

IMMANUEL LUTHERAN CHURCH TRUST

The Immanuel Lutheran Church Trust will function under the stipulations and regulations of these statements:

BL3.1. The Immanuel Evangelical Lutheran Church is called by God to be a living witness to God's love and concern for the world. God is the giver of all gifts and we who receive them are called to be good stewards of all that comes from God. We are not to hoard God's gifts and God's gifts are not intended to enrich the church, but to be used to do God's work in the world. When Jesus spoke of that work, he said: "... the blind receive their sight, the lame walk, the lepers are cleansed, the deaf hear, the dead are raised, the poor have good news brought to them." (Luke 7:22 NRSV) We manage and employ God's gifts so that his Word is proclaimed to all the world and God's love for the world is lavishly demonstrated in our care for the neighbor. We are able to give what we received without holding back because we believe what God has promised. "... God is able to provide you with every blessing in abundance, so that by always having enough of everything, you may share abundantly in every good work." (2 Corinthians 9:8 NRSV)

THEREFORE, this shall be a division of the Immanuel Lutheran Church designated as the "Immanuel Lutheran Church Trust."

Certain terms used in this part of the bylaws are defined as follows:

Trust	Immanuel Lutheran Church Trust
Trustor	Immanuel Evangelical Lutheran Church, hereafter known as the Immanuel Lutheran Church
Congregation Council	The elected congregational council of Immanuel Lutheran Church
Board of Trustees	Persons appointed to serve a term of office to manage the Trust.
Corporate Trustee	A corporation engaged in managing and holding assets in trust for others.
Nominee purposes but	A brokerage firm holding securities in its name for record which are beneficially owned by its clients.

BL3.2. Grant in Trust

a. For and in consideration of the benefits to be received by the Trustor by the creation of the Trust herein defined, the Congregation Council is hereby given authority to deliver, assign, transfer and set over to the Board of Trustees and their successors, in the trust, for the uses and purposes herein after prescribed, certain funds, assets and property now held by the Trustor and which may be designated for inclusion in the Trust.

b. The Board of Trustees by accepting appointment or election hereby accepts the property described in Paragraph 2(a) for the purpose of this Trust. The Board further agrees to accept and hold such cash, securities and property as may from time to time hereafter be contributed, transferred and assigned to the Board of Trustees for the purpose of the Trust by any person, firm, or corporation together with any substitutions therefor and “investments” or reinvestments thereof and the income and proceeds thereof. The purposes are subject to the agreements and condition herein set forth. However, the Board of Trustees hereinafter provided for may reject contributions which are made upon terms and conditions which they consider to be inconsistent with the purposes of this Trust or which consist of property which in the opinion of the Board of Trustees is unsuitable for the purpose hereof.

c. The Board of Trustees shall take title to and possession of said assets and shall care for, conserve, administer, invest and reinvest such assets and the proceeds thereof if sold, and shall account for and pay to the Trustor all the income of said Trust Fund or add to such Trust Fund by reinvesting some or all of such income as hereinafter provided.

d. The principal of all the funds, assets and property described in Paragraph 2(a), plus all future contributions to the Trust and the proceeds thereof if sold or exchanged, to the extent of its original value, shall constitute the principal or corpus of the Trust hereby created and defined. All accrued interest, dividends, or other income thereof, whether or not due or matured at the date of these presents or accruing thereafter, shall, when, as and if collected be credited, accounted for and applied as income.

BL3.3. PURPOSES OF IMMANUEL LUTHERAN CHURCH TRUST

a. The purpose of the Trust shall be to enable Immanuel Lutheran Church to be a living witness to God’s love and concern for the world. This will be evident in the distribution and application of the Trust’s income for such purposes, and the investment of its principal or corpus for the purposes of devoting the income therefrom to the extent herein authorized, and principal thereof to the purpose aforesaid.

b. Conditional gifts or bequests to the Immanuel Lutheran Church Trust, the proceeds of which may not, because of such conditions, be administered under the provisions of this Trust may be considered to be outright bequests to the Immanuel Lutheran Church of Eau Claire.

c. Conditional gifts or bequests may be used to establish separate funds within the Trust for specific purposes. Separate funds may have specific rules for the distribution of income and under specific circumstances the distribution of the principal or corpus of the separate fund.

d. No part of the contributions to or net income of the Trust shall benefit any member of the Board of Trustees.

BL3.4. USE OF INCOME

a. All bequests and memorial gifts not otherwise designated will be tithed (10%) to the

work of the Church beyond our congregation through mission and outreach. The Board of Trustees will seek an appropriate mission for this tithe (10%) in consultation with the congregation.

b. The net income from such Trust Fund shall be credited by the Board of Trustees as and when received to the trust. The Board of Trustees will then distribute the income according to the provisions of the Trust, the special stipulations attached to each special fund, or the specific stipulations attached by the grantor of the special fund.

BL3.5. BOARD OF TRUSTEES

a. There shall be a Board of Trustees consisting of six (6) persons for the purpose of directing the operations of the Trust to the extent herein provided.

b. The Board of Trustees of the Immanuel Lutheran Church Trust shall be composed of six (6) members of Immanuel Lutheran Church who are in sympathy with the purpose of the Immanuel Lutheran Church Trust. Board members will be appointed by the Congregation Council by a majority vote of those present. Of the six (6) members of the Board, a pastor of the congregation will serve as an appointed member, and one member shall be a current member of the Congregation Council. Board members shall be appointed by a majority vote of those present. Initial appointment to be 2 members for 1 year terms, 2 members for 2 year terms and one member for a 3 year term, respectively. Subsequent appointments will be for three year terms. No member of the Board of Trustees may serve more than two consecutive terms. Each member of the Board of Trustees shall hold office until his successor is appointed. Any member of the Board of Trustees may resign by notice in writing delivered to the Pastor, Congregation President or Secretary of the Congregation Council of Immanuel Lutheran Church of Eau Claire, Wisconsin. Trustees may be removed by a majority vote of the Congregation Council.

Any vacancy occurring during a term of office shall be filled by appointment by the Congregation Council and run for balance of the unexpired term. The Board of Trustees shall notify the Corporate Trustee, if any, in writing of all appointments and changes to the Board of Trustees and unless and until so notified, any Corporate Trustee employed by the Board of Trustees as hereinafter provided shall be justified in following the instruction of the Board of Trustees named in the notice on file with it.

c. The decision of a majority of the entire Board of Trustees as to any matter to be decided by it shall be binding and conclusive except in cases where a different percentage is herein specifically provided. The Board of Trustees may establish officers and such rules and procedures as it may deem proper in the administration of its duties. The members of the Board of Trustees shall serve without compensation. No member of the Board of Trustees shall be liable to anyone by reason of the exercise of his or her discretion hereunder for any act or omission to act, except by his or her own bad faith.

d. Each year the Board of Trustees will be responsible to provide an educational event

designed to make the congregation aware of the Trust and the varieties of ways in which gifts may be made to the Trust.

e. The Board of Trustees shall have the following powers:

1) To employ a corporate trustee qualified to serve as a Trust Company in the State of Wisconsin and to delegate to such corporate trustee the management and accounting of the Trust's assets and income.

2) To direct the Corporate Trustee in all sales and exchanges of investment assets of the Trust, provided, however, that in the absence of such direction the Corporate Trustee shall have discretionary power in the matter of sales and exchanges of investment of assets of the Trust.

3) In the event of the resignation of the Corporate Trustee, to select a successor Corporate Trustee, or to discharge the Corporate Trustee and select a successor Corporate Trustee.

4) With the approval of one hundred percent of ten or more members of the Congregation Council, the Board of Trustees may authorize the expenditure of the trust corpus that has no permanent restrictions.

f. Each year the Board of Trustee gives to the congregation an annual report of its activities.

BL3.6. CORPORATE TRUSTEE

a. In the event that the Board of Trustees employs a Corporate Trustee as herein provided, the Corporate Trustee shall keep accounts and shall render statement of such accounts to the Board of Trustees annually and at such other periods as the Board of Trustees may request and promptly upon resignation. Accounts may be adjusted without the aid of a court.

b. The Corporate Trustee shall be paid such reasonable compensation as shall be fixed by agreement from time to time between the Board of Trustees and the Corporate Trustee. Such compensation, together with the actual, necessary and reasonable expenses incurred in administering the Trust, shall be payable out of the funds of the Trust.

c. The Corporate Trustee shall be under no duty or responsibility to inquire into the acts or omissions of the Board of Trustees nor shall the Corporate Trustee have any liability therefor. Should it be necessary to perform some act hereunder and for which there is neither direction in this Agreement nor direction of the Board of Trustees on file with the Corporate Trustee and no such direction can be obtained after reasonable effort, the Corporate Trustee shall have full power and discretion to act and, in so acting, or in following any direction of the Board of Trustees, the Corporate Trustee shall be fully protected and shall be absolved of all liability except for bad faith or gross negligence.

d. A Corporate Trustee may resign and divest itself of the trust hereby created by giving in writing notice to the Board of Trustees. In the event of the resignation of the Corporate Trustee, the vacancy may be filled by appointment of a successor corporate trustee approved by the Congregation Council from written direction by the Board of Trustees, and such appointment shall have the effect of vesting such successor with all authority of the previous corporate trustee.

e. All powers and duties vested in any Corporate Trustee hereunder may be exercised by its Board of Directors or by its executive committee or by any of its principal officers or trust officers.

BL3.7. MANAGEMENT OF THE TRUST ASSETS

a. All of the assets of the Trust shall be held and administered to effectuate its purpose as stated in Paragraph 3 hereof. It is the intention of the Trust that it shall at all times shall be operated and administered and the assets and income used, in such a manner that the Trust will be tax exempt, operating as a division of Immanuel Lutheran Church and for tax purposes will meet the requirements for exemption and for deductibility of contributions provided in the Internal Revenue Code and the Wisconsin Statutes.

b. The Board of Trustees shall have the right to make sales and exchanges of investments or assets of the Trust and to vote any corporate stocks held by such Trust and in the event that the Board of Trustees has employed a Corporate Trustee, shall direct such Corporate Trustee in all sales and exchanges of investment of the Trust and in respect to voting of any corporate stock held by the Trust, or delegate to such corporate trustee discretionary power with respect thereto.

c. The Board of Trustees shall be vested with title to all the assets of the Trust and shall have full power and authority to do all acts necessary to carry out the provisions hereof and to employ such agents, counsel or attorneys as it may deem advisable, subject, however, to the foregoing provisions or limitations and to those of Paragraph 4. No enumeration of specific powers made in Paragraph 6 shall be construed as a limitation upon the foregoing general powers and the powers of any of them herein conferred upon the Board of Trustees shall not be exhausted by any use thereof but each shall be continuing. Subject to the foregoing limitation and provisions and to those of Paragraph 4, the Board of Trustees is authorized and empowered:

1. To retain any and all stocks, bonds, notes, securities, and/or other property constituting this Trust, or additions thereto, or substitutes therefor, without liability for any decrease in the value thereof,
2. To sell, at public or private sale, exchange for like or unlike property, convey, lease for longer terms or shorter terms than this Trust, and otherwise dispose of, any and all property, real or personal, held in Trust for such price and upon such terms and credit that the Board of Trustees may deem proper,

3. To invest any money held hereunder and available for investment in any and all kinds of securities and/or property, and whether or not the kind authorized by common law or by the laws of any state or country to which said Board of Trustees would in the absence of this provision be subject, and to form or join in forming any corporation and subscribe for or acquire stock in any corporation in exchange for money or other property,
4. To hold cash uninvested,
5. To vote, directly or by proxy, at any stockholders' meeting, any shares of stock held hereunder;
6. To exercise, dispose of or reject any purchase rights arising from or issued in connection with any stock, securities or other property held hereunder;
7. To bid for and become the purchaser of any real or personal property sold at any foreclosure or other sale in which the Board of Trustees may have a mortgage or other interest hereunder, and to hold and/or resell the same without liability for any loss resulting therefrom;
8. To repair, alter or demolish any existing building or structure and/or erect new buildings and structures upon real estate, if any, held hereunder;
9. To effect fire, rent, titles, liability, casualty or other insurance of a nature and in a form and amount as may be desirable upon any property held hereunder;
10. To participate in any plan or proceeding for protecting or enforcing any right, obligation or interest arising from any property held hereunder, or for reorganizing, consolidating, merging or adjusting the finances of any corporation issuing the same; to accept in lieu thereof any new property; to pay any assessment or expense incident thereto; to join in any voting trust agreement; and to do any other act or thing that the Board of Trustees may deem necessary or advisable in connection therewith;
11. To pay, abandon, contest, compromise or submit to arbitration any claim in favor of or against the Trust or against itself as Board of Trustees;
12. To make any directed division or distribution of the Trust herein provided for in cash or kind, or partly in cash and partly in kind, and in separate or undivided shares, and to the value and apportion the property to be so divided or distributed, which valuation and apportionment shall be final and conclusive upon all persons interested therein;
13. To be officer or director of or in their own right individually to own stock or be interested in any corporation or business in which the Trust shall own stock or be interested;

14. To hold stocks and other assets and open bank accounts in the name of the Trust or its corporate nominee,

15. To borrow funds with the consent of the Trustor.

d. Stock dividends upon corporate stock held by the Trust, whether based upon surplus accumulated before or after acquisition of such stock by the Trust, shall be regarded and treated as principal. Premiums, and the proceeds of life insurance policies, shall be regarded and treated as principal. Dividends in cash on any corporate stock from whatsoever source derived, excepting only dividends in liquidation of a corporation, shall be regarded and treated as income. Interest, dividends and proceeds from the sale of investments different than basis (donated original value or cost as adjusted) are regarded as income.

e. The acts of the Board of Trustees hereafter shall be final and conclusive. All third persons and no third persons shall be required to take cognizance of the provisions of this instrument or to the question the authority of the Board of Trustees so to act, but may conclusively assume that the Board of Trustees, or any successor Board of Trustees, has full power and authority so to act.

f. The Board of Trustees may delegate to a Corporate Trustee employed by it any or all of the foregoing powers.

g. The discretionary powers of the Board of Trustees herein set forth and of any Corporate Trustee to whom such powers have been delegated are subject to the right of the Board of Trustees and the Council of Immanuel Lutheran Church to direct the investment of Trust corpus under provisions set forth in Paragraph 5 (d) (4) of this bylaw.

BL3.8. DIRECTION BY THE EVANGELICAL LUTHERAN CHURCH IN AMERICA

a. If the office of Corporate Trustee and the offices of all members of the Board of Trustees shall become vacant for any reason and shall not be filled in the manner herein before provided, the Trust and its assets nevertheless shall continue to be held and administered as a charitable trust for the purpose herein set forth by and under the direction of a trustee or trustees appointed by the Evangelical Lutheran Church in America or its successor, it being intended that all assets of the Trust shall ultimately be devoted to the charitable purposes herein set forth and shall never revert to any contributor thereof. The Trust shall exist as long as Immanuel Lutheran Church of Eau Claire shall exist.

b. In the event that the Immanuel Lutheran Church of Eau Claire goes out of existence and the Evangelical Lutheran Church in America or its successor determines that the purpose of this Trust has failed, then the Evangelical Lutheran Church in America or its successor is hereby granted authority to direct liquidation distribution of the residual assets of the Trust as the Evangelical Lutheran Church determines, provided, however, that if the Evangelical Lutheran Church in America determines that there is a reasonable possibility that Immanuel Lutheran Church of Eau Claire may be organized, or reorganized in Eau Claire, then the Evangelical Lutheran Church in America shall direct the distribution of income only and

shall hold the corpus of the Trust intact pending such organization or until it determines no such possibility exists.

BL3.9. AMENDMENT

This agreement may be amended under the provisions of the Constitution of Immanuel Lutheran Church after approval thereof by two-thirds vote of the entire membership of its Congregation Council and eighty (80) percent of the members of the Board of Trustees, provided, however, that no amendment shall be made to alter substantially or be inconsistent with the purpose of the Trust as stated, nor shall any amendment make it possible to use or divert any part of the funds or the Trust for the purposes at variance with those stated herein.

BL3.10. ESTABLISHMENT

The Immanuel Lutheran Church Trust will be established when adopted at any legally called meeting of this congregation with a quorum present by a majority vote of those voting members present and voting and in accordance with the provisions of the Congregation Constitution. C16.02