Constitution, Bylaws,

and

Articles of Incorporation

of the

Laestadian Lutheran Church

July 2, 2022

Adopted by the LLC Board of Directors March 18, 2022.
Adopted by the LLC Annual Meeting July 2, 2022.

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LLC CONSTITUTION

SECTION I
The name of the corporation shall be LAESTADIAN LUTHERAN CHURCH.

SECTION II
The Corporation is organized under the laws of the State of Minnesota.

SECTION III
Said Corporation is organized exclusively for religious purposes, including, for such purposes, the making of distributions to member congregations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 in the United States (or the corresponding provision of any future United States Internal Revenue Law) or properly registered under Canadian law.

SECTION IV
No part of the net earnings of said Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that said Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section III hereof. No part of the activities of said Corporation shall attempt to influence legislation, and said Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any political party or candidate for public office. Notwithstanding any other provision of these Sections, said Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of said Corporation.

SECTION V
Said Laestadian Lutheran Church shall be composed of congregations in the United States and Canada who confess that living faith which is founded on the Holy Word of God in the books of the Old and New Testaments in which Jesus Christ is the chief cornerstone. This faith is also expressed in the oldest creeds of Christendom (Apostle's, Nicene, and Athanasian) which are consistent with the Holy Word of God and in the Unaltered Augsburg Confession and Small and Large Catechisms by Martin Luther. Said Corporation holds that the Holy Word of God is the highest authority and only measure according to which all doctrines and teachings in said Corporation are to be examined and judged.

SECTION VI

The members of said Corporation believe that the Kingdom of God is one and indivisible. They also believe that there is only one saving faith, one baptism and one Holy Christian Church, or communion of saints, wherein God dwells through His Holy Spirit, and wherein He causes repentance and the forgiveness of sins to be preached for the salvation of souls. They hold that the preaching of repentance and the forgiveness of sins is the first and most important function of said Corporation.

SECTION VII

By decision of said Corporation, the instruction, interpretation and the preaching of the Word of God, including the administration of the Sacraments, is entrusted only to such men, whether seminary graduates or laymen, who confess themselves to be Christians according to the Bible upon which the doctrine of said Corporation is founded, and who endeavor to live according to said doctrine.

SECTION VIII

Only such congregations shall be known as members of said Corporation which are composed of individuals who from childhood have confessed and remained in faith or later in repentance and the forgiveness of sins have experienced new birth through living faith upon Christ Jesus according to the Bible.

SECTION IX

As the members of said Corporation firmly believe that the instructions and teachings of the Holy Bible are the only authority and rule for deciding all matters, they approve for the use of member congregations only those versions of the Bible that have been and continue to be approved by Living Christianity.

SECTION X

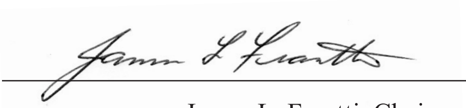
Upon the dissolution of said Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of said Corporation, dispose of all of the assets of said Corporation exclusively to its local member congregations listed at the last annual meeting that are exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 in the United States (or corresponding provision of any future United States Internal Revenue Law) or properly registered under Canadian law, and who confess the living Christian faith as defined in Section VI of this Constitution.

SECTION XI

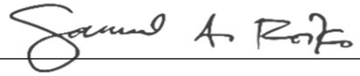
The foregoing, from Sections I through XI, shall be known as the Constitution of said Laestadian Lutheran Church, the meaning of which shall not be changed (excluding Section I) and any amendments that may be necessary must be in conformity with its general meaning. For purposes of amending the Constitution, a quorum at any meeting of the voting Delegates of the LLC shall consist of two-thirds (2/3) of the total eligible voting Delegates and, at any such meeting, the Constitution may be amended by the affirmative vote of a majority of the voting Delegates in attendance at such meeting.

That the Constitution of said Laestadian Lutheran Church was approved by the affirmative vote of the required number of board directors present at a meeting held on March 18, 2022 and was approved and adopted by the affirmative vote of the required number of members with voting power, pursuant to the affirmative action of the required number of delegates, at a meeting held on July 2, 2022.

IN WITNESS WHEREOF, the undersigned Chairman and Secretary have executed this Constitution as of the 2nd day of July, 2022.



James L. Frantti, Chairman



Samuel A. Roiko, Secretary

BYLAWS

ARTICLE I
The name, Laestadian Lutheran Church, shall herein be abbreviated LLC.

ARTICLE II: Membership

Section 1
Only such congregations are accepted as members of the LLC whose applications have been approved and are legally registered and that act in conformity with the same spirit and doctrine confessed by the other member congregations in the LLC as required in Sections V and VI of the Constitution.

Prospective member congregations must submit written applications which include their organizational Constitution and Bylaws to the LLC Board of Directors. The Board of Directors shall have authority to approve or reject the applications.

Member congregations are obligated to pay the annual membership dues determined by the members or their Delegates at the Annual Meeting of the LLC.

Member congregations who are unable to pay said annual membership dues shall communicate such to the LLC Executive Director or Financial Administrator, or officer of the LLC Board of Directors. Member congregations delinquent in paying said annual membership dues may have limited voting rights at any Annual Meeting or other specially-called meeting of the LLC (see Section 5) until such delinquency is reconciled.

Section 2
The Annual Meeting of the LLC is held each summer. The date, time, and place will be determined by the LLC Board of Directors and will be held preferably in conjunction with the annual LLC Summer Services. Special meetings of the LLC may be called at any time by resolution of the Board of Directors. Any member congregation may submit a written request for a special meeting to the Board of Directors. The Board of Directors will respond to all such requests and will notify all member congregations of the request and response.

Section 3

Notification of both regular and special meetings of the LLC must be sent in writing to all member congregations at least 30 days prior to the meeting. The meeting notice must also identify the purpose for which the meeting is being called.

Section 4

The manner of making decisions, whether it be by standing vote, raising of hands, printed ballots, casting of lots or spiritual enlightenment in the deciding of matters before the meeting will be determined by the delegates attending the meeting. Election judges will be chosen by the meeting delegates as needed. The meeting chairman will vote only when it is necessary to break a tie.

Section 5

The number of Delegates selected by each member congregation to attend the Annual Meeting or any other meeting of the Delegates of the LLC is determined as follows:

(For LLC purposes, husband and wife constitute two (2) members.)

1 to **49** members in the congregation — one (1) Delegate
50 to **99** members in the congregation — two (2) Delegates
100 members and over in the congregation — three (3) Delegates

Three Delegates is the maximum allowed any one congregation. Each Delegate is allowed one (1) vote at meetings of the LLC. To have voting rights at the Annual Meeting or any other meeting of the LLC, member congregations shall have 50% of their annual membership dues since the previous Annual Meeting paid by sixty (60) days prior to the Annual Meeting.

The Delegates are selected annually by the member congregations. The method of selecting its Delegate(s) and the Delegate(s) term of office will be determined by the member congregation. The member congregation will, upon selecting its Delegate(s), notify the LLC of the name(s) and term of office of the Delegate(s). The Delegates must be eligible voting members of the member congregations and registered with the LLC prior to the Annual Meeting. Such meetings shall be open to all members of the member congregations and to all Christians who endeavor to live in the same Spirit. They shall have the freedom to speak and make suggestions at the meeting, but the right to vote on all matters shall be limited to the Delegates of the member congregations.

Section 6

A quorum at any meeting of the Delegates of the LLC shall consist of one-half (1/2) of the total eligible voting Delegates, except in connection with a proposal to amend the Articles of Incorporation, the Constitution, or the Bylaws, in which case, a quorum shall consist of two-thirds (2/3) of the total eligible voting Delegates. At any such meeting, the voting Delegates shall have authority to make decisions on all matters concerning the LLC properly before the meeting by the affirmative vote of a majority of the voting Delegates in attendance at such meeting.

Section 7

The Board of Directors of the LLC shall consist of fifteen (15) members. Each term shall be for three (3) years with one-third of the Directors being re-elected each year. One of the five (5) Directors elected each year shall be an at-large member as described below. The Board of Directors will represent three areas in the United States and Canada defined as follows:

Area	**Description of Area**	**Number of Board Members**
East-Central	Eastern and Midwestern United States and Canada (includes Eastern Seaboard, Illinois, Michigan, Minnesota, and Ontario)	6
Northwest	Northwestern United States and Canada (includes Alaska, Alberta, North Dakota, Montana, Saskatchewan, and Washington)	4
Southwest	Southwestern United States (includes Arizona, California, Colorado, Utah, and Wyoming)	2
At-Large	These board positions will be assigned to the East-Central, Northwest, or Southwest areas by the LLC Board of Directors annually.	3

The foregoing is a general description of the LLC areas where there are current congregations and is not intended to be limiting. When a congregation is accepted as a member in the LLC by the Board of Directors, the Board will designate the area to which the congregation belongs. The Board of Directors shall review the area descriptions every five (5) years and bring any proposed revisions to the LLC Annual meeting delegates for approval.

Candidates for the Board of Directors from the LLC areas shall be nominated by each designated area prior to the Annual Meeting of the LLC. At least sixty (60) days prior to the Annual Meeting, the LLC Board will notify all member congregations as to the allocation of the three at-large board positions. At the same time, the LLC Board will notify the congregations of the areas of the Directors whose terms are expiring and of any vacancies on the Board that need to be filled. The congregations of each affected area will, after reaching agreement, notify the LLC at least two (2) weeks prior to the Annual Meeting of the name(s) of their nominee(s) to the Board of Directors.

The names of the nominees will be submitted to the Annual Meeting for election or rejection. If the nominee is rejected, the Delegates will nominate and elect another person to the Board of Directors from the same designated area.

Candidates for the Board of Directors must be individuals who from childhood have confessed and remained in faith or who have experienced new birth according to the teachings of the Bible, must be known as true believers in the living, saving faith and the teachings of Jesus Christ, must be zealous in the furtherance of the spiritual and material matters of the LLC, must have been members in member congregations of the LLC for at least five (5) years, and must be at least twenty-three years old.

Section 8

The order of business at the Annual Meeting, and as far as possible at all other meetings of the LLC, following the singing of a hymn and the saying of the prayer, shall be:

1) Proof of due notice of the meeting.
2) Verification of meeting quorum.
3) Approve previous meeting minutes.
4) Annual reports of officers and committees and approve financial statements.
5) Election of the Board of Directors.
6) Unfinished business.
7) New business.
8) Adjournment.

Section 9

If any member congregation in the LLC does not comply or act in accordance with the Constitution and the Bylaws and fails to comply with the decisions made by the LLC, such a congregation may be expelled from the LLC by (1) a quorum of Delegates at the Annual Meeting or at a special meeting, upon the recommendation of the Board of Directors, or (2) by action initiated by a quorum of Delegates at the Annual Meeting or a special meeting of the Delegates. Any member congregation may withdraw from membership in the LLC by notification in writing to the Board of Directors of their decision or by notification in person of such action to the Annual Meeting of the LLC. Any expelled or withdrawn congregation shall forfeit all rights in the LLC.

ARTICLE III: Board of Directors

Section 1

The Board of Directors, consisting of fifteen members selected by the Delegates at the Annual Meeting, shall hold office as provided by these Bylaws and shall study and direct all spiritual matters in the LLC in the light of the Word of God and in accordance with the Constitution. They shall control and manage the business property and temporal affairs of the LLC and shall be responsible for their actions to the Delegates at the Annual Meeting until released from such responsibility.

Section 2

At their first meeting after the Annual Meeting of the LLC, it shall be the duty of the Board of Directors to designate all signatories and depositories for LLC funds and to elect from their number the following officers: Chairman, Vice Chairman, Secretary, Assistant Secretary, Treasurer, and Assistant Treasurer. The officers shall serve for one year.

Section 3

Any vacancies arising in the Board of Directors during the year except those vacancies created by the removal of a board member as provided in Section 6 may be filled by appointment by the Board of Directors until the next Annual Meeting.

Section 4

Special meetings of the Board of Directors may be called at any time by the Chairman and the Secretary or by a quorum of Board members and may be held at any time or any place. All of the Board members must be notified of said meeting. The Board of Directors must meet a minimum of twice a year.

Section 5

A quorum at any meeting of the Board of Directors shall consist of a majority of the members of the Board. Such a quorum is authorized to decide on any matter that shall come before the meeting, except for those items reserved for decision by the Delegates at the Annual Meeting or a special meeting. An affirmative vote by a majority of the directors in attendance at a meeting shall be required to approve any matter properly brought before the meeting.

Section 6

Any member of the Board of Directors may, for causes shown, be suspended from office by the Delegates of the LLC and relieved of duties at any regular or special meeting of the Delegates. At such a meeting, the Delegates shall fill the vacancy for the unexpired term.

Section 7

The order of business at any regular or special meeting of the Board of Directors shall be:

1) Approval of the previous meeting minutes.
2) Discussion of spiritual matters.
3) Reports of officers and committees.
4) Unfinished business.
5) New business.
6) Adjournment.

Section 8

In matters pertaining to approval of actions by the Board of Directors during the previous year, including financial reports, the Board of Directors shall not vote at an Annual Meeting even though they may be Delegates.

ARTICLE IV: Functions of the Officers

Section 1

The Chairman, also known as the President, shall open the Annual Meeting, special meetings, and meetings of the Board of Directors. He shall preside at all Board meetings and shall sign all contracts or other legal documents with the Secretary and Treasurer, as necessary. He shall perform all other duties that are incidental in his office or are properly required of him by the Board of Directors. In the absence or disability of the Chairman, the order of succession will be: Vice Chairman, Secretary, Treasurer, Assistant Secretary, Assistant Treasurer.

Section 2
The Secretary shall keep the records of the proceedings of all meetings, shall have charge of the seal and books, and shall sign all contracts or other legal documents with the Chairman and Treasurer, as necessary. He shall perform all other duties that are incidental to his office or are properly required of him by the Board of Directors. In the absence or disability of the Secretary, the Assistant Secretary shall exercise all of the functions of the Secretary.

Section 3
The Treasurer shall be responsible for all moneys and securities of the LLC and is accountable to the Board of Directors for all financial affairs and transactions. He shall sign all contracts and other legal documents with the Chairman and Secretary, as necessary, and shall perform such other duties that are incidental to his office or are properly required of him by the Board of Directors. In the absence or disability of the Treasurer, the Assistant Treasurer shall exercise all of the functions of the Treasurer.

ARTICLE V: Use and Purpose of Property and Finances

Section 1
All property, real, personal or mixed, belonging to the LLC shall be held in its name as incorporated. The LLC may receive by bequest, device, gift, purchase, or otherwise, real, personal or mixed property, and may dispose of same in the name of the LLC. The Board annually will decide a dollar amount above which the Board must approve the purchase or disposal of property.

Section 2
All moneys received by assessments, gifts, donations or otherwise shall be deposited in the name of the LLC in such a financial institution that the Board of Directors shall designate.

Section 3
Other functions of the LLC will be performed as directed by the Board of Directors or the Delegates. Such functions include but are not limited to mission work, Christian education, communications, the operation and organization of camps and management of other facilities owned by the LLC, scheduling and hosting special services, and training of pastors.

Section 4
The end of the fiscal year of the LLC shall be December 31.

ARTICLE VI: Reimbursements

The salaries, wages and other reimbursements of pastors or lay preachers and other employees of the LLC shall be fixed by the Board of Directors.

ARTICLE VII: Seal

The Board of Directors shall decide whether the LLC will maintain a corporate seal and the form of that seal, in accordance with any applicable laws.

ARTICLE VIII: Amendments

These Bylaws may be amended from time to time at an Annual Meeting or special meeting called for that purpose by proper notice. At such a meeting, a quorum shall consist of two-thirds of the eligible voting Delegates of the LLC and it shall vote on said amendments. An affirmative vote by a majority of the Delegates in attendance shall be required to approve any amendment.

That the Bylaws of the said Laestadian Lutheran Church were approved by the affirmative vote of the required number of directors present at a meeting held on March 18, 2022, and were approved and adopted by the affirmative vote of the required number of members with voting power, pursuant to the affirmative action of the required number of delegates, at a meeting held on July 2, 2022.

IN WITNESS WHEREOF, the undersigned Chairman and Secretary have executed these Bylaws as of the 2nd day of July, 2022.

James L. Frantti, Chairman

Samuel A. Roiko, Secretary

ARTICLES OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
LAESTADIAN LUTHERAN CHURCH

The undersigned, the President and Secretary of Laestadian Lutheran Church, a Minnesota nonprofit corporation, for the purpose of amending the corporation's Articles of Incorporation to restate them under the provisions of M.S.A. Section 317A.133, pursuant to M.S.A. Section 317A.139, Chapter 317A, state that:

"1. That the Articles of Incorporation of Laestadian Lutheran Church are amended to restate them and to read in their entirety as follows:

ARTICLE 1

The name of this corporation is:

Laestadian Lutheran Church

ARTICLE 2

The registered office of this corporation is located at:

212 W 3rd Street
Monticello, MN 55362

ARTICLE 3

The corporation is organized under the Minnesota Nonprofit Corporation Act, Chapter 317A.

ARTICLE 4

Any action may be taken by written action of the Board of Directors without a meeting if said written action is affirmed by written signature or email confirmation by a majority of all of the directors.

ARTICLE 5

The corporation is organized exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 6

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(0(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United State Internal Revenue Law), as the Board of Directors shall determine, or as required by the corporation's Bylaws and/or Constitution. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes."

2. That the amendment to restate the Articles of Incorporation of the corporation was approved by the affirmative vote of the required number of directors present at a meeting held on March 18, 2022, and was approved and adopted by the affirmative vote of the required number of members with voting power, pursuant to the affirmative action of the required number of delegates, at a meeting held on July 2, 2022.

IN WITNESS WHEREOF, the undersigned Chairman and Secretary have executed these Articles of Amendment as of the 2nd day of July, 2022.

James L. Frantti

James L. Frantti, Chairman

Samuel A. Roiko

Samuel A. Roiko, Secretary

Laestadian Lutheran Church
212 West 3rd Street
Monticello, MN 55362