 3) Purchase at the Foundation's expense, professional services for assistance, advice, and counsel on investments and legal matters.
- k) The creation of the Foundation does not preclude establishing a separate 501 (c)(3) corporation to administer the Foundation's assets.

II. Purpose

- a) The Foundation receives both unrestricted and restricted gifts and bequests to support Cornerstone's mission and ministry. Donations, gifts, or contributions not specifically designated by the donor shall be deemed 'unrestricted.'
- b) The Foundation solicits gifts by informing Cornerstone members and other interested parties about:

- 1) the activities of the Foundation
- 2) convenient methods to donate gifts
- c) All Foundation funds shall be used to supplement existing or future Cornerstone ministries. Foundation funds shall not be used for Cornerstone's general budget or normal operations, unless specifically authorized by either Cornerstone's Governing Board or Cornerstone's Voters' Assembly ("the Voters' Assembly").

III. Duration

The Foundation shall exist until:

- a) The Voters' Assembly terminates the Foundation; or
- b) Cornerstone should totally disband. If this happens, all Foundation assets shall transfer with Cornerstone property according to Article VIII Property Rights of Cornerstone's Constitution and Bylaws; or
- c) The Voters' Assembly establishes a separate 501 (c)(3) corporation to administer the Foundation's assets.

Article II Governance and Management

I. Board of Trustees

- a) The Voters' Assembly shall elect the Board to administer, develop, and/or invest all funds, bequests, property or other gifts given to the Foundation.
- b) The term of office for each Trustee is four (4) years. A Trustee may serve more than one term. A Trustee may be a member of other Cornerstone boards or teams, provided no conflicts exist.
- c) The Voters' Assembly shall elect a total of twelve (12) Trustees. Annually, the Voters' Assembly shall elect three (3) Trustees, plus any additional Trustees needed to fill vacancies.
- d) Cornerstone's Nominating Committee shall present to the Voters' Assembly, a slate of candidates to fill Trustee positions. The Nominating Committee shall develop its slate of candidates after significant consultation with the Board's officers. The goal is to insure to the maximum extent possible, the Board's diversity in age, gender, site representation, skill sets, and worship style (contemporary and traditional).
- e) Each Trustee must be a Cornerstone member eligible to hold an elective position.
- f) Trustees shall carefully, scrutinize and act upon all legal documents for real estate, designated annuities, trusts, bequests, and insurance benefits. All transfers shall be made in the name of 'Cornerstone Lutheran Church.'
- g) Foundation approved withdrawal/distribution actions require the signature of two (2) Trustees; one must be the Chairman of the Board of Trustees.
- h) A Trustee may be removed from office for good cause by a 2/3 affirmative vote of Cornerstone's Governing Board.

II. Other Members of the Board of Trustees

Cornerstone's Senior Pastor and a senior operations staff member are ex-officio, non-voting members of the Board. They provide administrative and leadership insight for the Trustees to consider.

III. Officers of the Board of Trustees

- a) The Trustees shall elect from their number, a Chairman, a Secretary, and a Treasurer for a two (2) years term of office.
- b) Officers are limited to two (2) consecutive terms of office for any one office.
- c) The Chairman shall call and facilitate all Foundation meetings. Meetings may also be called at the request of four (4) Trustees.
- d) The Secretary shall maintain complete and accurate meeting minutes and provide a copy to the Trustees after each Board meeting.
- e) The Treasurer shall work with Cornerstone's staff to maintain accurate financial records and to provide financial reports at Board meetings.
- f) The Chairman shall create an annual Foundation Status Report and make it available to all Cornerstone members.

IV. Board of Trustees Meetings

- a) The Board shall meet at least on a quarterly basis.
- b) A quorum shall consist of seven (7) voting Trustees.
- c) When meeting, Trustees shall act by majority vote.
- d) The Board may meet in person, via telephone conference call, or by other electronic means. When meeting by other electronic means and a decision is not unanimous, either a meeting in person or a telephone conference call is required to decide the matter.

V. Conflicts of Interest

- a) No Trustee, or a member of a Trustee's immediate family, shall engage in any transaction with or on behalf of the Foundation, in which the Trustee has a direct or an indirect financial interest.
- b) Trustees and their immediate families shall refrain from any conduct in which the Trustee's personal interests would conflict with the interests of the Foundation.

Article III Amendments

These bylaws may only be amended by an affirmative vote of Cornerstone's Voters' Assembly.