



THE CONSTITUTION AND BY-LAWS

Of The

Lutheran High School Association Of Greater Detroit

(Articles of Incorporation)

Adopted by the Delegates – May 28, 2019

Article I

The Name

The name of this organization shall be; Lutheran High School Association of Greater Detroit (henceforth referred to as “Association”)The Association shall be incorporated as a non-profit organization under the laws of the State of Michigan.

Article II

Object and Purpose

The object, aim, and purpose of this Association shall be:

1. to foster Christian secondary education in harmony with the Scriptures and the Lutheran Confessions;
2. to establish, own, manage, and maintain schools for that purpose;
3. to offer a suitable curriculum which maintains proper accreditation with recognized church and state educational authorities.

Article III

Theological Stance

The doctrinal basis of the Association shall be the written word of God, the Bible and the confessional standards of the Evangelical Lutheran Church in the Book of Concord of 1580. The Association respects and will not act contrary to the doctrine and practice of the Lutheran Church-Missouri Synod (LCMS) as set forth in the Scriptures, the Lutheran Confessions and the applicable policies of the Synod.

Article IV Membership

Any Lutheran congregation of the Lutheran Church Missouri Synod or those with whom the Missouri Synod is in fellowship may become a member of this Association by filling out the "Application for Membership" form and being accepted into membership by a majority vote of the Board of Directors (Board) in an official meeting. Member congregations will receive the following rights and privileges:

1. Children of member congregations are assured admission to Association schools upon meeting admission requirements,
2. May request performance groups from Association schools to appear at worship services or congregational special events. All appearances are subject to student availability as determined by said school.
3. Shall be entitled to all the privileges of this Association as granted by its Constitution and by its By-Laws.

Article -V Representation

Each member **congregation-may** elect or appoint up to three Delegates. These Delegates shall represent the congregation at all meetings of the Association. Each Delegate shall have one vote, which must be cast in person at such meetings.

Article VI Officers

The officers of this Association shall be a President, a Vice-President, a Secretary, and a Treasurer. These officers also serve as the officers of the Board of Directors.

Article VII The Board of Directors

A Board of Directors (henceforth referred to as Board) shall constitute the Executive Board of this Association. It shall be empowered to:

1. administer the affairs of this Association to the extent and under such restrictions and limitations as may be prescribed by the Association and its Constitution and By-Laws;
2. call, appoint, or employ the necessary personnel for the Association and for the schools;
3. acquire, purchase, sell, transfer and convey, mortgage and pledge all real and personal property necessary to conduct the business affairs of this Association.
4. accept and receive grants, bequests, and devises;
5. approve the annual budget for the Association and present same in the Corporate Delegate meeting of the Association held in the month of May.

Article VIII Meetings

This Association shall meet at least one time a year. The Board will set the date, time, location, and type of meeting (in person or via electronic means). Special meetings may be called upon the request of any 20% of the member churches directed to the Board of Directors or at the discretion of the Board of Directors and as prescribed in the Articles of the By-Laws of this Constitution.

Article IX Quorum

All official Delegates present at a properly called meeting shall constitute a quorum.

Article X Fiscal Year

The fiscal year of this Association shall begin on the first day of July (July 1) and shall end on the thirtieth day of June (June 30) of the following year.

Article XI Dissolution

This Association shall continue to exist and function under this Constitution and its By-Laws so long as 1/3 of its member congregations at any one time desire its existence. If this Association should become dissolved by resolution receiving a 2/3 plus 1 vote, of the member congregations the property - of whatever kind, nature, and description - shall be sold by the Association and the net proceeds distributed among the congregations constituting the membership of this Association at the time of dissolution for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The formula for determining the distribution is to be recommended by the Board and voted on by the member congregations.

Article XII Amendments

This Constitution may be amended or revised at any official meeting (regular or special) of the Association called for that purpose by a 2/3 majority vote of official delegates present provided a notice of the proposed amendment or amendments shall have been presented to the official delegates not less than thirty (30) days before the meeting.

THE ARTICLES OF THE BY-LAWS

Basic Policies

The Lutheran High School Association of Greater Detroit (Association) has established as its objective the maintenance and support of Lutheran High Schools. The schools of this Association shall provide an educational program for the youth which is in keeping with the principles of Christian education of the Church and which meets the requirements of the educational program of the State. It shall be the aim of these schools to require and maintain proper recognition and accreditation by recognized educational authorities so long as such recognition and accreditation does not conflict with Lutheran principles and practices.

The following By-Laws shall be established to help control and regulate the operations and functions of this Association.

THE BY-LAWS

Section 1 Meetings

The Association shall meet at least one time a year in the month of May. The agenda of the annual meeting shall include the presentation of the budget, the election of Board members, and a state of the Association report including a presentation of the Association Mission/Vision. The day, time, place, and type (in person or via technology) of this meeting shall be fixed by the Board of Directors (Board) of the Association. Other meetings of the Association may be called by the Board as needed or upon the written request of 20% of the member congregations directed to the Board. The Secretary of the Association shall be responsible for notifying the delegates and the member congregations stating the day, time, place, and type of the meeting. In case of a special meeting, the purpose for which the meeting is called shall be stated on the notice. Notices are to be given at least 15 days prior to all meetings. In the case of proposed amendments notices are to be given at least 30 days prior to the meeting.

Section 2 Delegates

Delegates to this Association shall be elected or appointed by the member congregations. Delegates shall attend all meetings and shall report all proceedings to their respective congregations. Names of such delegates shall be reported by each congregation to the Association office.

Section 3 Nominating Committee

The Board of the Association shall appoint a nominating committee of three to five members at least 60 days before the May Delegate meeting of the Association. One member of this committee shall be a pastor and one a

commissioned minister. No more than one member of this committee shall be a voting member of the Board of Directors.

The nominating committee shall prepare a slate of at least one candidate~~s~~ for each position on the Board to be filled. The slate shall then be presented to the member congregations through their Delegates at least 30 days prior to the annual meeting. Additional nominations subject to the eligibility requirement of Section 4 may be made in writing by a minimum of five Delegates provided all necessary information reach the nominating committee at least 15 days prior to the May Corporate Delegate meeting date.

Section 4

The Association Board of Directors

The Board shall consist of 12 members, comprised of three pastors, three commissioned ministers, and six laypeople elected from member congregations. Any pastor or commissioned minister serving a member congregation in an official capacity and any lay member of a member congregation at least 25 years old shall be eligible for election to the Board. Board members should demonstrate commitment to Lutheran Christian education. Association employees or immediate family members are not eligible for Board membership. No more than two members from the same congregation may serve on the Board at the same time. No member of the Board shall be an officer or member of the Board of an auxiliary organization of the Association.

Section 5

Elections

The Association election shall be held at its meeting in May. All elections shall be by ballot. A majority of all votes cast shall decide the election. One pastor, one commissioned minister, and two laypeople shall be elected annually.

Section 6

Term of Office of Board Members

The term of office of any officer or director shall begin at the August Board meeting. The term of office of all members of the Board of the Association shall be three years and they may be re-elected for a second term. The Board shall have the power to appoint a director to fill a vacancy until the expiration of the term to which he or she is appointed. No member of the Board may serve more than six consecutive years, exclusive of the remaining term of any interim appointment.

Section 7

Board Member Voting

Each member of the Board shall be entitled to one vote. Voting shall be done by acclamation or by ballot of those members present. A Director may participate and vote in a meeting by a conference telephone or similar communication equipment by which all persons participating in the meeting may hear each other. Voting by proxy shall not be permitted. A 50 percent plus 1 majority of all votes cast shall constitute a decision except

where specifically indicated in the Constitution or By-Laws. The Board chair may vote on matters done by ballot or if the chair's vote will change the result of the vote (i.e. tie vote).

In the event that, prior to a regular meeting, electronic communications could be used to expedite Board business (including decisions to issue "calls"), the Board may vote via electronic means if the following procedures are utilized and with limited use:

1. The Superintendent initiates, with approval of the Board President, any motion for consideration before the Board.
2. The Superintendent shall email all Board members the motion.
3. Board members will have 72 hours after the motion is received, to discuss and vote before voting is closed.
4. Each Board member shall by return electronic means, indicate his/her vote on the motion to all Board members. "Reply to all."
5. Should extended discussion of the topic be required, the Superintendent in consultation with the Board President will determine to initiate a Board conference call or delay the discussion until the next meeting of the Board.
6. Voting on the motion may be conducted on a conference call provided there is a quorum of Board members present or by electronic means.
7. A record of the votes shall be maintained. The vote(s) shall be presented at the next Board meeting for ratification by the Board.

Section 8 Election of Officers

The Board shall elect its own officers, consisting of a President, Vice-President, Secretary, and Treasurer from among its own membership; and these officers shall serve in the same capacity for the Association. This election shall be held at the August Board Meeting.

The term of office of all officers of the Association/Board shall be one year and shall begin at the August Board meeting.

Section 9 Duties of Officers

1. **President:** The President shall preside at all regular and special meetings of the Association and the Board. The President shall appoint such special committees as directed by the Association or the Board of Directors. The President shall act in the capacity of advisory or ex-officio member to all standing and special committees, and with the Secretary, Treasurer, and the Superintendent, be authorized to sign on behalf of the Association and the Board all official documents pertaining to the official business of the Association and the Board; and, in general, conduct this office according to rules and regulations set down by Robert's Rules of Order Revised and in the spirit of Christian love, fellowship, and tolerance.
2. **The Vice-President:** The Vice-President shall act in the capacity of the President in the latter's absence and take care of such matters as may be delegated to him/her.
3. **The Secretary:** The Secretary shall keep an accurate record of the minutes of all meetings of the Association and the Board. The Secretary shall also carry on such correspondence as directed by the Association and the Board, be responsible for the sending of proper notices of meetings; be

responsible for the official roster of the congregations belonging to the Association; take care of such matters as may be delegated to him/her; and, with the President, Treasurer, and Superintendent, be authorized to sign on behalf of the Association and the Board all official documents of the Association and the Board.

4. The Treasurer: The Treasurer shall be responsible for the accounting of all funds of the Association. The Treasurer shall also be responsible for all documents representing debts and investments of the Association; render regular reports to the Association and the Board; be responsible for all receipts and all disbursements of and for the Association; make available the books and records for an official audit; and, with the President, the Secretary, and the Superintendent, be authorized to sign on behalf of the Association and the Board all official documents pertaining to the official business of the Association.

In the event of a vacancy in any of these offices, the Board shall elect an officer from its membership to serve the un-expired term.

Section 10

Duties and Powers of the Board of Directors

1. The Board shall ordinarily meet monthly unless otherwise agreed upon. The place, day, hour, and type of such meetings shall be established by the Board.
2. Special meetings of the Board may be called by the President, Superintendent, or upon the written request of five members of the Board. Notices of such special meetings shall be given by the Secretary or the Superintendent.
3. A simple majority shall be enough for a quorum to carry on official business.
4. The term of office of any officer or director shall begin at the August Board meeting.
5. The Board shall ratify the educational and academic policies and programs of the school system as recommended by the Superintendent.
6. The Board shall have control of the finances of the school system; receive and guard all deeds, contracts, notes, all legal documents of the Association; operate, maintain, and manage all real estate and personal property of the Association.
7. The Board shall function only when in official session. At other times, its members shall have no authority regarding matters of the school system, except as specifically and individually authorized by the Board.
8. The Board shall appoint or elect such standing committees as may be determined and established by the Board and the Association. Special committees may be appointed or elected by the Board for specific tasks. Such committees shall be dissolved as soon as assignments are completed.
9. The Board shall call, appoint, or contract the Superintendent.
10. The Board shall call, appoint, or contract the Principals of the several schools, the Assistant Principals, the teachers, the instructors, and any other educational or academic personnel according to the current policies and practices approved by the Board.
11. The Superintendent will serve as an ex-officio (non-voting) member of the Board and all Board sub-committees.
12. The Board shall deal with any staff member and any employee of the school system only through its Superintendent. It shall apportion the duties of the staff members and any other employees of the school system upon the recommendation of its Superintendent. All appeals to the Board by the staff members and other employees of the school system shall be made through the Superintendent. Should no satisfactory understanding be reached, the individual staff member or employee shall have the right to request the Board for a hearing.

13. The Board shall hear and act upon written and oral communications from individuals or organizations upon matters of administration implementation of policy.
14. The Board shall require at each regular meeting a report by the Superintendent and may request other reports as necessary.
15. The Board shall appraise and evaluate the work of the Superintendent, especially as far as objectives, policies, curriculum, courses, school activities, teaching personnel, and all other matters relative to this office are concerned.
16. The Board shall assist and support the Superintendent of the school system by advice and counsel.
17. The Board may remove the Superintendent for cause. A 2/3 vote majority of the Board is required.
18. The Board shall cause to be issued at least annually a report to all member churches informing and acquainting the membership with the administrative, financial, and operative status and position of the school system and the Association.
19. The Standing Committee for Theological Supervision shall consist of the pastors on the Board and shall be responsible for the theological supervision of all personnel. Their authority shall include the ability to dismiss personnel for theological/doctrinal reasons.

Section 11

Removal from the Board

A Director may be removed from the Board by a 2/3 majority of the remaining Board in a Christian and lawful manner, for any of the following reasons: persistent adherence to false doctrine, conduct deemed harmful to the reputation of the Association, and/or inability to perform his/her official duties or willful neglect of them.

Section 12

Financial Support

Each congregation holding membership in the Lutheran High School Association agrees to assume self determined levels of support for students. The levels of support for each academic year shall be approved by the Board. Member congregations shall remit on a proportionate basis each month.

The Association will use its resources in a responsible, effective, and efficient manner to achieve results in furtherance of its mission. The Association will regularly review fundraising efforts and expenses and take measures to assure that expenses are reasonable in relation to the results of the organization over time.

Section 13

Termination of Membership

1. Should a congregation no longer be a member of The Lutheran Church Missouri Synod or a church body with whom the Missouri Synod is in fellowship, it thereby loses its membership in this Association.
2. Should a congregation fail to meet its financial obligation to this Association, the Board shall review the reasons for such failure and recommend suitable action. A congregation may be dropped from membership in this Association by a majority 2/3 vote of the delegate body at any regular meeting of the Association. The Secretary of the Association shall notify such a congregation of this impending action at least 30 days prior to the meeting of the Association in which such action is recommended.

3. Should a congregation decide to resign its membership in this Association, it shall notify the Board of such action. The Board shall advise the congregation of any unpaid financial items due the Association. Settlement of such obligations shall be a prerequisite to acceptance of an honorable resignation.

Section 14 Rules of Order

The rules contained in Robert's Rules of Order Revised shall govern the proceedings of the Association and the Board in all cases in which they are applicable and in which they are not inconsistent with these By-Laws.

Section 15 Amendments

These By-Laws may be amended or revised at any regular or special meeting of the Association by a 2/3 affirmative vote of the official delegates present provided that a notice of the proposed amendment shall have been included in the notice of the meeting to the members not less than 30 days before the meeting.

Section 16 Recognized Service Organization

The Association is a Recognized Service Organization (RSO) of the Lutheran Church – Missouri Synod (LCMS). As an RSO, the Association will foster the mission and ministry of the church, and agree to provide programs that are in harmony with the programs of the LCMS. The Association agrees to respect and not act contrary to the doctrine and practice of the LCMS.

Recognition by the Lutheran Church Missouri Synod is not an endorsement of the fiscal solvency of the Association, nor its services or programs offered by the Association. It 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 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.
