1. PREAMBLE
The mission of campus ministry in the Evangelical Lutheran Church in America (ELCA) is to invite people in academic settings more deeply into Jesus Christ and the community that bears his name, so that they can discover and fulfill their vocation as disciples. This ministry has its roots in the Christian community gathered by the Spirit through the proclamation of the word of God and the celebration of the sacraments. Campus ministry provides a strong witness at the point where education in the church intersects the church in education. It provides an authentic experience in the life of the church for young adults on campus, inviting them into full participation with the church, even as their lives are undergoing change, challenge, and confirmation. Campus ministry seeks to grow the church by extending its work to an ever increasing number of campuses across the country. Representing the Evangelical Lutheran Church in America ("ELCA"), the Congregational and Synodical Mission Unit (herein after referred to as “the Unit”) or its successor or assign, joins with constituent Synods of the ELCA to establish campus ministry agencies so that witness to the Gospel of Jesus Christ may be fostered and the church's ministry in higher education enhanced.

LUTHERAN CAMPUS COUNCIL OF CEDAR FALLS, IOWA hereinafter ("the Corporation"), shall:
• Abide by the policies and procedures of the Unit, its successors or assigns,
• Be governed by a Board of Directors consisting of persons appointed by the Synod Council of the Northeastern Iowa Synod.
• Receive guidance and evaluation of its campus ministry by those persons designated by the Unit,
• Provide regular financial and program reports to the Unit and the member Synod(s),
• Revert all assets to the Northeastern Iowa Synod of the Evangelical Lutheran Church in America upon dissolution.

2. PRINCIPAL OFFICE
The principal office of the Corporation shall be located at 2616 College Street, Cedar Falls, Iowa 50613, or at such other place as its Board of Directors may from time to time decide.

3. BOARD OF DIRECTORS
The community represented by this corporation is committed to be an inclusive church in the midst of a diverse society and diversity is to be a consideration in the composition of the board.

3.1 General Powers; Number and Composition
The management of the Corporation shall be vested in its Board of Directors, which shall consist of nine (9) persons. The Synod Council of the Northeastern Iowa Synod shall appoint each Director, subject to the provisions of section 3.3 and the provisions of the Iowa Nonprofit Corporation Act.
3.2 Duties of the Board of Directors

The Board shall:

a. Develop annual plans, goals and budgets that allow the campus ministry to effectively conduct a ministry centered in Word and Sacrament, that includes, but is not limited to:
   - worship
   - evangelism and outreach
   - Christian education and faith development
   - hospitality and community building
   - community service
   - pastoral care
   - leadership development
   - justice and advocacy
   - stewardship and fundraising
   - vision and planning
   - ecumenical and interfaith cooperation, and
   - building relationships with synod(s), congregations, ecumenical partners, the educational institution(s) to be served, Lutheran Student Movement, and other campus ministry organizations and religious groups.

b. Adopt a mission statement consistent with the ELCA Campus Ministry mission.

c. Use all resources received from the churchwide organization, synod(s), ACMAs, congregations, and other donors in ways that advance the ELCA Campus Ministry mission.

d. Abide by the ELCA Campus Ministry Policies and Procedures and maintain eligibility for the ELCA Campus Ministry grant process.

e. Comply with the ELCA Constitution, Bylaws and Continuing Resolutions.

f. Ensure compliance with all applicable local, state and federal laws.

g. Appoint persons qualified to serve as professional staff of the Corporation in conformity with the policies of the ELCA and the synod(s) and endeavor to pay this staff at a rate consistent with synod guidelines.

h. Administer personnel policies for its campus ministry staff in consultation with the “Best Practices for ELCA Campus Ministry Personnel Policies.”

i. Manage and maintain such property as may be acquired or entrusted
to its care.

j. Receive and manage financial resources to conduct the ministry, including strategic planning for fund raising and board member contributions.

k. Conduct annual reviews and participate in quadrennial review of the ministry.

l. Maintain minimum insurance coverage and limits consistent with the “Best Practices for ELCA Campus Ministry Risk Management Guidelines.”

m. Work in cooperation with other Lutheran campus ministries.

3.3 Board Membership and Term:

The Board of Directors shall consist of representatives of the following categories:

a. **Bethlehem Lutheran Church**
   Two (2) non-student members of Bethlehem Lutheran Church in Cedar Falls. They shall be voting members of the congregation. They shall serve a term of two (2) years and may serve no more than two consecutive terms.

b. **St. John American Lutheran Church**
   Two non-student members of St John American Lutheran Church in Cedar Falls. They shall be voting members of the congregation. They shall serve a term of two (2) years and may serve no more than two consecutive terms.

c. **Pastor of Bethlehem Lutheran Church**
   The Pastor of Bethlehem Lutheran Church in Cedar Falls. Said Pastor shall serve on the Board of Directors so long as he or she is serving as Pastor of Bethlehem Lutheran Church.

d. **Pastor of St. John American Lutheran Church**
   The Senior Pastor of St. John American Lutheran Church in Cedar Falls. Said Pastor shall serve on the Board of Directors so long as he or she is serving as Pastor of St. John American Lutheran Church.

e. **Student Members**
   Three (3) student members. Student members shall serve terms of two (2) years and may serve no more than two (2) consecutive terms. Student members shall be approved by the Synod Council of the Northeastern Iowa Synod upon recommendation of the Board of
Directors.

Directors whose terms expire shall hold office until the annual meeting for the year in which their terms of office are to expire, and, in each case, until their successors shall have been elected and qualified, or until their death, or until their resignation shall have become effective, whichever shall be the earliest.

3.4 Compensation of Directors
Directors shall not receive any compensation for their services as Directors, but the Board may, by resolution, authorize reimbursement of expenses incurred in the operation or performance of their duties. Such authorization may prescribe the procedure for approval and payment of such expenses by designated officers of the corporation. Nothing herein shall preclude a Director from serving the corporation in any other capacity and receiving compensation for the services.

3.5 Presumption of Assent
A Director of the corporation who is present at a meeting of a Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless s/he shall file his written dissent to such action with the person acting as the secretary of the meeting before adjournment.

3.6 Informal Action by Directors
Any action required by the Iowa Nonprofit Corporation Act to be taken at a meeting of Directors of the corporation, or any action, which may be taken at a meeting of the Directors, may be taken without a meeting, if the consent in writing sets forth the action so taken. Said actions shall be signed by all members, of the Board of Directors, or a committee of the Board of Directors, as the case may be, as provided by Iowa Code § 504A.97.

3.7 Advisory Members
Advisory members of the Board of Directors shall be invited to attend and to participate on a nonvoting basis in each meeting of the Board of Directors. Advisory members shall consist of the Bishop of the Northeastern Iowa Synod or his/her appointee, and professional staff employed by the Corporation. Advisory members shall not be subject to term limits.

3.8 Annual Meetings
An annual meeting of the Board of Directors for the election of officers and the transaction of such other business as may properly come before the meeting shall be held during the month of May each year or at such other time as the Board of Directors may determine. Said meetings shall be held at a place designated by the Board of Directors.

3.9 Regular Meetings
The Board of Directors from time to time may provide by resolution for the holding of regular meetings and may fix the time and place for such meetings.

3.10 Special Meetings
A special meeting of the Board of Directors may be called at any time by the Executive Committee or President or upon the written request of the Unit or of any three Directors.

3.11 Notice of Meetings
Written notice stating the place, day and hour shall be given of every meeting. The notice except as otherwise provided by law shall be given not less than seven (7) nor more than twenty (20) days before the date of the meeting, either personally or by mail, electronic mail or facsimile addressed to the addressee’s residence or usual place of business. The notice shall be given to each Director and advisory member. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called and who called the meeting. Notice of any meeting need not be given to any Director or advisory member who attends such meeting or who, in writing executed before or after such meeting, waives notice. No notice need be given of any adjourned meeting.

3.12 Voting
Except as otherwise provided in these Bylaws or by state law, the vote of a majority of the Directors present at a meeting duly called shall, if a quorum is present, constitute the action of the Board.

3.13 Quorum
A quorum for the transaction of business shall consist of a majority of the Directors. A majority of the Directors present, whether or not a quorum, may adjourn a meeting to another time and place.

3.14 Resignations
Any Director may resign at any time by notice in writing to the Board of Directors or the President. Unless otherwise specified in the notice, the resignation shall take effect upon delivery.

3.15 Vacancies
Any vacancy occurring among the Directors shall be filled by the Synod Council of the Northeastern Iowa Synod Each Director so appointed shall hold office until the next annual meeting of the Board of Directors and until a successor is elected and qualified.

3.16 Committees
The Board of Directors may designate standing and special committees as it may deem necessary or advisable.
4. OFFICERS

4.1 Officers: Election
The officers of the Corporation shall consist of a President, a Vice-President, and a Secretary, each of whom shall be elected annually from and by the Board of Directors, and shall serve as officers of the Corporation and the Board. The Board of Directors may elect such other officers as it shall deem advisable; such other officers need not be members of the Board of Directors.

4.2 Term
Each officer shall continue in office until the next annual meeting of the Board and until a successor shall have been elected and qualified, or until death, or until a resignation shall have become effective, or until the officer shall have been removed in the manner hereinafter provided, whichever shall be the earliest.

4.3 Resignations
Any officer may resign at any time by giving notice in writing to the Board of Directors or the President. Unless otherwise specified in the notice, the resignation shall take effect upon delivery.

4.4 Removal
Any officer or agent may be removed at any time, either for or without cause, by the Board of Directors.

4.5 Vacancies
A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

4.6 The President
The President shall:

a. preside at all meetings of the Board of Directors and of the Executive Committee;

b. be responsible for the development of an agenda for each meeting;

c. be responsible that the provisions of these Bylaws are observed and that the enactments of the Board of Directors are carried out;

d. have general charge of and control over the affairs and property of the Corporation and general supervision over its officers and agents, subject to the direction of the Board of Directors;

e. have seat and voice in all meetings of each standing committee and of
all other committees of the Board; and

f. shall have such other powers and perform such other duties as may be incidental to this office, as are given by these Bylaws, or as from time to time may be assigned by the Board.

4.7 The Secretary
The Secretary shall:

a. record the minutes of the meeting of the Board of Directors and the Executive Committee;

b. file with the minutes of the Board of Directors or the Executive committee, as the case may be, the resolutions by which any actions taken without a meeting are authorized, together with the consents to such action;

c. transmit promptly a copy of the minutes of each meeting of, and a copy of each resolution by which action is taken without a meeting by the Board of Directors or the Executive Committee to each Director and advisory member;

d. cause notices to be duly given in accordance with the provision of these Bylaws and as required by law;

e. see that all reports and other documents and records required by law are properly filed and kept;

f. have custody of the records of the Corporation; and

g. have such other powers and perform such other duties as are given by the Board of Directors or the President.

4.8 Contracts
The Board of Directors may authorize any office or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

5. STAFF
The Board of Directors shall appoint or cause to be appointed such staff with such duties as it may from time to time consider desirable for the implementation of the work of the Corporation and shall provide for supervision, support and oversight of this staff.

6. FINANCIAL MATTERS
6.1 Required Board of Directors Approval
Except as otherwise authorized by the Board of Directors, no agreement, contract or obligation involving payment of money, or the credit or liability of the Corporation, in an amount exceeding $1,000.00 shall be made without the approval of the Board of Directors.

6.2 Required Unit Approval
The Corporation shall not borrow any money without first consulting with the Unit, nor shall it make any other financial contractual commitment beyond the limits of the annual budget without first consulting with the Unit.

6.3 Required Member Synod Approval
The Corporation shall not solicit funds from congregations, their auxiliaries, or from sub-groups of the member Synod, except with the written consent of the affected member Synod.

7. INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES
The corporation shall indemnify its officers, Directors and other persons in accordance with applicable provisions of the Iowa law. Pursuant to Iowa Code § 504A.101, except as otherwise provided in Iowa Code Chapter 504A, a director, officer or employee is not liable for the corporation’s debts nor obligations, and a director, officer or other volunteer is not personally liable in that capacity for a claim based upon an act or omission of the person performed in the discharge of the person’s duties, except for a breach of the duty of loyalty to the corporation, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the person derives an improper personal benefit.

8. ROBERT’S RULES OF ORDER
In matters not covered in these Bylaws, each meeting of the Board of Directors shall be governed by the latest edition of Robert’s Rules of Order, Newly Revised.

9. EXECUTION OF INSTRUMENTS AFFECTING REAL PROPERTY
All instruments executed by the corporation, which is acknowledged and which affect an interest in real estate, shall be deemed sufficient, if after approval by the Board of Directors they are executed by the president or vice president of the corporation and by the secretary, or otherwise executed as provided by specific resolution of the Board of Directors. All other instruments executed by the corporation, including any releases or mortgages or liens of any kind, may be executed by the president, secretary, or by any other person authorized by specific resolution of the Board of Directors, or as otherwise may be provided in the Bylaws.

10. CONFLICTS OF INTEREST
It is the policy of the Board of Directors of Lutheran Campus Council of Cedar Falls that Directors shall abstain from voting on issues or decisions in which the Director, his/her spouse, or family members would personally benefit from a particular transaction,
whether the benefit to be obtained is financial or otherwise. It is the affirmative duty of each Director to disclose any such conflict of interest to the Board of Directors and to abstain from voting on the particular issue or issues in which the Director has a conflict of interest as described above. Such disclosure of conflicts of interest shall appear in the minutes of the meeting at which the conflict is disclosed and the abstention from voting of the particular Director shall also be recorded in the official minutes of the meeting by the secretary of the organization.

11. AMENDMENTS
Subject to written approval by the Congregational and Synodical Mission Unit or officially designated representative and the Bishop of the Northeastern Iowa Synod these Bylaws may be amended, or new Bylaws adopted, by a majority vote of the Board of Directors at any annual, regular or special meeting, provided written notice, embodying such proposed amendment or new Bylaws, has been given in the notice of the meeting at which such proposed amendment or new Bylaws is to be acted upon.

12. EFFECTIVE DATE
These Bylaws shall take effect upon the delivery of written notice of approval by the Congregational and Synodical Mission Unit and the Bishop of the Northeastern Iowa Synod.

ADOPTED BY THE CORPORATION ON: _____August 2014________________________

APPROVED BY THE CONGREGATIONAL AND SYNODICAL MISSION UNIT ON:
________Lutheran Campus Council Board of Directors Approved August 2014_____

APPROVED BY THE NORTHEASTERN IOWA SYNOD ON:
_____August 2014________________________

EFFECTIVE DATE:__________January 2015________________________