

1.0 CORPORATE DOCUMENTS

1.11 BY-LAWS

ARTICLE 1 - REPRESENTATION

Section 1

~~Each congregation holding membership in this Association shall appoint the appropriate number of Delegates based on the formula approved by the Members. These Delegates shall attend all meetings of the Association and shall make regular reports to their respective congregations.~~

Each congregation holding voting membership in this Association shall appoint four delegates to represent their congregation. These Delegates shall attend all meetings of the Association and shall make regular reports to their respective congregation.

Reasoning: This will allow LCMS congregations the opportunity to be connected with and support the LHSAGM even if they are not able to provide the required financial support to be considered a voting member. It will allow us to grow the number of congregations who are partners with the LHSAGM by adding a non-voting membership opportunity.

Section 2

At any meeting of the Association each ~~accredited~~ Delegate present shall be entitled to one vote.

ARTICLE II - APPLICATION FOR MEMBERSHIP

Section 1

~~Any corporation desiring to affiliate with The Lutheran High School Association of Greater Milwaukee shall:~~

- ~~a) Adopt a resolution to that effect~~
- ~~b) Select a representation in the manner prescribed by the by-laws~~
- ~~c) Make formal application to the Secretary of The Association on the form authorized by the Board of Directors~~

Any corporation desiring to affiliate with The Lutheran High School Association of Greater Milwaukee shall:

- a) Adopt a resolution to that effect
- b) Identify whether they are applying for a voting or nonvoting membership.
- c) Make formal request for membership to the Secretary of The Association.
- d) Formal request for membership will be reviewed for approval at the next Delegate Meeting.

ARTICLE III - BOARD OF DIRECTORS

Section 1

~~The number of Directors will be flexible based on the Partnership Formula as determined by the Delegates. Any Regular Member in good standing of a congregation holding membership in this Association shall be eligible. At least three Directors must be called and ordained members of the Lutheran Church Missouri Synod and be an active pastor at their church.~~

The number of Directors shall not exceed fifteen and shall not be less than ten. Any regular member in good standing of a congregation holding a voting or nonvoting membership in this Association shall be eligible. At least two Directors must be called and ordained members of the Lutheran Church Missouri Synod and be a pastor serving at their church.

Reasoning: With the number of supporting congregations of the LHSAGM declining, we are finding it difficult to find and maintain the required Board of Directors numbers. Changing the Board Member numbers allows us to operate within the policies and by-laws of the LHSAGM. Pastors in the LCMS are very busy and we are also finding it difficult to find pastors who are able to serve on the Board of Directors of the LHSAGM. Reducing the number to 2 will allow us to operate in accordance with the by-laws more reasonably.

Section 2

~~The Directors shall hold office for an elected term of three years and/or until their successors have been chosen or unless a Member loses its Board seat based on the Delegate approved Partnership Formula. No Director shall serve for more than two consecutive elected terms. The current Board of Directors will ensure an orderly transition to the new structure. Thereafter, elections shall be held at the annual meeting.~~

The Directors shall hold office for an elected term of two years and/or until their successors have been chosen or unless a Member loses its Board seat. No Director shall serve for more than four consecutive elected terms. The current Board of Directors will ensure an orderly transition to the new structure. Thereafter, elections shall be held at the annual meeting.

Reasoning: In an attempt to make the board of directors more effective and to allow for better transitions we believe that 4 terms will allow current members who want to serve to stay connected for 8 years instead of 6. Delegate approval for the board members every 2 years instead of every 3 years allows the delegates to be more involved in the approval of the board of directors.

Section 3

Any vacancy occurring on the Board between elections shall be filled by an agreed upon appointee between the Board of Directors and the Nominating Committee. The individual so appointed shall hold office for the unexpired term. The appointment will be ratified at the subsequent Delegate meeting by the voting Delegates.

Section 4

After each annual election the Board of Directors shall organize and elect from its midst the following officers; a president, a vice-president, a secretary, and a treasurer.

Section 5

The Board of Directors shall be empowered to conduct, manage, and administer the affairs of The Association; to supervise the activities of the schools; to hold all monies and property, real, personal, and mixed, howsoever acquired, and shall use, manage and conduct the same under the direction and for the use and benefit of this organization; to accept or reject gifts, grants, bequests, legacies, and devises; at the direction of the Association to acquire, sell, transfer and convey, mortgage and pledge all real and personal property for the Association; to provide proper bond for the officials who are charged with the handling of the funds of the Association; to provide for an annual audit of the financial records of The Association; to provide for the financial needs of The Association and administer its funds; to appoint such additional officers and committees as may from time to time be deemed necessary; to call or employ, and dismiss, if necessary, personnel of the school; to report its actions at each regular meeting of the Association; to prepare the agenda for each meeting of the Association.

Section 6

All Board of Director Members must agree to uphold the Articles of Incorporation and By-Laws.

ARTICLE IV - LIMITATION OF BOARD POWER

This Association limits and restricts the powers of the Board of Directors by reserving to itself the right:

1. To approve or disapprove the incurring of any extraordinary liabilities and the expenditures of all such sums of money which cannot properly be designated as current expenses.
2. To approve or disapprove the sale or purchase of real property.
3. To approve any changes in the Articles of Incorporation or By-Laws.
4. To approve or disapprove congregational membership in the Corporation.
5. To make changes in the Partnership Formula.
6. To elect members of the Nominating Committee.
7. To elect ~~"at large" members of the Board.~~ **Directors.**
8. To approve or disapprove dissolution of the Corporation and how the proceeds, if any, would be distributed.

ARTICLE V - DUTIES OF OFFICERS

Section 1

The President shall perform those duties stated in the Articles of Incorporation and such as are commonly associated with the office of president of an association. He shall present a report of the affairs of

The Association at each meeting.

Section 2

The Vice-President shall discharge the duties of the President in the latter's absence or disability.

Section 3

The Secretary shall perform those duties stated in the Articles of Incorporation and shall keep an accurate record of the proceedings of all meetings of The Association and the Board of Directors; he shall conduct all necessary correspondence; and he shall keep safely and systematically all papers, records and documents belonging to The Association of in any wise pertaining to its affairs.

Section 4

The Treasurer shall perform the duties stated in the Articles of Incorporation and shall be responsible for the funds of the organization and their proper disbursement. He shall keep or cause to be kept an accurate record of all receipts and disbursements and shall make periodic reports to the Board and Association as required by the Board or The Association. He shall submit his records for an annual audit.

ARTICLE VI - MEETINGS

Section 1

There shall be two meetings of this Association annually. These meetings shall be held on the second Wednesday of September and May. The May meeting shall be designated as the annual meeting.

Section 2

Special meetings of The Association may be called by the Board of Directors or at the written request of five **voting Member** congregations of The Association. **Member congregations** ~~Delegates~~ shall be notified of the special meeting and its purpose at least ten days, if possible, prior to the meeting date.

ARTICLE VII - NOMINATIONS AND ELECTIONS - BOARD OF DIRECTORS

Section 1

The Board of Directors shall suggest a Nominating Committee consisting of **a minimum of** six (6) members of which two (2) shall be from the current Board of Directors. The Delegates must approve the Nominating Committee at their September meeting.

Section 2

It shall be the duty of the Nominating Committee to prepare a slate of candidates who have indicated their willingness to serve in an at-large capacity and to present such a slate to the Delegates at the annual meeting. The Delegates shall accept or reject all nominations for at-

large seats, by a majority vote of the Delegates present.

~~Members~~ Member congregations eligible for Board seats under the Partnership Formula will nominate multiple candidates for each open seat to which their congregation is entitled. The Nominating Committee will work with the Member congregations to ensure that Directors appointed to the Board are well qualified. The Nominating Committee will then research and interview the nominated candidates and select one of the nominated individuals to serve on the Board to fill each vacant seat which the congregation is entitled to fill.

Section 3

Any person nominated for the office of Director shall be a member in good standing in a member congregation of the Association.

ARTICLE VIII - QUORUM

The accredited Delegates present at any regular or special meeting of The Association shall constitute a quorum. A majority of the membership of the Board of Directors shall constitute a quorum at any Board meeting.

ARTICLE IX - FINANCIAL OBLIGATIONS

Section 1

Every congregation holding a voting membership in this Association shall be obligated for and contribute to The Association's annual budget requirements as established by the Board of Directors. The method of raising such financial obligations shall be determined by the individual congregation.

Section 2

~~If a member congregation shall fail to pay its pro rata share of The Association's annual budget requirements in full during any calendar year, the unpaid balance thereof shall be considered an obligation of such congregation to the extent that the congregation shall negotiate with The Association's Board of Directors, with the right of appeal to the Delegates, for the purpose of arriving at a basis upon which the unpaid balance shall be resolved. If a congregation willfully fails to fulfill its obligations as a member of The Association, its membership, at the discretion of The Association may be terminated.~~

ARTICLE X - THE ADMINSTRATOR

The CEO of The Association's high schools shall be a member in good standing of an LCMS Regular Member congregation and will be subject to the authority of the Board of Directors. He shall be required to attend all Board and Association meetings and shall be an ex-officio member of all committees of the Board.

ARTICLE XI - CORPORATE SEAL

The corporate seal of the corporation shall have inscribed on it, THE

LUTHERAN HIGH SCHOOL ASSOCIATION OF GREATER MILWAUKEE

ARTICLE XII - DISSOLUTION

Should future exigencies make the dissolution of The Association necessary, all property of The Association shall be sold at the direction of The Association and the proceeds distributed equally among the congregations holding **voting** membership in The Association at the time of said dissolution.

A congregation holding **a voting** membership in The Association is eligible to receive remaining assets only if it holds status within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and is affiliated with The Lutheran Church-Missouri Synod.

ARTICLE XIII - LUTHERAN CHURCH MISSOURI SYNOD

Recognition by the Synod (i) is not an endorsement of the fiscal solvency of The Association nor of services or programs offered by The Association, (ii) does not express or imply endorsement of the fiscal solvency of The Association, or Synod responsibility for the debts or other financial obligations of The Association, and (iii) does not cause the Synod or its districts or congregations to incur or be subject to the liabilities or debts of The Association or its subsidiaries and/or affiliates.

ARTICLE XIV - AMENDMENTS

These By-Laws may be amended by a majority vote of the Delegates present and voting at any regular meeting of The Association, or at any special meeting called for that purpose, provided that a written notification of the proposed amendment has been given to the **voting** member congregations for distribution to the delegates sixty days prior to the meeting at which the proposed amendment is to be voted upon and provided that at least half of the member congregations are represented when the vote upon the proposed amendment is taken.

Definitions:

A "Member" is a congregation that is part of the Association.
See Articles of Incorporation, Article Seven

A "Delegate" is an individual empowered to vote on behalf of the "**Voting** Member" congregation.